A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell these securities in those jurisdictions. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any state securities laws, and may not be offered or sold in the United States or to United States persons except in compliance with the registration requirements of the United States Securities Act of 1933, as amended, and applicable state securities laws, or under exemptions from those laws.

***Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada.** Copies of the documents incorporated herein by reference may be obtained on request without charge from the Treasurer of Banro Corporation at 1 First Canadian Place, P.O. Box 419, 100 King Street West, Suite 7070, Toronto, Ontario, M5X 1E3, telephone (416) 366-2221 and are also available electronically at www.sedar.com.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue April 19, 2006

BANRO CORPORATION

Cdn$ ●

● Common Shares

This short form prospectus qualifies the distribution of ● common shares (the "Offered Shares") of Banro Corporation ("Banro" or the "Company") at a price of Cdn$ ● (the "Offering Price") per common share (the "Offering").

Banro's common shares are listed for trading on the Toronto Stock Exchange (the "TSX") and on the American Stock Exchange (the "AMEX"), in each case under the symbol "BAA". See "Description of Share Capital". On April 18, 2006, the last trading day before the filing of this prospectus, the closing price of the common shares of Banro on the TSX was Cdn$12.00 and the closing price of the common shares of Banro on the AMEX was US$10.56. The Offering Price was determined by negotiation between Banro and RBC Dominion Securities Inc., Raymond James Ltd. and MGI Securities Inc. (collectively, the "Underwriters"). Banro has applied to list the Offered Shares on the TSX. Listing will be subject to Banro fulfilling all the listing requirements of the TSX.

Price: Cdn$ ● Per Common Share

	Price to Public	Underwriters' Fee(1)	Net Proceeds to the Company(2)
Per Offered Share	Cdn$ ●	Cdn$ ●	Cdn$ ●
Total(3)	Cdn$ ●	Cdn$ ●	Cdn$ ●

(1) Pursuant to the terms and conditions of the Underwriting Agreement (as defined herein) between the Company and the Underwriters, the Company has agreed to pay to the Underwriters the Underwriters' Fee (as defined herein) equal to ● % of the gross proceeds of the Offering. See "Plan of Distribution".

(2) Before deducting expenses of the Offering, estimated to be Cdn$ ● , which, together with the Underwriters' Fee, will be paid from the proceeds of the Offering.

(3) In addition, the Company has granted to the Underwriters an option to acquire up to an aggregate of ● additional common shares of the Company (the "Over Allotment Option") at the offering price of Cdn$ ● per common share. The Over-Allotment Option is exercisable in whole or in part at any time up to 30 days after closing the Offering. If the Over-Allotment Option is exercised in full, the total Price to the Public, Underwriters' Fees and Net Proceeds to Banro will be Cdn$ ● , Cdn$ ● and Cdn$ ● , respectively. This short form prospectus qualifies the Over-Allotment Option and the common shares issuable upon the exercise of the Over-Allotment Option. See "Plan of Distribution".

Investment in the Offered Shares involves a high degree of risk. See "Cautionary Statement Regarding Forward-Looking Statements" and "Risk Factors".

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution" and subject to the approval of certain legal matters on behalf of the Company by Macleod Dixon LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. In connection with this Offering, the Underwriters may engage in market stabilization activities described under "Plan of Distribution". **The Underwriters may offer the Offered Shares at lower prices than stated above. See "Plan of Distribution".**

The Company has granted to the Underwriters the following option:

Underwriters' Position	Maximum Size or Number of Securities Held	Exercise Period/ Acquisition Date	Exercise Price or Average Acquisition Price
Over-allotment option	●	30 days from closing of the Offering	Cdn$ ●

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. Certificates representing the Offered Shares will be issued in registered form on the date of the closing, which is expected to occur on or about ● , 2006, or any later date on which the Company and the Underwriters may agree, but in any event not later than May ● , 2006.

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DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Treasurer of Banro Corporation at 1 First Canadian Place, P.O. Box 419, 100 King Street West, Suite 7070, Toronto, Ontario, M5X 1E3, telephone (416) 366-2221 and are also available electronically through the Internet on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") which can be accessed under the Company's profile on the SEDAR website at www.sedar.com.

The following documents of the Company, filed with the securities commissions or similar authorities in each of the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador, are specifically incorporated by reference into and form an integral part of this short form prospectus:

(a) the annual information form of the Company dated March 30, 2006 (including the documents incorporated by reference therein) for the financial year ended December 31, 2005;

(b) the information circular of the Company dated May 30, 2005 prepared for the purposes of the meeting of shareholders held June 29, 2005;

(c) the audited comparative consolidated financial statements of the Company, including the notes thereto, as at and for the years ended December 31, 2005 and 2004, and the auditors' report thereon;

(d) management's discussion and analysis for the financial year ended December 31, 2005;

(e) the material change report of the Company dated January 25, 2006 filed on Form 51-102F3 announcing the first set of results from the Company's current exploration program at its wholly-owned Twangiza property;

(f) the material change report of the Company dated February 3, 2006 filed on Form 51-102F3 announcing further exploration results from the Company's wholly-owned Namoya property;

(g) the material change report of the Company dated February 10, 2006 filed on Form 51-102F3 announcing further exploration results from the Company's wholly-owned Lugushwa property; and

(h) the material change report of the Company dated April 18, 2006 filed on Form 51-102F3 announcing further exploration results from the Company's wholly-owned Namoya property.

Any material change reports (excluding confidential material change reports), business acquisition reports, information circulars filed subsequent to December 31, 2005, interim financial statements for an interim period subsequent to December 31, 2005 and any other similar disclosure document of the types referred to above which are filed by the Company with a securities commission or similar authority in any of the provinces of Canada after the date of this short form prospectus and prior to the termination of the Offering, shall be deemed to be incorporated by reference into this short form prospectus.

Any statement contained herein or in a document incorporated or deemed to be incorporated by reference herein is not incorporated by reference to the extent that any such statement is modified or superseded by a statement contained herein or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein. Any such modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be considered in its unmodified or superseded form to constitute part of this short form prospectus; rather only such statement as so modified or superseded shall be considered to constitute part of this short form prospectus.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this short form prospectus and the documents incorporated by reference herein that are not historical facts constitute "forward-looking statements", including but not limited to those statements with respect to the estimation of mineral resources and the Company's plans and objectives. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", intends", "anticipates" or "believes", or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might, or "will" be taken, occur or be achieved. Forward-looking statements involve known or unknown risks, uncertainties and other factors, which may cause the actual results, performance or achievements of the Company to be materially different from those projected by such forward-looking statements. Such factors include, among others, the actual results of current exploration activities, access to capital and future prices of gold and those factors discussed in the section entitled "Risk Factors" in this short form prospectus.

Although Banro has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those intended, anticipated or estimated. Forward-looking statements contained herein are made as of the date of this short form prospectus based on the opinions and estimates of management based on information available to management as of the date hereof, and, except as may be required by applicable securities laws, Banro disclaims any obligation to update any forward-looking statements, whether as a result of new information, estimates or opinions, future events or results or otherwise. There can be no assurance that the forward-looking statements contained in this short form prospectus and the documents incorporated by reference herein will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

ELIGIBILITY FOR INVESTMENT

In the opinion of Macleod Dixon LLP, counsel to the Company, and Fasken Martineau DuMoulin LLP, counsel to the Underwriters, provided the Offered Shares are listed on a prescribed stock exchange in Canada (within the meaning of the *Income Tax Act* (Canada) (the "Tax Act") and which currently includes the TSX), the Offered Shares would be, if issued on the date hereof, a qualified investment within the meaning of the Tax Act for trusts governed by registered retirement savings plans, registered education savings plans, registered retirement income funds and deferred profit sharing plans.

CURRENCY AND EXCHANGE RATE INFORMATION

The Company reports in United States dollars. Accordingly, unless otherwise indicated, all references to "US$" or "dollars" in this short form prospectus refer to United States dollars and "Cdn$" refers to Canadian dollars.

The noon exchange rate on April 18, 2006 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was Cdn$1.00 equals US$0.8757.

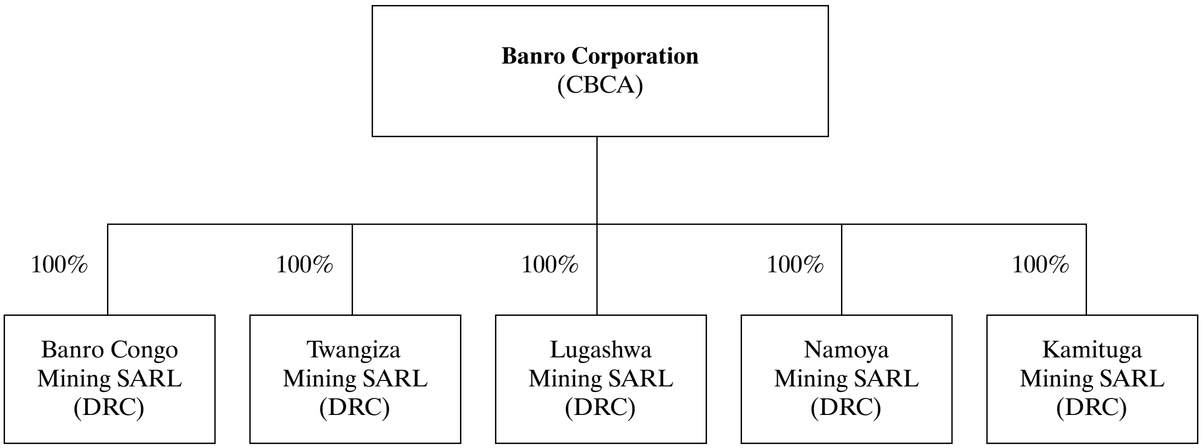
THE COMPANY

The head office and registered office of Banro is located at 1 First Canadian Place, Suite 7070, 100 King Street West, Toronto, Ontario, M5X 1E3.

The Company was incorporated under the *Canada Business Corporations Act* (the "CBCA") on May 3, 1994 by articles of incorporation. Pursuant to articles of amendment effective May 7, 1996, the name of the Company was changed from Banro International Capital Inc. to Banro Resource Corporation. The Company was continued under the *Ontario Business Corporations Act* by articles of continuance effective on October 24, 1996. By articles of amendment effective on January 16, 2001, the name of the Company was changed to Banro Corporation and the Company's outstanding common shares were consolidated on a three old common shares for one new common share basis. The Company was continued under the CBCA by articles of continuance dated April 2, 2004. By articles of amendment dated December 17, 2004, the Company's outstanding common shares were subdivided by changing each one of such shares into two common shares.

The Company is a Canadian-based gold exploration company focused on the exploration and development of four major gold properties located along the 210 kilometre-long Twangiza-Namoya gold belt in the South Kivu and Maniema Provinces of the eastern region of the Democratic Republic of the Congo (the "DRC").

The following chart illustrates the relationship between Banro and its material subsidiaries, together with the jurisdiction of incorporation of each such subsidiary and the percentage of voting securities beneficially owned or over which control or direction is exercised by Banro.



BUSINESS OF THE COMPANY

The Company holds, though four wholly-owned DRC subsidiaries, a 100% interest in four gold properties, which are known as Twangiza, Lugushwa, Namoya and Kamituga. These properties are comprised of a total of 13 exploitation permits and are found along the 210 kilometre-long Twangiza-Namoya gold belt in the South Kivu and Maniema Provinces of eastern DRC. These properties, totalling approximately 2,600 square kilometres, cover all the major, historical producing areas of the gold belt. The Company's business focus is the exploration and development of its four DRC properties. The Company has also applied for exploration permits covering an aggregate of approximately 6,800 square kilometres relating to areas, in between the Company's four properties.

Regional and prospect exploration is currently being undertaken at the Twangiza, Lugushwa and Namoya properties. Banro expanded its exploration programs in early 2006 and there are currently five core drill rigs on these properties where Banro is working with the objective of delineating new inferred mineral resources and upgrading current inferred mineral resources into the measured and indicated mineral resource categories. Management is currently budgeting for approximately 50,000 metres of drilling in 2006 and expects to increase the number of drill rigs by year end.

Twangiza

The 1,164 square kilometre Twangiza property is located in the South Kivu Province of the DRC, approximately 35 kilometres west of the Burundi border and approximately 45 kilometres to the south-southeast of the town of Bukavu. The Twangiza property consists of six exploitation permits. Banro's wholly-owned DRC subsidiary, Twangiza Mining SARL, has a 100% interest in the said permits.

The current mineral resource estimates for the 800 metre long deposit currently defined at Twangiza are listed in the table below utilizing a 1.0 g/t Au cut-off grade and cover both oxide and non-oxide material. These estimates are outlined in a technical report dated April 30, 2003 prepared for the Company by CME Consulting Ltd.

Measured Mineral Resource			Indicated Mineral Resource			Inferred Mineral Resource		
Tonnes	**Au g/t**	**Oz gold**	**Tonnes**	**Au g/t**	**Oz gold**	**Tonnes**	**Au g/t**	**Oz gold**
2,601,000	3.20	268,000	27,785,000	1.95	1,742,000	19,241,000	1.90	1,175,000

Banro re-commenced exploration at Twangiza in mid-October 2005. By the end of 2005, a total of 84.92 line kilometres of gridding had been completed at Twangiza, and 1,976 soil geochemical, 482 trench, and 153 chip/channel samples had been collected. The soil geochemical program has defined a robust gold-in-soil anomaly to the immediate north of the known Twangiza deposit that is some 880 metres long and 450 metres wide. Geological mapping of trenches and artisanal workings indicate that the geological setting and controls of mineralization are the same as those of the known Twangiza deposit.

In January 2006, Banro commenced a diamond drilling program at Twangiza, budgeting for approximately 20,000 metres of drilling in the current year. Exploration and development studies at Twangiza are currently focusing on the following:

- Continuation of the soil sampling program to define the extension of known mineralization as well as areas of new mineralization;
- Diamond drilling to test soil geochemical anomalies in order to generate additional inferred mineral resources if and where possible;
- Diamond drilling to upgrade inferred mineral resources to the measured and indicated mineral resource categories if and where possible;
- Completion of a scoping study to provide preliminary indications of the economic viability of the mineral resources by the end of 2006;
- Commencement of a feasibility study in 2007 if merited; and
- Regional exploration elsewhere in the Twangiza property area, through the use of airborne geophysics, remote sensing, stream sediment sampling and soil geochemistry.

Lugushwa

The Lugushwa property consists of three exploitation permits covering an area of 641 square kilometres and is located approximately 150 kilometres southwest of the town of Bukavu in the South Kivu Province in the east of the DRC. Banro's wholly-owned DRC subsidiary, Lugushwa Mining SARL, has a 100% interest in the said permits.

The current mineral resource estimate for the Lugushwa property is listed in the table below utilizing a 1.0 g/t Au cut-off grade. This estimate was outlined by SRK Consulting (UK) Ltd. ("SRK") based on historical data and is set out in a technical report dated February 2005 prepared for the Company by SRK (the "SRK Technical Report").

Inferred Mineral Resource		
Tonnes	**Au g/t**	**Oz gold**
37,000,000	2.30	2,735,000

Banro commenced an exploration program at Lugushwa in January 2005, comprising geological mapping, soil geochemistry, trenching, adit mapping, and surveying. This work has provided a clearer understanding of the mineralization style and controls and has supported the historical data. In addition, significant extensions to the known deposits have been identified by soil geochemistry and tested by trenching. This work was concentrated in the vicinity of the known deposits, within an area representing less than 3% of the total property area. Historical data and current artisanal mining activity elsewhere in the property indicate excellent potential for locating additional mineralization through the continuation of systematic exploration.

In January 2006, Banro commenced a diamond drilling program at Lugushwa, budgeting for approximately 20,000 metres of drilling in the current year. Exploration and development studies at Lugushwa are currently focusing on the following:

- Diamond drilling to upgrade inferred mineral resources to the indicated mineral resource category if and where possible;
- Completion of a scoping study to provide preliminary indications of the economic viability of the mineral resources;
- Completion of sufficient drilling to enable the estimation of inferred mineral resources in the new zones of mineralization recently identified through soil geochemistry and trenching if and where possible;
- Commencement of a feasibility study in 2007 if merited; and
- Regional exploration elsewhere in the Lugushwa property, through the use of airborne geophysics, remote sensing, stream sediment sampling and soil geochemistry.

Namoya

The Namoya property consists of one exploitation permit covering an area of 174 square kilometres and is located approximately 225 kilometres southwest of the town of Bukavu in Maniema Province in the east of the DRC. Namoya Mining SARL, which is wholly-owned by Banro, has a 100% interest in the said permit. The Namoya property comprises five separate deposits: Mwendamboko and Muviringu to the northwest, Kakula in the center and Namoya Summit and Filon B to the southeast.

The Company's exploration program at Namoya commenced in November 2004 and included gridding, soil sampling, adit and trench sampling, detailed and regional scale mapping and drilling. A detailed adit sampling and mapping programme was initiated in early 2005 in order to (a) convert a significant portion of the resource from the inferred to the indicated mineral resource category, (b) gain an understanding of the controls and distribution of gold mineralization, and (c) confirm the historical assay data. Over 40% of the historical adits and trenches were re-sampled and mapped. Comparisons between historical and modern analytical results has shown that there is little variability and no evidence of bias between the two data sets. Diamond drilling has also confirmed the width and tenor of mineralization intersected in both trenches and adits. The adit sampling program was successful in upgrading 436,000 ounces of gold (4,560,400 tonnes grading 2.97 g/t Au) from the inferred mineral resource category to the indicated mineral resource category. A diamond drilling program is currently underway with the objective of converting the majority of the remaining inferred mineral resource into the indicated mineral resource category.

The current mineral resource estimates for Namoya are summarised in the table below using a 1.0 g/t Au cut-off grade. Additional detail with respect to these estimates are outlined in a technical report dated March 30, 2006 prepared by Michael B. Skead, Vice-President, Exploration of the Company.

Indicated Mineral Resource			Inferred Mineral Resource		
Tonnes	**Au g/t**	**Oz gold**	**Tonnes**	**Au g/t**	**Oz gold**
4,560,400	2.97	436,000	7,818,700	2.61	657,000

Exploration and development studies at Namoya are currently focusing on the following:

- Diamond drilling to upgrade inferred mineral resources to the indicated mineral resource category if and where possible;
- Completion of a scoping study to provide preliminary indications of the economic viability of the mineral resources;
- Completion of sufficient drilling to enable the estimation of inferred mineral resources in the new zones of mineralization recently identified through soil geochemistry and trenching if and where possible;
- Completion of a feasibility study in 2007 if merited; and
- Regional exploration elsewhere in the Namoya property, through the use of airborne geophysics, remote sensing, stream sediment sampling and soil geochemistry.

Kamituga

The Kamituga property consists of three exploitation permits covering an area of 649 square kilometres and is located approximately 100 kilometres southwest of the town of Bukavu in the South Kivu Province in the east of the DRC. Banro's wholly-owned DRC subsidiary, Kamituga Mining SARL, has a 100% interest in the said permits.

In the SRK Technical Report, SRK outlined the following mineral resource estimate for Kamituga, using a 1.0 g/t Au cut-off grade and based on polygonal methods using historical assay results from underground and surface channel sampling:

Inferred Mineral Resource		
Tonnes	**Au g/t**	**Oz gold**
7,260,000	3.90	915,000

Banro is proposing to commence exploration activities at Kamituga during the second quarter of 2006, such activities to consist of reviewing and assessing the historical data, gridding, geological mapping and soil, trench and adit sampling together with airborne geophysics, remote sensing and stream sediment surveys. Exploration will focus on the disseminated, wall rock mineralization that may have been neglected in the past by previous mining activities when the focus was on high grade, quartz veins and stockworks.

CONSOLIDATED CAPITALIZATION

Since December 31, 2005 and to the date of this prospectus, the Company has issued an aggregate of 1,369,500 common shares upon exercise of previously issued stock options. Since December 31, 2005 to the date of this prospectus the Company has issued an aggregate of 365,000 options exercisable at Cdn$11.25 per share. There have been no other material changes in the Company's share or loan capital, on a consolidated basis, since December 31, 2005. The following table sets forth the consolidated capitalization of the Company as at the dates indicated before and after completion of the Offering. This table should be read in conjunction with the consolidated financial statements of the Company (including the notes thereto) incorporated by reference into this prospectus.

	Outstanding as of December 31, 2005(1)	Outstanding as of April ●, 2006 after giving effect to the Offering(1)(2)(3)
Shareholders equity common shares	US$ 77,725,794	US$ ●
(authorized: unlimited)	(32,711,688 shares)	●
Contributed surplus	US$ 5,407,283	US$ 5,407,283
Cumulative translation adjustment	US$ 23,449	US$ 23,449
Deficit	US$(46,465,151)	US$(46,465,151)
Total capitalization	US$ 36,691,375	US$ ●

Notes:

(1) Canadian dollar net proceeds of the Offering are assumed to have been converted into United States dollars at the noon exchange rate on April 18, 2006 as reported by the Bank of Canada, which was Cdn$1.00 equals US$0.8757.

(2) After deducting the Underwriters' Fee of Cdn$ ● and the expenses of the Offering, which are estimated at Cdn$ ● .

(3) Subsequent to December 31, 2005 the Company issued an aggregate of 1,369,500 common shares upon exercise of stock options for aggregate proceeds of Cdn$3,924,300.

USE OF PROCEEDS

The estimated net proceeds received by Banro from the Offering will be Cdn$ ● (determined after deducting the Underwriters' Fee and estimated expenses of the Offering), equivalent to approximately US$ ● . Banro intends to use the net proceeds of the Offering as follows:

	US$ millions
Exploration activities[1]	14.7
Development costs of the Banro Properties[2]	25.5
Administrative and general expenses and working capital	●
Total:	●

Notes:

(1) Represents regional and prospect definition exploration followed by drilling to outline inferred and indicated mineral resources and pre-feasibility studies. Includes costs for drilling, assaying, transport, consumables, staff costs, fuel, equipment and consulting fees related to such activities.

(2) Represents infill drilling to outline measured and indicated mineral resources and feasibility study work. Includes assaying, transport, consumables, staff costs, consulting fees, metallurgical testwork, pit optimisations to determine ore reserves, mine and process engineering and scheduling, and geotechnical, environmental, social and permitting costs relating to such activities.

Although Banro intends to expend the proceeds from the Offering as set out in the above table, the actual allocation of the net proceeds may vary from that set out above, depending on future developments in Banro's mineral properties or unforeseen events.

DESCRIPTION OF SHARE CAPITAL

The Company's authorized share capital consists of an unlimited number of common shares and an unlimited number of preference shares issuable in series, of which 34,081,188 common shares and no preference shares were issued and outstanding as of the date of this prospectus. The following is a summary of the material provisions attaching to the common shares and preference shares.

Common Shares

The holders of the common shares are entitled to receive notice of and to attend all meetings of the shareholders of the Company and shall have one vote for each common share held at all meetings of the shareholders of the Company, except for meetings at which only holders of another specified class or series of shares are entitled to vote separately as a class or series. Subject to the prior rights of the holders of the preference shares or any other shares ranking senior to the common shares, the holders of the common shares are entitled to (a) receive any dividends as and when declared by the board of directors, out of the assets of the Company properly applicable to the payment of dividends, in such amount and in such form as the board of directors may from time to time determine, and (b) receive the remaining property of the Company in the event of any liquidation, dissolution or winding-up of the Company.

Preference Shares

The board of directors of the Company may issue the preference shares at any time and from time to time in one or more series, each series of which shall have the designations, rights, privileges, restrictions and conditions fixed by the directors. The preference shares of each series shall rank on a parity with the preference shares of every other series, and shall be entitled to priority over the common shares and any other shares of the Company ranking junior to the preference shares, with respect to priority in the payment of dividends and the return of capital and the distribution of assets of the Company in the event of the liquidation, dissolution or winding-up of the Company.

DETAILS OF THE OFFERING

This Offering consists of ● common shares at a price of Cdn$ ● per common share. See "Description of Share Capital — Common Shares".

PLAN OF DISTRIBUTION

Subject to the terms and conditions of an underwriting agreement (the "Underwriting Agreement") dated April ● , 2006, between the Company and the Underwriters, the Company has agreed to sell and the Underwriters have agreed to purchase ● common shares on May ● , 2006, or such later date as may be agreed upon by the parties to the Underwriting Agreement but in any event not later than May ● , 2006. The Offering Price is Cdn$ ● per common share or Cdn$ ● in the aggregate payable in cash to the Company against delivery. The Offering Price was determined by negotiation between the Underwriters and the Company. In connection with this Offering, the Company will pay the Underwriters a fee of Cdn$ ● per Offered Share sold (being Cdn$ ● in the aggregate) for their services in connection with this Offering.

The Company has also granted the Underwriters the Over-Allotment Option to purchase up to ● additional common shares at the offering price of Cdn$ ● per Offered Share payable in cash to the Company against delivery of such additional Offered Shares. The Over-Allotment Option is exercisable in whole or in parts at any time up to 30 days after the closing of the Offering. To the extent that the Underwriters exercise all or part of the Over-Allotment Option each Underwriter will become obligated, subject to various conditions, to purchase a number of additional common shares proportionate to such Underwriters' initial commitment. If the Over-Allotment Option is exercised in full, the aggregate total price to the public will be Cdn$ ● and the total net proceeds to the Company, excluding expenses of the Offering estimated at Cdn$ ● , will be Cdn$ ● . This short form prospectus qualifies the grant of the Over-Allotment Option and the common shares issuable upon any exercise of the Over-Allotment Option.

The obligations of the Underwriters under the agreement may be terminated at their discretion on the basis of their assessment of the state of the financial markets and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement. Under the terms of the Underwriting Agreement, the Underwriters are entitled to be indemnified by the Company against certain liabilities.

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice.

The Offered Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and, subject to certain exemptions, may not be offered or sold in the United States or to United States Persons. The Underwriters have agreed that they will not offer or sell the Offered Shares within the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. In addition, until 40 days after the closing date, an offer or sale of Offered Shares within the United States by a dealer (whether or not participating in this Offering) may violate the registration requirements of the U.S. Securities Act if that offer or sale is made otherwise than in an exempt transaction.

Under the Underwriting Agreement, the Company has agreed that, without the prior written consent of the Underwriters, such consent not to be unreasonably withheld, it shall not, for a period of 90 days after the closing of the offering, offer, agree to sell, grant any option or contract to purchase or otherwise lend or dispose of directly or indirectly any securities of the Company other than (a) common shares issuable pursuant to Outstanding Convertible Securities; or (b) options to acquire common shares granted pursuant to the Company's existing stock option plan and common shares issuable pursuant to such stock options.

The officers and directors of the Company have agreed in favour of the Underwriters that, during the period ending 90 days after the closing of the Offering, they will not, except in certain circumstances, offer or sell, agree to offer or sell, or enter into an arrangement to offer or sell any common shares or other securities of the Company, or securities convertible into, exchangeable for, or otherwise exercisable to acquire any securities of the Company in connection with financing transactions without having obtained the prior written consent of RBC Dominion Securities Inc., such consent not to be unreasonably withheld.

The Underwriters propose to offer the Offered Shares at the price specified on the first page of this prospectus. After the Underwriters have made a reasonable effort to sell all of the Offered Shares at the price specified herein, the offering price may be decreased, and further changed from time to time to an amount not greater than the price specified on the first page of this prospectus. In these circumstances, the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company.

Pursuant to a policy statement of the Ontario Securities Commission, the Underwriters may not, throughout the period of distribution, bid for or purchase Offered Shares. The foregoing restriction is subject to exceptions, on the condition that the bid or purchase is not engaged in for the purpose of creating actual or apparent active trading in, or raising the price of the common shares. These exceptions include a bid or purchase permitted under the rules of the applicable regulatory authorities relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of distribution. Under the first mentioned exception, in connection with this Offering, the Underwriters may effect transactions that stabilize or maintain the market price of the common shares at levels other than those which might otherwise prevail in the open market. Those transactions, if commenced, may be discontinued at any time.

The offering is being made concurrently in the provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador. In addition, the Underwriters may offer the common shares outside of Canada, subject to compliance with the local securities law requirements.

Banro has applied to list the Offered Shares on the TSX. Listing will be subject to Banro fulfilling all the listing requirements of the TSX.

RISK FACTORS

There are a number of risks that may have a material and adverse impact on the future operating and financial performance of Banro and the value of its common shares. These include risks that are widespread risks associated with any form of business and specific risks associated with Banro's business and its involvement in the gold exploration and development industry. While most risk factors are largely beyond the control of Banro, the Company will seek to mitigate the risks where possible, for example by obtaining appropriate insurance and maintaining its key relationships with the DRC's federal and regional governments and local people. However, Banro's common shares are considered speculative due to the nature of Banro's business and the present stage of its development. A prospective investor should carefully consider the risk factors set out below.

The following summary, which is not exhaustive, represents some of the major risk factors that affect Banro.

Risks of Operating in the DRC

Banro's properties are located in the east of the DRC. The DRC is a developing nation emerging from a period of civil war and conflict. Physical and institutional infrastructure throughout the DRC is in a debilitated condition. The DRC is in transition from a largely state controlled economy to one based on free market principles, and from a non-democratic political system with a centralized ethnic power base, to one based on more democratic principles (presidential and parliamentary elections are scheduled to be held by the end of June 2006). There can be no assurance that these changes will be effected or that the achievement or failure of these objectives will not have material adverse consequences for Banro and its operations. The east of the DRC continues to experience instability in parts of the region due to certain militia and criminal elements. While government and United Nations forces are working to support the extension of central government authority throughout the region, there can be no assurance that such efforts will be successful.

The assets and operations of the Company are therefore subject to various political, economic and other uncertainties, including, among other things, the risks of war and civil unrest, expropriation, nationalization, renegotiation or nullification of existing licenses, permits, approvals and contracts, taxation policies, foreign exchange and repatriation restrictions, changing political conditions, international monetary fluctuations, currency controls and foreign governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitude or regime in the DRC may adversely affect Banro's operations or profitability. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety. Failure to comply strictly with applicable laws, regulations and local practices relating to mineral rights, could result in loss, reduction or expropriation of entitlements. In addition, in the event of a dispute arising from operations in the DRC, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdiction of courts in Canada. The Company also may be hindered or prevented from enforcing its rights with respect to a governmental instrumentality because of the doctrine of sovereign immunity. It is not possible for the Company to accurately predict such developments or changes in laws or policy or to what extent any such developments or changes may have a material adverse effect on the Company's operations.

HIV/AIDS, malaria and other diseases represent a serious threat to maintaining a skilled workforce in the mining industry in the DRC. HIV/AIDS is a major healthcare challenge faced by the Company's operations in the country. There can be no assurance that the Company will not lose members of its workforce or workforce manhours or incur increased medical costs, which could have a material adverse effect on the Company's operations.

The DRC has historically experienced relatively high rates of inflation.

Exploration and Mining Risks

All of the Company's properties are in the exploration stage only and none of the properties contain a known body of commercial ore. The exploration for and development of mineral deposits involves significant risks that even a combination of careful evaluation, experience and knowledge cannot eliminate. While the discovery of an ore body may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenditures may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. Whether a mineral deposit, once discovered, will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in Banro not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by Banro towards the search for and evaluation of mineral deposits will result in discoveries that are commercially viable. In addition, assuming discovery of a commercial ore-body, depending on the type of mining operation involved, several years can elapse from the initial phase of drilling until commercial operations are commenced.

Mining operations generally involve a high degree of risk. Such operations are subject to all the hazards and risks normally encountered in the exploration for, and development and production of gold and other precious or base metals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas, which could result in environmental pollution and consequent liability.

Uncertainty in the Estimation of Mineral Resources

There is a degree of uncertainty to the calculation of mineral resources. Until mineral resources are actually mined and processed, the quantity and grade of mineral resources must be considered as estimates only. In addition, the quantity and grade of mineral resources may vary depending on, among other things, metal prices. Any material change in quantity or grade of mineral resources may affect the economic viability of the deposit. In addition, there can be no assurance that gold recoveries or other metal recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production.

Uncertainty Relating to Inferred Mineral Resources

There is a risk that inferred mineral resources cannot be converted into mineral reserves if the ability to assess geological continuity is not sufficient to demonstrate economic viability. Due to the uncertainty that may attach to inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to resources with sufficient geological continuity to constitute proven and probable mineral reserves as a result of continued exploration.

Gold Prices

The future price of gold will significantly affect the development of Banro's properties. Gold prices are subject to significant fluctuation and are affected by a number of factors which are beyond Banro's control. Such factors include, but are not limited to, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, and the political and economic conditions of major gold-producing countries throughout the world. The price of gold has fluctuated widely in recent years, and future serious price declines could cause continued development of and commercial production from Banro's properties to be impracticable. Depending on the price of gold, projected cash flow from planned mining operations may not be sufficient and Banro could be forced to discontinue development and may be forced to sell its properties. Future production from Banro's properties is dependent on gold prices that are adequate to make these properties economic.

No History of Mining Operations or Profitability

Banro does not have a history of mining operations, and there is no assurance that it will produce revenue, operate profitably or provide a return on investment in the future. Banro has only incurred operating losses, and the development of its properties is at an early stage. It is therefore not possible to evaluate future prospects based on past performance. There can be no certainty that Banro will achieve or sustain profitability or achieve or sustain positive cash flow from its operating activities.

Dependence on Limited Properties

The Twangiza, Lugushwa, Namoya and Kamituga properties account for all of the Company's mineral resources. Any adverse development affecting the progress of any of these properties may have a material adverse effect on the Company's financial performance and results of operations.

Finance Requirements

The Company will require significant financing in order to carry out plans to develop its properties. The Company has no revenues and is wholly reliant upon external financing to fund such plans. There can be no assurance that such financing will be available to the Company or, if it is, that it will be offered on acceptable terms. If additional financing is raised through the issuance of equity or convertible securities of the Company, the interests of the Company's shareholders in the net assets of the Company may be diluted. Any failure of the Company to obtain required financing on acceptable terms could have a material adverse effect on the Company's financial condition, results of operations and liquidity and require the Company to cancel or postpone planned capital investments.

Market Perception

Market perception of junior gold exploration companies such as the Company may shift such that these companies are viewed less favourably. This factor could impact the value of investors' holdings and the ability of the Company to raise further funds, which could have a material adverse effect on the Company's business, financial condition and prospects.

Uninsured Risks

Banro may become subject to liability for accidents, pollution and other hazards against which it may elect not to insure because of premium costs or for other reasons, or in amounts which exceed policy limits. Losses from these events may cause Banro to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Risks and Hazards

All phases of Banro's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect Banro's operations. Environmental hazards may exist on the properties on which Banro holds interests which are unknown to Banro at present and which have been caused by previous owners or operators of such properties. Reclamation costs are uncertain and planned expenditures may differ from the actual expenditures required.

Government Regulation

Banro's mineral exploration and planned development activities are subject to various laws governing prospecting, mining, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. Although Banro's exploration and development activities are currently believed to be carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail development.

Many of Banro's mineral rights and interests are subject to government approvals, licenses and permits. Such approvals, licenses and permits are, as a practical matter, subject to the discretion of the applicable governments or governmental officials. No assurance can be given that Banro will be successful in maintaining any or all of the various approvals, licenses and permits in full force and effect without modification or revocation. To the extent such approvals are required and not obtained, Banro may be curtailed or prohibited from continuing or proceeding with planned exploration or development of mineral properties.

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

Amendments to current laws and regulations governing operations or more stringent implementation thereof could have a substantial adverse impact on Banro and cause increases in exploration expenses, capital expenditures or require abandonment or delays in development of mineral interests.

Infrastructure for the Properties

The Company's properties are located in remote areas of the DRC, which lack basic infrastructure, including sources of power, water, housing, food and transport. In order to develop any of its properties, Banro will need to establish the facilities and material necessary to support operations in the remote locations in which they are situated. The remoteness of each property will affect the potential viability of mining operations, as Banro will also need to establish substantially greater sources of power, water, physical plant and transport infrastructure than are currently present in the area. The lack of availability of such sources may adversely affect mining feasibility and will, in any event, require Banro to arrange significant financing, locate adequate supplies and obtain necessary approvals from national, provincial and regional governments, none of which can be assured.

Share Price Risk

The market price of a publicly traded share, particularly a junior resource issuer like the Company, is affected by many variables not directly related to the success of the company, including the market for all junior resource sector shares, the breadth of the public market for the shares, and the attractiveness of alternative investments. The effect of these and other factors on the market price of common shares on the exchanges on which the Company's common shares trade suggests that the Company's common shares will be volatile.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of the Company's common shares in the public markets, or the potential for such sales, could decrease the trading price of such shares and could impair Banro's ability to raise capital through future sales of common shares. Banro has previously completed private placements at prices per share which are lower than the current market price of its common shares. Accordingly, a significant number of the Company's shareholders have an investment profit in the common shares that they may seek to liquidate.

Currency Risk

The Company uses the United States dollar as its functional currency. Fluctuations in the value of the United States dollar relative to the Canadian dollar could have a material impact on the Company's consolidated financial statements by creating gains or losses. No currency hedge policies are in place or are presently contemplated.

Dependence on Management and Key Personnel

The success of the Company depends on the good faith, experience and judgment of the Company's management and advisors in supervising and providing for the effective management of the business and the operations of the Company. The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company. The Company currently does not have key person insurance on these individuals. The Company may need to recruit additional qualified personnel to supplement existing management and there is no assurance that the Company will be able to attract such personnel.

Competition

The natural resource industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial and other resources and technical facilities than itself.

Conflict of Interest

A number of directors of the Company also serve as directors and/or officers of other companies involved in the exploration and development of natural resource properties. As a result, conflicts may arise between the obligations of these individuals to the Company and to such other companies.

The above list of risk factors ought not to be taken as exhaustive of the risks faced by Banro or by investors in Banro. The above factors, and others not specifically referred to above, may in the future materially affect the financial performance of Banro and the value of its common shares.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are BDO Dunwoody LLP, Chartered Accountants, of Toronto, Ontario.

The transfer agent and registrar for the common shares of Banro is Equity Transfer Services Inc. at its office in Toronto, Ontario.

INTEREST OF EXPERTS

The matters referred to under "Eligibility for Investment" and certain other legal matters relating to the Offered Shares offered by this prospectus will be passed upon at the date of closing on behalf of the Company by Macleod Dixon LLP and on behalf of the Underwriters by Fasken Martineau DuMoulin LLP. As at the date hereof, the partners and associates of Macleod Dixon LLP and Fasken Martineau DuMoulin LLP collectively beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company.

None of CME Consulting Ltd. ("CME"), SRK Consulting (UK) Ltd. ("SRK") or Michael B. Skead ("Skead"), (each having prepared, or supervised the preparation of, technical reports relating to the Company's mineral properties), or any director, officer, employee, consultant or partner of CME or SRK, as applicable, received a direct or indirect interest in the property of the Company or of any associate or affiliate of the Company. As at the date hereof, the aforementioned persons and companies beneficially own, directly or indirectly, less than 1% of the outstanding common shares of the Company. Skead, who is Vice-President, Exploration of the Company, currently holds 150,000 stock options of the Company granted pursuant to the Company's stock option plan.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

AUDITORS' CONSENT

The Board of Directors of Banro Corporation

We have read the short form prospectus of Banro Corporation (the "Company") dated April • , 2006 relating to the issue and sale of common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the Shareholders of the Company on the consolidated balance sheets of the Company as at December 31, 2005 and 2004 and the consolidated statements of operations and deficit, and of cash flows for each of the years ended December 31, 2005, 2004 and 2003. Our report is dated February 24, 2006 (except Note 13 which is at March 30, 2006).

Toronto, Ontario	(Signed) •
April • , 2006	Chartered Accountants

CERTIFICATE OF BANRO CORPORATION

Dated: April 19, 2006

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the Provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

BANRO CORPORATION

By: (Signed) PETER N. COWLEY
Chief Executive Officer

By: (Signed) J. GREGORY SHORT
Chief Financial Officer

On behalf of the Board of Directors

By: (Signed) ARNOLD T. KONDRAT
Director

By: (Signed) RICHARD J. LACHCIK
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: April 19, 2006

To the best of our knowledge, information and belief, this short form prospectus together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Alberta, British Columbia, Manitoba, Saskatchewan, Ontario, New Brunswick, Nova Scotia, Prince Edward Island and Newfoundland and Labrador.

RBC DOMINION SECURITIES INC.

By: (Signed) LANCE RISHOR

RAYMOND JAMES LTD.

By: (Signed) JOHN M. MURPHY

MGI SECURITIES INC.

By: (Signed) PAUL R. MOASE

BANRO CORPORATION

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