No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

The securities offered hereby have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any state securities laws. Accordingly, except as permitted under the Underwriting Agreement as defined herein, these securities may not be offered or sold within the United States of America, or to, or for the account or benefit of, a U.S. person as defined in Regulation S under the U.S. Securities Act, and this short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, U.S. persons. See "Plan of Distribution".

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 secretary of the issuer at PO Box 41, Axa Place, Suite 1260, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2, telephone: (604) 688-9592, and are also available electronically at www.sedar.com.*

SHORT FORM PROSPECTUS

New Issue **February 19, 2009**

EXETER RESOURCE CORPORATION

$25,200,000

10,500,000 Common Shares

This short form prospectus (the "Prospectus") qualifies the distribution (the "Offering") of 10,500,000 common shares (the "Common Shares") of Exeter Resource Corporation (the "Company" or "Exeter") at a price of $2.40 per Common Share (the "Offering Price") pursuant to the terms of an underwriting agreement (the "Underwriting Agreement") dated February 11, 2009 between the Company and Canaccord Capital Corporation, BMO Nesbitt Burns Inc. and TD Securities Inc. (collectively, the "Underwriters"). See "Plan of Distribution".

PRICE: $2.40 PER COMMON SHARE

	Price to public	Underwriting commission[3]	Proceeds to the Company[1]
Per Common Share	$2.40	$0.156	$2.244
Total[2]	$25,200,000	$1,638,000	$23,562,000

(1) Before deducting legal, accounting and administrative expenses of the Offering, including listing fees and all reasonable expenses of the Underwriters incurred in connection with the Offering, estimated to be $500,000, which will be paid by the Company from the proceeds of the Offering. See "Use of Proceeds".

(2) The Company granted to the Underwriters an over-allotment option (the "Option") to purchase up to an additional 1,575,000 common shares (the "Additional Shares") of the Company at the Offering Price, exercisable in whole or in part at the discretion of the Underwriters for a period of 30 days from the closing date of the Offering. If the Option is exercised in full, the total price to the public, underwriting commission and proceeds to the Company will be $28,980,000, $1,883,700 and $27,096,300, respectively. This Prospectus also qualifies the distribution of the Option and the Additional Shares issuable upon the exercise of the Option. See "Plan of Distribution". Unless the context otherwise requires, references herein to the "Offering" assume the exercise of the Option in full and references to "Shares" mean the Common Shares and the Additional Shares. A purchaser who acquires securities forming part of the Underwriters' over-allotment position acquires those Shares under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Option or secondary market purchases.

(3) The Underwriters will also receive, as additional consideration, non-transferable compensation options (the "Compensation Options") to purchase that number of common shares (the "Compensation Option Shares") of the Company that is equal to 6.5% of the Shares sold pursuant to the Offering (including any Additional Shares). Each Compensation Option is exercisable to purchase one common share of the Company at a price of $2.40 per common share for a period of 12 months following closing of the Offering. This Prospectus also qualifies the distribution of the Compensation Options. See "Plan of Distribution".

Underwriters' position	Maximum size or number of securities available	Exercise period	Exercise price or average acquisition price
Option[(1)]	Option to acquire up to 1,575,000 Additional Shares	30 days from the closing date of the Offering	$2.40 per Additional Share
Compensation Options[(2)]	784,875 common shares	12 months from the closing date of the Offering	$2.40 per common share
Total securities under option issuable to Underwriters	2,359,875 common shares	N/A	$2.40 per common share

(1) This Prospectus also qualifies the distribution of the Option and the Additional Shares issuable upon the exercise of the Option.

(2) This Prospectus also qualifies the distribution of the Compensation Options.

The Offering Price of the Shares offered hereunder was determined by negotiation between the Company and the Underwriters. The Underwriters, as principal, conditionally offer these securities, 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". **The Underwriters may offer the Shares at a lower price than the Offering Price. See "Plan of Distribution".**

Subscriptions for the 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. It is expected that definitive certificates evidencing the Shares offered hereunder will be available for delivery at closing, which is expected to occur on or about February 26, 2009 or such later date as the Company and the Underwriters may agree, but in any event not later than March 26, 2009 (the "Closing Date"). Subject to applicable laws, the Underwriters may effect transactions intended to stabilize or maintain the market price for the common shares of the Company at levels above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution". Certain legal matters relating to the Shares will be passed upon by Fasken Martineau DuMoulin LLP, on behalf of the Company, and by Blake, Cassels & Graydon LLP, on behalf of the Underwriters.

Unless otherwise stated, references to "dollars" and "$" in this Prospectus are to Canadian dollars.

The outstanding common shares of the Company are listed on the TSX Venture Exchange ("TSX-VN") under the trading symbol "XRC", on the NYSE Alternext US LLC ("Alternext") under the trading symbol "XRA", and on the Regulated Unofficial Market of the Frankfurt Stock Exchange under the trading symbol "EXB, DE:893955". The Company has applied to list the Shares and the Compensation Option Shares issuable on the exercise of the Compensation Options on the TSX-VN and the Alternext and the Company has received conditional approval from the TSX-VN for the listing of the Shares and Compensation Option Shares. Listing is subject to the Company fulfilling all listing requirements of the TSX-VN and the Alternext. On February 18, 2009, the closing price of the Company's common shares on the TSX-VN was $3.03 per common share, on the Alternext was US$2.43 per common share and on the Frankfurt Stock Exchange was €1.94 per common share.

An investment in the Company's common shares should be considered speculative due to various factors, including the nature of the Company's business. The risk factors outlined or incorporated by reference in this Prospectus should be carefully reviewed and considered by prospective purchasers in connection with their investment in the Shares. See "Forward Looking Statements" and "Risk Factors".

The address of the Company's head office is PO Box 41, Axa Place, Suite 1260, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2. The Company's registered office address is 2900 – 550 Burrard Street, Vancouver, British Columbia, V6C 0A3.

Investors should rely only on the information contained in or incorporated by reference into this Prospectus. The Company has not authorized anyone to provide investors with different information. Neither the Company nor the Underwriters are making an offer of these securities in any jurisdiction where the offer is not permitted. Investors should not assume that the information contained in this Prospectus is accurate as of any date other than the date on the front of this Prospectus. The Company's business, operating results, financial condition and prospects may have changed since that date.

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ELIGIBILITY FOR INVESTMENT

In the opinion of Fasken Martineau DuMoulin LLP, counsel to the Company, and Blake, Cassels & Graydon LLP, counsel to the Underwriters, provided the Company's common shares are listed on a designated stock exchange (which currently includes the TSX-VN) at the relevant time, the Shares, if issued on the date hereof, would be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax-free savings accounts.

An investment in the Shares will not generally be a "prohibited investment" for a particular trust governed by a tax-free savings account provided the holder does not have a "significant interest" in the Company. Generally, a holder will not have a significant interest in the Company unless the holder and/or persons not dealing at arm's length with the holder, owns directly or indirectly 10% or more of the issued shares of any class of the capital stock of the Company or of a corporation related to the Company. Specific rules may also deem an individual to own shares of a partnership in which he or she is a member or of a trust of which he or she is a beneficiary.

FORWARD LOOKING STATEMENTS

This Prospectus and the documents incorporated by reference herein contain "forward-looking information" and "forward-looking statements" (together, the "forward-looking statements") within the meaning of applicable securities laws and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this Prospectus or, in the case of documents incorporated by reference herein, as of the date of such documents. Users of forward-looking statements are cautioned that actual results may vary from the forward-looking statements contained herein.

Forward-looking statements include, but are not limited to, the future price of gold and silver, the estimation of mineral reserves and resources, the realization of mineral reserves and resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, cost and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". While the company has based this forward-looking information on its expectations about future events as at the date that such information was prepared, the information is not a guarantee of the Company's future performance and is subject to risks, uncertainties, assumptions and other factors which could cause actual results to differ materially from future results expressed or implied by such forward looking information. Such factors and assumptions include, amongst others, the effects of general economic conditions, changing foreign exchange rates and actions by government authorities, uncertainties associated with legal proceedings and negotiations and misjudgments in the course of preparing forward-looking information. In addition, there are also known and unknown risk factors which could cause the Company's actual results, performance or achievements to differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements. Known risk factors include, among others, risks associated with project development; the need for additional financing; operational risks associated with mining and mineral processing; fluctuations in metal prices; title matters; uncertainties and risks related to carrying on business in foreign countries; environmental liability claims and insurance; reliance on key personnel; the potential for conflicts of interest among certain officers, directors or promoters of the Company with certain other projects; the absence of dividends; currency fluctuations; competition; dilution; the volatility of the Company's common share price and volume; and tax consequences to U.S. investors, as well as those factors discussed in the section entitled "Risk Factors" in this Prospectus. Subject to applicable securities laws, the Company undertakes no obligation to publicly update or revise any forward-looking information, whether as a result of new information, future events or otherwise. There can be no assurance that forward-looking statements, or the material factors or assumptions used to develop such forward-looking statements, will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents, filed with the securities commissions or similar authority in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and New Brunswick, and available on the System for Electronic Documents Analysis and Retrieval ("SEDAR") at www.sedar.com, are specifically incorporated by reference and form an integral part of this Prospectus:

(a) Annual Information Form of the Company for the financial year ended December 31, 2007, dated as of March 28, 2008 (the "Current AIF");

(b) audited consolidated annual financial statements (including a summary of significant accounting policies and notes thereto) of the Company, consisting of consolidated balance sheets as at December 31, 2006 and 2005, and consolidated statements of operations, cash flows, shareholders' equity and deferred exploration costs for each of the years in the three year period ended December 31, 2006, together with the report of the auditors dated March 19, 2007 on the consolidated financial statements as at December 31, 2006 and for the two years then ended;

(c) audited consolidated annual financial statements (including notes thereto) of the Company, consisting of consolidated balance sheets as at December 31, 2007, and consolidated statements of operations, comprehensive loss, cash flows and shareholders' equity for each of the years in the three year period ended December 31, 2007, together with the report of the auditors dated March 28, 2008 on the consolidated financial statements as at December 31, 2007 and for the year then ended and on the Company's internal control over financial reporting as at December 31, 2007;

(d) Management Discussion and Analysis for the financial year ended December 31, 2007;

(e) unaudited consolidated interim financial statements (including notes thereto but excluding the notice of the Company provided pursuant to section 4.3(3)(a) of National Instrument 51-102) of the Company consisting of consolidated balance sheets as at September 30, 2008, consolidated statements of operations, comprehensive loss and consolidated statements of cash flow for the nine month period ending September 30, 2008;

(f) Management Discussion and Analysis for the nine months ended September 30, 2008;

(g) Material Change Report filed by the Company on April 3, 2008 with respect to the closing of a private placement of special warrants;

(h) Material Change Report filed by the Company on November 26, 2008 with respect to the departure of Mr. Paul Cholakos as the Company's Chief Operating Officer;

(i) Material Change Report filed by the Company on February 9, 2009 with respect to the Offering;

(j) Information Circular for the annual general meeting of shareholders of the Company held on May 23, 2008;

(k) Technical Report, Cerro Moro Project, Santa Cruz Province, Argentina, dated February 9, 2009, by Jerry Perkins, B.Sc (Hons Chem. Eng.), C.P., FAusIMM and Matthew T. Williams, B.App.Sc. Applied Geology, MAusIMM, filed on SEDAR on February 19, 2009; and

(l) Technical Report, Caspiche Project, Region III, Chile, dated February 9, 2009, by Justin Tolman, B.Sc.(Hons), MBA, MAusIMM, MSEG, Glen Van Kerkvoort, B.Sc.(Hons), RPGeo MAIG and Jerry Perkins, B.Sc (Hons Chem. Eng.), C.P., FAusIMM, filed on SEDAR on February 19, 2009.

In addition to any document required to be incorporated by reference in this Prospectus under applicable securities laws, any of the following documents filed by the Company with securities commissions or other regulatory authorities in British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and New Brunswick after the date of this Prospectus and prior to the termination of the Offering are deemed to be incorporated by reference into this Prospectus: any annual information form; any comparative financial statements, together with the accompanying report of the auditor and related management's discussion and analysis ("MD&A"); any interim financial statements and related interim MD&A; any news release or public communication containing historical financial information about the Company for a financial period more recent than that for which the Company has filed financial statements; any material change report (excluding confidential material change reports); any business acquisition report; any information circular; any other disclosure document of the type listed above which the Company has filed pursuant to an exemption from any requirement under securities legislation; and any other disclosure document which the Company has filed pursuant to an undertaking to a provincial or territorial securities regulatory authority.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein will be deemed to be modified or superseded for the purposes of this Prospectus to the extent that a statement contained herein, or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein, modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The 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 such a modifying or superseding statement will not be deemed an admission for any purpose 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.

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 Corporate Secretary of the Company at Suite 1260, 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2 Canada.

CURRENCY AND EXCHANGE RATE INFORMATION

All references to "$" or "dollars" in this Prospectus refer to Canadian dollars unless otherwise indicated. The noon rate of exchange on February 18, 2009 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was C$1.2596 per $1.00 United States dollars.

SUMMARY DESCRIPTION OF BUSINESS

The Company is a mineral resource exploration company. The Company's principal properties, and its material properties for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") are the Cerro Moro property in Santa Cruz Province, Argentina, the Caspiche property in northern Chile, and the Don Sixto property in Mendoza Province, Argentina.

The Company has four wholly owned subsidiaries: Cognito Limited ("Cognito"), Estelar Resources Limited ("Estelar"), Sociedad Contractual Minera Eton Chile ("Eton Chile") and Eton Mining Corp. ("Eton"). Cognito and Estelar are British Virgin Island corporations, registered to conduct the Company's business in Argentina. Eton Chile is a Chilean corporation, registered to conduct the Company's business in Chile. Eton is a British Columbia corporation, and is not currently active. Unless the context otherwise requires, reference to the Company or Exeter refers to Exeter Resource Corporation and its wholly owned subsidiaries.

Cerro Moro Property

The Cerro Moro gold-silver property (the "Cerro Moro Project") consists of 18 titles covering approximately 177 square kilometres in north eastern Santa Cruz Province, Argentina, approximately 60 kilometres southwest of Puerto Deseado. Two of the titles are Cateo de Exploraciones, which is an exclusive exploration permit. The remaining titles are Manifestaciones de Discubrimiento, which are granted once a mineral discovery is made, to protect the discovery until such time as a Mina (mining lease) is granted. A Mina is usually granted after the results of exploration indicate a potential ore body.

Pursuant to an agreement (the "CVSA Agreement") dated December 30, 2003 between the Company and Estelar and Cerro Vanguardia Sociedad Anomina ("CVSA"), the Company acquired a 100% interest in the Cerro Moro Project by paying US$100,000 to CVSA and incurring US$3 million in expenditures, including the completion of 8,000 metres of drilling. The interest is subject to a 2% net smelter returns ("NSR") royalty in favour of CVSA.

On March 5, 2008, the Company announced that it had entered into a non-binding letter of intent (the "LOI") with Fomento Minera de Santa Cruz Sociedad del Estado ("Fomicruz SE"), a company owned by the Government of Santa Cruz Province, Argentina. The LOI sets out certain key terms for the potential future development of the Cerro Moro Project, and if the transaction proceeds, will provide the Company with access to 691 square kilometres of land surrounding the Cerro Moro Project owned by Fomicruz SE (the "Fomicruz Properties"). Subject to various approvals required to be obtained by the parties, Fomicruz SE and the Company will enter into a definitive agreement pursuant to which Fomicruz SE will acquire a 5% interest in the Cerro Moro Project and the Company will have the right to earn up to an 80% interest in the Fomicruz Properties by incurring US$10 million in exploration expenditures on the Fomicruz Properties over a number of years. The Company will fund all exploration and development costs of the Cerro Moro Project and Fomicruz will repay an agreed amount of those costs from 50% of its share of net revenue from future operations. The Company will manage the exploration and potential future development of the Cerro Moro Project and the Fomicruz Properties. The Company expects that the definitive agreement in respect of the foregoing transactions will be entered into in the second quarter of 2009.

The polymetallic gold-silver mineralization at Cerro Moro is of the low sulphidation epithermal vein type. Individual prospects vary from simple, single veins to complex vein systems with spur and cymoid loop structures. Limited quartz stock-work veinlets are also present around the main veins.

The basement geology comprises gently-dipping rhyolitic ignimbrites, felsic flows, acid to intermediate tuffs, tuff breccias and volcaniclastic sediments belonging to the Middle to Upper Jurassic Chon Aike and Matilde Formations. The volcanic rocks are locally overlain by Tertiary marine sediments and Quaternary gravels and sediments.

Since commencing work on the Cerro Moro Project in June 2003, the Company has carried out diverse exploration activities that include geological mapping, various ground geophysical surveys, surface sampling and drilling. The vein systems that the Company has delineated and drilled to date include: Escondida; Esperanza; Loma Escondida; Deborah; Nini; Moro; Tres Lomas; Carla; Dora; Virginia; Loma Mosquito; Loma Stock-work; Michelle; Patricia; Gabriela; Silvia; Laura; Lala; Carlita; Florencia and Natalia.

Between August 2006 and August 2007, drilling focused on the Escondida vein system, using a universal drill rig capable of both diamond and reverse circulation ("RC") drilling. The system is part of the Esperanza-Escondida-Carla trend, some five kilometres long by two kilometres wide. A second universal drill rig began drilling on the Esperanza vein system in the second quarter of 2007. Beginning in August 2007, the drilling emphasis shifted to testing extensions (particularly the northwest strike extension) to the Escondida vein and the over 20 exploration targets located outside of the initial discovery area.

For the first three quarters of 2008, the Company had three drill rigs working at Cerro Moro. Two rigs were assigned to drill the Escondida and Loma Escondida zone extensions, both testing the veins to the northwest, and testing the target zone immediately to the southeast of Escondida. The third rig was committed to a "discovery oriented" drilling program testing expansions to the zones at Escondida, Loma Escondida and Esperanza. Drilling during the last quarter of 2008 was reduced to one rig concentrating on extending or delineating high grade shoots on the Escondida structure. Drilling ceased at the end of 2008 to allow focus on the preparation of a NI 43-101 compliant resource estimate, expected to be released during the second quarter of 2009. At the end of 2008 Exeter had drilled a total of 472 drill holes for 50,257.15 metres at Cerro Moro.

Results from exploratory drilling reflected the discovery of a blind high grade shoots under cover along both a northwest and southeast extension of the Escondida vein. Drilling traced the Escondida structure for approximately three kilometres, with 2.5 kilometres of the structure hosting significant gold-silver mineralization. In addition, follow-up drilling on the Loma Escondida vein, located immediately to the north of the Escondida structure, intersected significant high grade gold-silver mineralization, and drilling and trenching traced the structure for approximately 600 metres. Follow-up drilling also: extended the strike length of the Esperanza vein system to 1,500 metres; traced the Gabriela vein system for approximately 900 metres (with 560 metres of the structure hosting significant mineralization); and traced the Silvia vein system for approximately 600 metres. Importantly, the drilling at the Gabriela vein system demonstrated that the vein is significantly silver rich compared to others on the property. Initial drilling at 15 other prospects has encountered anomalous gold mineralization that will require further follow-up work.

On February 19, 2009, the Company filed an updated technical report (the "Cerro Moro Report") on the Cerro Moro Project that is compliant with NI 43-101. The Cerro Moro Report is dated February 9, 2009, and was prepared by Matthew T. Williams, B.App.Sc. Applied Geology, MAusIMM, the Company's Exploration Manager and Jerry Perkins, B.Sc (Hons Chem. Eng.), C.P., FAusIMM, the Company's Vice President – Development & Operations and each of whom is a "qualified person" as defined in NI 43-101. Unless stated otherwise, information in this Prospectus of a scientific or technical nature regarding the Cerro Moro Project is summarized, derived or extracted from the Cerro Moro Report. For a complete description of assumptions, qualifications and procedures associated with the information in the Cerro Moro Report, reference should be made to the full text of the Cerro Moro Report, which is available for review on SEDAR located at www.sedar.com.

Over 20 targets have now been identified that require additional testing. These targets are at various levels of investigation, and geochemical surface sampling, detailed geological mapping, trenching and drilling will be proposed.

The current focus of the Cerro Moro Project is to complete a NI 43-101 compliant resource estimate during the first half of 2009, utilising Snowden Mining Industry Consultants Limited ("Snowden"). Drilling during 2009 will initially concentrate on extending or discovering high grade gold-silver shoots on the known structures. This will include drilling on the Fomicruz Properties (on completion of the definitive agreement with Fomicruz SE); with the priority being testing the northwest extension of the Escondida prospect. A resource drilling program will be designed upon receipt of the results and recommendations of the Snowden work. Exploration activities (other than drilling) will focus on the discovery of new high grade gold-silver targets on both the Cerro Moro Project and the Fomicruz Properties.

The Cerro Moro Report proposes a preliminary $10,395,000 work program which will cover a 24 month period commencing in March 2009. The proposed work program includes the completion of the resources estimate referred to above, additional drilling, and regional exploration programs (to include ground magnetic surveys, regional stream sediment sampling, lag sampling and rock chip sampling).

Caspiche Property

On October 11, 2005, the Company entered into an agreement (the "Caspiche Agreement") with Minera Anglo American Chile Limitada and its affiliate Empresa Minera Mantos Blancos S.A. (together, "Anglo American"). Under the Caspiche Agreement, the Company may earn a 100% interest in the Caspiche gold-copper property (the "Caspiche Project") by incurring exploration expenditures of US$2,550,000, including 15,500 metres of drilling, within five years. If the Company earns its interest and puts the property into production, Anglo American will receive a 3% NSR royalty interest or a minimum annual payment of US$250,000, whichever is greater, except for those months where the gold price drops below US$325 per ounce. If after ten years from earning its interest and exercising its option, the Company has not put the property into production, Anglo American has the option to repurchase the property for the incurred historical expenditures. The Company has now drilled a total 17,288 meters and spent in excess of $7 million, which fulfils drilling and expenditure requirements for the full term of the Caspiche Agreement.

The Caspiche Project consists of nine concessions comprising 1,262 hectares, located 120 kilometres southeast of Copiapó in northern Chile. The property is situated at the southern end of the Maricunga Belt, in a prolific region of gold porphyry deposits.

Seven of the nine concessions are exploration concessions, which give the concession holder the right to carry out all types of mining exploration activities, and the remaining two are exploitation concessions, which give the concession holder the right to explore and exploit minerals. Exploitation concessions are of indefinite duration and are kept in good standing by payment of an annual fee to the Chilean Treasury; applications to convert the exploration concessions to exploitation concessions are pending.

There are two zones of primary interest on the Caspiche Project to date. The first is known as Caspiche Central, located in the south-central portion of the property. Caspiche Central is characterized by high sulphidation epithermal gold-copper mineralization at the top, which is immediately overlying a porphyry gold-copper quartz stockwork style mineralization at the base. The second zone is known as Caspiche III, located at the eastern margin of the property. Caspiche III is characterized by epithermal high-sulphidation style gold-silver mineralization.

During the 2007 January to April field season, the Company drilled thirteen reverse circulation percussion holes totalling 3,697 metres. Twelve of the holes tested the Caspiche III target and confirmed the presence of a high-sulphidation epithermal gold system. The Company drilled a further hole, CSR 013, into the Caspiche Central system. CSR 013 was sited over a pronounced induced polarization (IP) anomaly, on the one north-south survey line, that fully crossed the area. It intersected 304 metres grading 0.9 grams per tonne ("g/t") gold, from a down hole depth of 40 metres, and was drilled just before the winter shut-down. Mineralization is within an intensely altered microdiorite, where argillic to advanced argillic alteration is interpreted to be a possible transition zone between a porphyry-style body at depth and near surface high-sulphidation-style mineralization. The hole terminated in mineralization at a depth of 344 metres, the maximum depth capability of the rig.

Between December 2007 and April 2008, the Company drilled a total of 4,549 metres of diamond core and 1,210 metres of RC core in 13 drill holes at Caspiche Central as the follow up to CSR 013. The deep diamond holes were intended to test the depth extent of mineralization and the RC holes were aimed at further defining the associated oxide blanket. Several of these holes intersected broad zones of mineralization, the best of which was 718 metres at 1.0 g/t gold and 0.38% copper from CSD 016.

In October 2008, the Company commenced a new drilling program at Caspiche Central, which is currently underway. The program contemplates drilling at least 9,300 metres of diamond core and RC core to test the limits of mineralization by drilling deep drill holes on a roughly 200 metre by 200 metre grid spacing. To the end of January 2009, 7840 metres have been drilled with 10 holes either complete or in progress. Three rigs are currently drilling full time at the site. Assay results for six of the holes, and partial results for a seventh, are available and have been released. The drilling continues to intersect broad zones of mineralization, with the best result to date being 930 metres at 0.89 g/t gold and 0.31% copper from a down hole depth of 95 metres in hole CSD 032.

On February 19, 2009, the Company filed an updated technical report (the "Caspiche Report") on the Caspiche Project that is compliant with NI 43-101. The Caspiche Report is dated February 9, 2009, and was prepared by Justin Tolman, B.Sc (Hons), MBA, MAusIMM, MSEG, the Company's Caspiche Project Manager, Glen Van Kerkvoort, BSc Hon., RPGeo MAIG, the Company's Chief Geologist, and Jerry Perkins, B.Sc (Hons Chem. Eng.), C.P., FAusIMM, the Company's Vice President, Development & Operations, each of whom is a "qualified person" as defined in NI 43-101. Unless stated otherwise, information in this Prospectus of a scientific or technical nature regarding the Caspiche Project is summarized, derived or extracted from the Caspiche Report. For a complete description of the assumptions, qualifications and procedures associated with the information in the Caspiche Report, reference should be made to the full text of the Caspiche Report, which is available for review on SEDAR located at www.sedar.com.

The authors of the Caspiche Report concluded that the Caspiche Central zone contains a gold-copper porphyry deposit comparable both in size and grade with other similar mineralization style centres within the Maricunga Belt which have established resources. This conclusion is based on a review of available historic data, surface check rock chip samples, geological mapping, the observed rock types, alteration and veining in drill core and the geochemical assay results received to date from 32 holes drilled at the Caspiche Project for approximately 17,000 metres. The ongoing drilling has established the presence of a large potentially economic gold-copper mineralized system. The broad mineralized intersections from seven of the diamond drill holes have confirmed and increased the expectations generated from hole CSR 013. Additional work is required to define the size, grade and additional economic factors for the mineral inventory contained in the Caspiche Central gold-copper deposit.

The authors further concluded that a viable and scientifically based exploration model has been developed at the Caspiche Project and that there is a potential for the discovery of additional buried mineralization beneath the vast areas covered by alluvium. It remains inconclusive whether porphyry style mineralization exists beneath the Caspiche III zone.

Recommendations for ongoing and future exploration are:

- Continuing to size the Caspiche central deposit and drilling it to sufficient density to bring it to a NI 43-101 compliant inferred resource category.
- Deep drilling the high grade portions of the deposit to provide information on depth continuity and to expand the resource.
- If the size and grade of the deposit show sufficient potential, more detailed drilling will be required to demonstrate the continuity of the mineralization.
- Testing for porphyry mineralization in the vicinity of Caspiche III.
- Testing for the presence of an additional porphyry system on the property through detailed geological mapping and sampling of target areas and drill testing those with greatest potential.
- Commencing long lead permitting requirements.
- Undertaking metallurgical studies to determine the metallurgical characteristics of the various mineralization styles.

In order to accomplish these programs an estimated additional 25,100 meters of drilling will be required. The budgeted expenditure for the recommended program is $17,157,000.

Don Sixto Property

The information in this section regarding the Don Sixto gold project (the "Don Sixto Project") is based on the technical report dated September 14, 2007 (the "Don Sixto Report") prepared by Arnold van der Heyden, B.Sc. Geology, MAusIMM and Dr. William Yeo, PhD., B.Sc (Hons) Geology, MAusIMM, of Hellman and Schofield of Sydney Australia, each of whom is an independent "qualified person" as defined in NI 43-101. Dr. Yeo left the employment of Hellman & Schofield Pty Ltd in December 2008 and Mr. van der Heyden has taken responsibility for the Don Sixto report. Portions of the following information are based on assumptions, qualifications and procedures which are not fully described herein. Reference should be made to the full text of the Don Sixto Report, which is available for review on SEDAR located at www.sedar.com.

The Company ceased exploration at its Don Sixto Project in Mendoza Province, in central western Argentina, following the enactment of the Mendoza Provincial Government's restrictive mining legislation in June 2007. The new legislation banned the use of certain chemicals traditionally used in the mining process, effectively precluding the development of mining projects in Mendoza Province. The Company deferred all exploration and independent engineering studies in Mendoza and filed an action in the Mendoza Supreme Court to have the anti-mining legislation declared unconstitutional. **Should the Company not be successful in its constitutional challenge or should the new legislation not be amended, the carrying value of the Don Sixto Project may not be recoverable, requiring the Company to write-off its entire investment of approximately $3.2 million.** The Company continues to work with all levels of government, industry and unions to demonstrate that the Don Sixto Project, if viable, could be developed responsibly and that it would provide important economic and social benefits to the community and to the Province.

The Don Sixto Project consists of seven gold concessions, covering approximately 81 square kilometres. In early 2003, the Company acquired from Rowen Company Limited ("Rowen") 50% of the shares of Cognito. Cognito has an option to acquire a 100% interest in the Don Sixto Project, subject to a 3.5% NSR royalty in favour of the property owners. In 2005, the Company acquired the remaining 50% of the shares of Cognito from Rowen. The total consideration paid to Rowen and its principals for the Cognito shares was 4.1 million common shares of the Company and $25,000. Bryce Roxburgh, the President, CEO and a director of the Company, is a principal of Rowen.

In order to earn its interest in the Don Sixto Project, Cognito must pay to the property owner a total of US$525,000 in staged payments, by December 2014. All required payments, totalling US$175,000, have been made to December 31, 2007. Cognito may terminate the staged payments upon making a development decision in respect of the property, provided that production commences within two years of the development decision. Cognito may re-purchase the 3.5% NSR royalty outright for US$1 million. Effective June 26, 2007, the property owner and Cognito agreed to suspend all obligations under their agreement arising subsequent to December 31, 2007, until the Mendoza Government's restrictive legislation has been changed and development of the Don Sixto Project can proceed.

In addition to the main project area described above, the Company has options to acquire two additional blocks of exploration rights. In early 2007, the Company entered into an option agreement with an Argentine vendor to acquire the first block, which covers 81.5 square kilometres to the immediate north of Don Sixto, by making annual payments of US$25,000 for six years followed by a purchase price comprising three annual payments of US$200,000. The second block is the approximately 170 square kilometre Agua Nueva property, adjoining the Don Sixto Project to the east, west and north. On October 1, 2003, the Company entered into an option agreement to acquire a 100% interest in Agua Nueva and two other properties from Minera Rio de la Plata ("MRP"), a private, arm's length Argentine company. The agreement currently covers 13 tenements totalling 300 square kilometres, requires payments totalling $440,000 by October 2015, and provides for a 2% NSR royalty, which the Company can purchase outright for $750,000 payable to MRP from future production. There are no minimum annual exploration expenditure commitments on the MRP properties. The Company has also applied for a Cateo covering 100 square kilometres to the immediate south of the Don Sixto deposit.

Early in 2006 the Company purchased, for US$67,000, the rights to the surface area of the Don Sixto Project that is contemplated for mine development. Should the issue surrounding the anti-mining legislation resolve, the acquisition of these rights will facilitate the transition of the project from exploration to development, and provide certainty for the landowners most affected by it. The surface rights cover all of the known gold mineralized zones and the areas considered to be the most prospective for new gold discoveries. In addition, the 8,000 hectares include the entire area required for mine infrastructure. The purchase agreement allows the former owners to reacquire the property once mining activity ceases. The Company will build two new houses on the property for the former owners, located away from any proposed mine development.

In July 2003, the Company began a field program on the property and in 2004, the Company commenced a work program which led to the announcement of a resource estimate on May 17, 2005.

The Company commenced a three rig drilling program in 2005 to expand resources at Don Sixto. Due to the success of the 2005 drilling in identifying extensions of the previously defined gold zones, an expanded program was developed for 2006 exploration at Don Sixto. A total of approximately 40,000 metres of drilling was completed by late 2006 using up to five drilling rigs. Concurrently, long lead environmental, social, hydrological and metallurgical studies were conducted to facilitate fast track detailed feasibility studies and, given positive results, development of the project.

Drilling was suspended at the end of 2006, so that the back-log of drill core could be logged, sampled and assayed. This was followed by the development of 3D models for each of the zones. On August 2, 2007, the Company announced an updated resource estimate for nine prospects, using data from a total of 494 drill holes, totalling 56,821 metres of drilling, and 4,037 metres of sawn channel samples (93 channels on 8 prospects conducted prior to the end of 2006). At a cut-off grade of 0.5 grams per tonne, there is an estimated 400,000 ounces of gold (8.15 million tonnes at a grade of 1.52 g/t) in the measured category, 525,000 ounces of gold (12.33 million tonnes at a grade of 1.32 g/t) in the indicated category and 334,000 ounces of gold (9.29 million tonnes at a grade of 1.12 g/t) in the inferred category. At a cut-off grade of 1.0 g/t, there is an estimated 302,000 ounces of gold (3.90 million tonnes at a grade of 2.41 g/t) in the measured category, 368,000 ounces of gold (5.44 million tonnes at a grade of 2.11 g/t) in the indicated category and 200,000 ounces of gold (3.14 million tonnes at a grade of 1.98 g/t) in the inferred category.

The new mineral resource estimates for eight of the nine prospects were made by Hellman & Schofield Pty Ltd. ("H&S") following a three week visit to Mendoza at the end of April 2007. The visit, by two representatives, included a two week site visit and validation of the Company database, supporting information, and 3-D geological and structural models.

H&S utilised the Multiple Indicator Kriging ("MIK") method, which estimates the proportion and grade of mineralization for an assumed selective mining unit ("SMU") within a larger panel for a range of cut-off grades. The deposit is divided into panels and in the case of Don Sixto, a panel size of 5 metres wide x 25 metres long x 10 metres high was deemed suitable for the data spacing. Within these panels, two SMU sizes were utilised: for vertical to near vertical domains, an SMU of 2.5 metres width x 5 metres length by 5 metres height was used and for flat to shallow dipping domains an SMU of 2.5 metres width x 5 metres length by 2.5 metres height was used. The estimates include the dilution incurred when mining the resources at the assumed SMU. This methodology generally results in a resource estimate of higher tonnes and lower grade than less conservative/more standard resource estimation techniques. However, total ounces estimated utilizing the MIK method generally equate to total ounces estimated using less conservative techniques.

The resource estimate for the ninth prospect (Cachete) remained unchanged from the previous resource estimation exercise, which was calculated internally by the Company in 2005 utilising a manual polygonal cross sectional method of estimation.

Exploration at the Don Sixto Project has been put on hold following the Mendoza Government's passing of restrictive mining legislation in mid 2007. Although no further field work has been conducted on the Don Sixto Project, pit scheduling using the new resource estimate was conducted by Australian Mine Design and Development in the third quarter of 2007.

Should the restrictive mining legislation be amended, the Company plans to construct and implement a full relational database for the Don Sixto Project. This will allow much more efficient access to existing data, enable quick and accurate addition of new data and improve the general accessibility and security of the project data. The Company will also complete its check assaying program, using an independent laboratory, of samples collected from 2004-2006 drilling programs completed by the Company. The Company also plans to drill additional holes to increase the number of twinned diamond RC pairs to three to five pairs per prospect. The differences in average grade between the nine pairs of RC and diamond holes presented in the Don Sixto Report are sufficient to warrant further investigation, however any further work at Don Sixto is dependent on, amongst other criteria, the legislation being amended to allow mining to proceed.

For a full description of the Company's business and its properties, please refer to the Company's Current AIF, which is available on SEDAR at www.sedar.com and is incorporated herein by reference.

CONSOLIDATED CAPITALIZATION

As at the date hereof, and prior to the issue of any Common Shares pursuant to the Offering, a total of 50,265,423 common shares of the Company are issued and outstanding. After the issuance of the Common Shares the Company will have 60,765,423 common shares issued and outstanding (62,340,423 common shares if the Option is exercised in full). Since September 30, 2008, the Company has issued a total of 133,332 common shares. The common shares issued since September 30, 2008 were issued as bonus shares at a deemed price of $3.64 per share or upon the exercise of options at various exercise prices. See "Prior Sales".

As at the date hereof, the Company has outstanding director, employee and consultant share purchase options to purchase up to 7,567,000 common shares at prices ranging from $1.12 to $4.37 and 505,700 outstanding common share purchase warrants (the "Warrants"), each Warrant exercisable to purchase one common share of the Company at a price of $4.50 until March 26, 2009. See "Prior Sales".

USE OF PROCEEDS

The estimated net proceeds to the Company from the sale of Common Shares hereunder will be $23,562,000 after deducting the commission to the Underwriters of $1,638,000.

Following the completion of the Offering, the Company will have funds available to it as follows:

Source of Funds	
Net proceeds of the Offering(1)	$23,562,000
Estimated working capital as at December 31, 2008(2)	$16,000,000
Total:	$39,562,000

(1) Assuming the Over-Allotment Option is not exercised and after deducting the commission of the Underwriters of $1,638,000.
(2) Calculation of the Company's working capital as at December 31, 2008 is unaudited.

The Company currently intends, subject to its discretion to change such allocation after the date of this Prospectus, to use the net proceeds of this Offering together with its current estimated working capital, for the following purposes (in descending order of priority):

Principal Purpose	Proceeds
To fund the work program on the Company's Cerro Moro Project, recommended in the Cerro Moro Report	$10,395,000
To fund the work program on the Company's Caspiche Project, recommended in the Caspiche Report	$17,157,000
To fund the existing work progam at the Company's Caspiche Project	$3,000,000
For estimated expenses of the Offering	$500,000
For administrative and overhead expenses over the next 12 months	$2,000,000
For general corporate and working capital purposes	$6,510,000
Total:	$39,562,000

In the event that the Option is exercised in full, the additional estimated net proceeds of $3,534,300 from the exercise of the Option will also be allocated for general corporate purposes.

Pending the uses described above, the Company may invest all or a portion of the net proceeds. The Company's Chief Financial Officer is primarily responsible for the investment policy of the Company, which is currently to limit investments to Guaranteed Investment Certificates (GICs), bankers acceptances or money market funds with major Canadian banks and treasury bills.

As at December 31, 2007, the Company had negative operating cash flow.

The Cerro Moro Report recommends a 15 to 24 month work program (see "Summary Description of Business – Cerro Moro Property" above) commencing March 2009 with a total budget of 10,395,000 as follows:

Drilling	$ 5,000,000
Assaying	$ 750,000
Geological Supervision and Management	$ 2,000,000
Field Technicians	$ 700,000
Field Expenses/Travel/Food	$ 1,000,000
Environmental/Water/Metallurgy Studies	$ 350,000
Miscellaneous	$ 100,000
Subtotal	$ 9,900,000
Contingency (5%)	$ 495,000
Total	$10,395,000

The Caspiche Report recommends a 12 to 24 month work program (see "Summary Description of Business – Caspiche Property" above) commencing July 2009 with a total budget of $17,157,000 as follows:

Drilling	$7,500,000
Assays	$900,000
Geological Supervision and Management	$2,600,000
Field Technicians	$640,000
Field Camp	$4,000,000
Environmental / Water / Metallurgy	$600,000
Miscellaneous	$100,000
Subtotal	$16,340,000
Contingency (5%)	$817,000
Total	$17,157,000

The Company may use some or all of the $6,510,000 allocated to general corporate and working capital purposes to acquire additional property around its existing projects, if such property becomes available on terms and conditions that are acceptable to the Company. The Company may also use some or all of the $6,510,000 allocated to general corporate and working capital purposes to acquire one or more new projects that complement its existing projects. No suitable new projects have been identified to date. All material property or project acquisitions will be subject to approval by the board of directors and, if applicable, the TSX-VN.

The Company intends to spend the funds available to it as stated in this Prospectus however, where necessitated by sound business reasons, a reallocation of funds may be required.

PLAN OF DISTRIBUTION

Pursuant to the terms of the Underwriting Agreement, the Company has agreed to sell and the Underwriters have severally agreed to purchase, as principal, on the Closing Date, 10,500,000 Common Shares at the Offering Price, payable in cash to the Company against delivery of certificates representing the Common Shares, subject to compliance with all necessary legal requirements and to the conditions contained in the Underwriting Agreement. The Company has also granted to the Underwriters the Option to purchase up to 1,575,000 Additional Shares at the Offering Price, exercisable for a period of 30 days from the Closing Date. A purchaser who acquires Additional Shares forming part of the Underwriters' over-allocation position acquires those securities under this Prospectus, regardless of whether the over-allocation position is ultimately filled through the exercise of the Option or secondary market purchases.

The Underwriters propose to offer the Shares to the public initially at the Offering Price. Without affecting the firm obligation of the Underwriters to purchase from the Company 10,500,000 Common Shares at a price of $2.40 per Common Share in accordance with the Underwriting Agreement, after the Underwriters have made reasonable efforts to sell all of the Shares offered hereby at the Offering Price, the price at which the Shares are offered to the public may be decreased and may be further changed from time to time to an amount not greater than the Offering Price, and the compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by purchasers of Shares is less than the gross proceeds paid by the Underwriters to the Company. The Underwriters will inform the Company if the price at which the Shares are offered to the public is decreased.

The obligations of the Underwriters under the Underwriting Agreement may be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Common Shares if any of the Common Shares are purchased under the Underwriting Agreement. The Offering Price of the Shares was determined by negotiation between the Company and the Underwriters.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a commission equal to 6.5% of the gross proceeds from the issue and sale of the Shares (including for certainty any Additional Shares issued upon the exercise of the Option) and to reimburse the Underwriters for certain expenses relating to the Offering. The Company has also agreed to grant to the Underwriters on the Closing Date non-transferable Compensation Options to purchase that number of common shares of the Company that is equal to 6.5% of the Shares sold pursuant to the Offering (including any Additional Shares). Each Compensation Option is exercisable to purchase one common share of the Company at a price of $2.40 per common share for a period of 12 months following the Closing Date. This Prospectus also qualifies the distribution of the Compensation Options. The Company has also agreed to indemnify the Underwriters against certain liabilities, including liabilities for misrepresentation in this Prospectus, and contribute to payments that the Underwriters may be required to make in respect of those liabilities.

The Company further agreed that it will not, for a period of 90 days from the Closing Date without prior written consent of the Underwriters (such consent not to be unreasonably withheld or delayed) issue any additional securities except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the share incentive plan of the Company and other share compensation arrangements; (ii) the exercise of outstanding warrants; (iii) obligations in respect of convertible securities which have been issued by the Company; and (iv) the issuance of securities in connection with property or share acquisitions in the normal course.

The Company has applied to list the Shares and the Compensation Option Shares issuable on the exercise of the Compensation Options on the TSX-VN and the Alternext and the Company has received conditional approval from the TSX-VN for the listing of the Shares and Compensation Option Shares. Listing is subject to the Company fulfilling all listing requirements of the TSX-VN and the Alternext.

Subscriptions for the Common 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. It is expected that the closing of the Offering will occur on the Closing Date, or such other date as may be agreed to by the Underwriters and the Company but in any event not later than March 26, 2009. Certificates in definitive form evidencing the Common Shares will be available for delivery at the closing of the Offering.

Pursuant to the policies of certain Canadian securities regulators, the Underwriters may not, throughout the period of distribution under this Prospectus, bid for or purchase common shares of the Company. The foregoing restriction is subject to certain exceptions. The Underwriters may rely on such 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 of the Company. These exceptions include a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces of Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities and a bid or purchase made for and on behalf of a customer where the offer was not solicited during the period of distribution. Subject to the foregoing, the Underwriters may over-allot or effect transactions in connection with the Offering intended to stabilize or maintain the market price of the common shares of the Company at levels above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Offering in the United States

The Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons except in accordance with an exemption from such registration requirements.

This Prospectus does not constitute an offer to sell, or a solicitation of an offer to buy, any of the Shares in the United States or to, or for the account or benefit of, U.S. persons. The Underwriters have agreed that, except in certain transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws as permitted under the Underwriting Agreement, they will not offer or sell within the United States or to, or for the account or benefit of, U.S. persons, the Shares as part of their distribution. The Underwriters have also agreed that they will not offer, sell or deliver the Shares to, or for the account or benefit of, U.S. persons (i) as part of their distribution at any time or (ii) otherwise until 40 days after the later of the commencement of the Offering and the Closing Date (the “Distribution Compliance Period”), except, in either case, in accordance with Regulation S under the U.S. Securities Act, and they will send to any distributor, dealer or person receiving a selling concession, fee or other remuneration that purchases Shares during the Distribution Compliance Period a confirmation or other notice setting forth the above-noted restrictions on offers and sales of the Shares within the United States or to, or for the account or benefit of, U.S. persons.

In addition, until 40 days after the commencement of the Offering, an offer or sale of the Shares within the United States by any dealer, whether or not participating in the Offering, may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an available exemption under the U.S. Securities Act. Certificates representing the Shares which are sold in the United States or to, or for the account or benefit of, a U.S. person will bear a legend to the effect that the Shares represented thereby are not registered under the U.S. Securities Act and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the U.S. Securities Act. Terms used in this paragraph and the two preceding paragraphs have the meanings given to them by Regulation S under the U.S. Securities Act.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

The Offering consists of 10,500,000 Common Shares. The Company has also granted to the Underwriters an Option to purchase up to 1,575,000 Additional Shares for a period of 30 days from the Closing Date of the Offering. In addition, the Company has agreed to grant to the Underwriters on the Closing Date non-transferable Compensation Options to purchase that number of common shares of the Company that is equal to 6.5% of the Shares sold pursuant to the Offering (including any Additional Shares). Each Compensation Option is exercisable to purchase one common share of the Company at a price of $2.40 per common share for a period of 12 months following the Closing Date.

The Company’s share capital consists of 100,000,000 common shares without par value of which there are 50,215,423 common shares issued and outstanding as of the date of this Prospectus.

All of the common shares of the Company rank equally as to voting rights, participation in a distribution of the assets of the Company on liquidation, dissolution or winding-up and the entitlement to dividends. The holders of the common shares are entitled to receive notice of all meetings of shareholders and to attend and vote the common shares at the meetings. Each common share carries with it the right to one vote.

In the event of the liquidation, dissolution or winding-up of the Company or other distribution of assets of the Company, the holders of the common shares will be entitled to receive, on a pro rata basis, all of the assets remaining after the Company has paid its liabilities. There is no set dividend rate or dividend schedule for the common shares. The board of directors of the Company will decide if and when dividends should be declared and paid.

Provisions as to the modification, amendment or variation of these rights are contained in the Company's articles and the *Business Corporations Act* (British Columbia). Generally speaking, the creation, variation or deletion of special rights or restrictions attached to a class of shares requires the approval of the shareholders by ordinary resolution (more than 50% of the votes cast). Notwithstanding the foregoing, no right or special right attached to issued shares may be prejudiced or interfered with unless the shareholders holding shares of the class or series of shares to which the right or special right is attached consent by a separate special resolution (at least 66.67% of the votes cast) of those shareholders.

The Company's common shares are not subject to any future call or assessment and there are no pre-emptive rights, conversion or exchange rights, redemption, retraction, purchase for cancellation or surrender provisions, sinking or purchase fund provisions, provisions permitting or restricting the issuance of additional securities or any other material restrictions or provisions requiring a securityholder to contribute additional capital attached to such shares.

PRIOR SALES

The following is a summary of prior sales of the Company's common shares for the 12 month period preceding the date of this Prospectus.

On March 26, 2008, the Company issued 7,780,000 special warrants at a price of $4.50 per special warrant by way of private placement. The Company also issued 505,700 common share purchase warrants (the "Warrants") to the underwriters. Each Warrant is exercisable to purchase one common share of the Company at a price of $4.50 until March 26, 2009.

Common Shares

Date of Issuance	Number of Common Shares Issued	Issuance Price
March 14, 2008	17,000	$1.59(1)
April 14, 2008	25,500	$3.00(2)
April 16, 2008	122,500	$3.00(2)
April 18, 2008	102,000	$3.00(2)
May 7, 2008	7,780,000	$Nil(3)
May 12, 2008	100,000	$1.20(1)
May 26, 2008	250,000	$1.08(1)
May 29, 2008	55,000	$2.52(1)
May 29, 2008	20,000	$3.02(1)
May 29, 2008	50,000	$1.59(1)
May 29, 2008	70,000	$1.12(1)
June 20, 2008	82,000	$0.41(1)
June 26, 2008	5,000	$2.52(1)
June 28, 2008	93,000	$0.41(1)
October 8, 2008	30,000	$1.59(1)
December 17, 2008	5,000	$1.20(1)
December 31, 2008	33,332	$3.64(4)
January 6, 2009	10,000	$1.59(1)
January 20, 2009	5,000	$2.01(1)
January 22, 2009	50,000	$1.59(1)

(1) Issued upon the exercise of previously granted stock options.
(2) Issued upon the exercise of previously issued warrants.
(3) Issued without payment of additional consideration to the holders of 7,780,000 previously issued special warrants of the Company.
(4) Issued as bonus shares to Paul Cholakos, formerly the Company's Chief Operating Officer, pursuant to an employment agreement entered into with him.

Stock Options

Date of Grant	Number of Options Granted	Exercise Price(1)
July 14, 2008	410,000	$4.00
November 7, 2008	586,000	$1.82
November 17, 2008	1,248,000	$1.49

(1) Under the terms of the Company's stock option plan, as amended, the exercise price shall not be less than the discounted market price of the Company's common shares as of the award date. However, the Company's practice is to use the closing price of the Company's common shares on the TSX-VN on the last trading day immediately preceding the award date as the exercise price.

TRADING PRICE AND VOLUME

The Company's common shares are listed on the TSX-VN under the trading symbol "XRC". The following table shows the price ranges and volume traded on the TSX-VN on a monthly basis for the 12 month period preceding the date of this Prospectus.

Year		Month	Open	High	Low	Close	Volume
2008		February	4.110	5.110	3.960	4.920	629,910
		March	4.940	4.960	4.010	4.350	932,844
		April	4.440	4.550	3.800	4.160	3,004,300
		May	4.160	5.070	4.150	4.500	1,442,000
		June	4.480	4.650	4.000	4.420	1,057,900
		July	4.600	4.600	3.150	3.580	951,300
		August	3.650	3.860	2.930	3.030	1,146,900
		September	3.050	3.050	1.750	2.130	1,599,800
		October	2.170	2.400	1.050	1.590	3,927,500
		November	1.790	2.160	1.250	1.750	2,221,600
		December	1.750	2.500	1.350	2.360	1,861,000
2009		January	2.400	2.750	2.080	2.750	714,000
		February(1)	2.800	3.360	2.500	3.030	1,605,665

(1) For the period February 1, 2009 to February 18, 2009.

NAMES AND INTERESTS OF EXPERTS

Justin Tolman, B.Sc (Hons), MBA, MAusIMM, MSEG, the Company's Caspiche Project Manager, is an author of the Caspiche Report. As of the date hereof, Mr. Tolman has stock options to purchase up to 200,000 common shares of the Company.

Jerry Perkins, B.Sc (Hons Chem. Eng.), C.P., FAusIMM, the Company's Vice President, Development & Operations, is an author of the Cerro Moro Report and the Caspiche Report. As of the date hereof, Mr. Perkins does not own more than 1% of the issued and outstanding common shares of the Company. As of the date hereof, Mr Perkins has stock options to purchase up to 225,000 common shares of the Company.

Matthew T. Williams, B.App.Sc. Applied Geology, MAusIMM, Exploration Manager of the Company, is an author of the Cerro Moro Report. As of the date hereof, Mr. Williams has stock options to purchase up to 300,000 common shares of the Company.

Glen Van Kerkvoort, BSc Hon., RPGeo MAIG, the Company's Chief Geologist, is an author of the

Caspiche Report. As of the date hereof, Mr. Van Kerkvoort has stock options to purchase up to 100,000 common shares of the Company.

Arnold van der Heyden, B.Sc. Geology, MAusIMM is an author of the Don Sixto Report. Mr. van der Heyden does not own any interest in the Company.

MacKay LLP Chartered Accountants is the auditor who prepared the auditor's report for the Company's annual financial statements for the financial year ended December 31, 2006. As of the date hereof, MacKay LLP Chartered Accountants and its partners did not hold any registered or beneficial ownership interest, direct or indirect, in the securities of the Company.

PricewaterhouseCoopers LLP is the auditor who prepared the auditor's report for the Company's annual financial statements for the financial year ended December 31, 2007 and on the Company's internal control over financial reporting as at December 31, 2007. PricewaterhouseCoopers LLP report that they are independent from the Company in accordance with the Rules of Professional Conduct in British Columbia, Canada.

Fasken Martineau DuMoulin LLP is legal counsel to the Company. As of the date hereof, the partners and associates of Fasken Martineau DuMoulin LLP do not own more than 1% of the issued and outstanding common shares of the Company. Blake, Cassels & Graydon LLP is legal counsel to the Underwriters. As of the date hereof, the partners and associates of Blake, Cassels & Graydon LLP do not own more than 1% of the issued and outstanding common shares of the Company.

Disclosure regarding other experts named in this Prospectus may be found in the Company's Current AIF under the heading "Interests of Experts".

RISK FACTORS

All of the properties in which the Company has or is acquiring an interest are in the exploration stage only. The securities of the Company should be considered a highly speculative investment due to the high risk nature of the Company's business, which is the acquisition, financing, exploration and development of mining properties. Prospective investors should carefully consider all of the information disclosed in this Prospectus, including all documents incorporated by reference, and in particular, the risk factors under the heading "Risk Factors" contained in this Prospectus and in the Current AIF incorporated herein by reference, prior to making an investment in the Company. Such risk factors, which are not exclusive, could materially affect the Company's business, financial condition or results of operations and could cause actual events to differ materially from those described in forward-looking statements relating to the Company. In that event, the market price of the securities of the Company could decline and an investor could lose all or part of their investment. These risks include but are not limited to the following:

<u>Risks Associated with the Company's Operations and Mineral Exploration</u>

The Company is involved in the resource industry, which is highly speculative, and has certain inherent exploration risks which could have a negative effect on the Company's operations. Resource exploration is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but from finding mineral deposits which, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors such as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environment protection, the combination of which factors may result in the Company not receiving an adequate return on investment capital.

The Company has no known reserves and no economic reserves may exist on its properties, which would have a negative effect on the Company's operations and valuation. Despite exploration work on its mineral claims, no known bodies of commercial ore or economic deposits have been established on any of the Company's mineral properties. In addition, the Company is at the exploration stage on all of its properties and substantial additional work will be required in order to determine if any economic deposits occur on the Company's properties. The Company may expend substantial funds in exploring its properties only to abandon them and lose its entire expenditure on the properties if no commercial or economic quantities of minerals are found. Even in the event that commercial quantities of minerals are discovered, the exploration properties might not be brought into a state of commercial production. Finding mineral deposits is dependent on a number of factors, not the least of which is the technical skill of exploration personnel involved. The commercial viability of a mineral deposit once discovered is also dependent on a number of factors, some of which are the particular attributes of the deposit, such as size, grade and proximity to infrastructure, as well as metal prices. Most of these factors are beyond the control of the entity conducting such mineral exploration. The Company is an exploration stage company with no history of pre-tax profit and no income from its operations. There can be no assurance that the Company's operations will be profitable in the future. There is no certainty that the expenditures to be made by the Company in the exploration of its properties as described herein will result in discoveries of mineralized material in commercial quantities. Most exploration projects do not result in the discovery of commercially mineable deposits and no assurance can be given that any particular level of recovery of mineral reserves will in fact be realized or that any identified mineral deposit will ever qualify as a commercially mineable (or viable) mineral deposit which can be legally and economically exploited. There can be no assurance that minerals recovered in small scale tests will be duplicated in large scale tests under on-site conditions or in production. If the Company is unsuccessful in its exploration efforts, the Company may be forced to acquire additional projects or cease operations.

The Company does not own certain of its properties but is required to make option payments and exploration expenditures to earn its interest. If the Company is unable to make the required outlays, its entire investment could be lost. Certain of the Company's properties, including its most advanced project, the Don Sixto Project, are currently held under option. The Company has no ownership interest in these properties until it meets, where applicable, all required property expenditures, cash payments, and common share issuances. If the Company is unable to fulfill the requirements of these option agreements, it is likely that the Company would be considered in default of the agreements and the option agreements could be terminated resulting in the complete loss of all expenditure including the option payments made on the properties to that date.

Recent legislation in Mendoza, Argentina could have a serious negative impact on the Don Sixto Project and the Company as a whole. Recent political events in Mendoza, Argentina, where the Don Sixto Project is located, resulted in legislation being passed by the Mendoza government in June 2007, prohibiting the use of chemicals typically used in the extraction of gold and other metals. The legislation effectively puts the Don Sixto Project on hold, unless the government amends the law. The Company has filed suit in the Mendoza Courts challenging the constitutionality of the new legislation which has effectively banned conventional mining in the Province. The Company will, however, continue to work with authorities in Mendoza, and with representatives of other mining companies, to effect legislative amendment. These political developments could have a serious negative impact on the Company and the value of its securities.

The Company conducts mineral operations in Argentina and Chile which, as developing economies, have special risks which could have a negative effect on the Company's operations

and valuation. The Company's exploration operations are currently located in Argentina and Chile. Argentina is currently experiencing economic instability associated with unfavorable exchange rates, high unemployment, inflation and foreign debt. These factors could pose serious potential problems associated with the Company's ability to raise additional capital which will be required to explore and/or develop any of the Company's mineral properties. As a developing economy, operating in Argentina has certain additional risks, including changes to or invalidation of government mining regulations; expropriation or revocation of land or property rights; changes in foreign ownership rights; changes in foreign taxation rates; corruption; uncertain political climate; terrorist actions or war; and lack of a stable economic climate. In addition, indigenous and community organizations can impact government mining regulations resulting in additional uncertainty. The presence of any of these conditions could have a negative effect on the Company's operations and could lead to the Company being unable to exploit, or losing outright, its properties in Argentina. This would have a negative impact on the Company and the value of its securities.

Argentina's economy has a history of instability and future instability and uncertainty could negatively effect the Company's ability to operate in the country. Since 1995, Argentina's economy has suffered periods of instability, which include high inflation, capital flight, default on international debts, and high government budget deficits. Results of these problems included domestic disturbances and riots, government resignations and instability in the currency and banking system. Such disorder in the future could make it difficult or impossible for the Company to operate effectively in the country and require the Company to reduce or suspend its operations in Argentina.

The Company's operations contain significant uninsured risks which could negatively impact future profitability as the Company maintains no insurance against its operations. The Company's exploration of its mineral properties contain certain risks, including unexpected or unusual operating conditions including rock bursts, cave-ins, flooding, fire and earthquakes. It is not always possible to insure against such risks. The Company currently maintains no insurance against its properties or operations and may decide to not take out any such insurance in the future or such insurance may not be available at economic rates or at all. Should such events arise, they could reduce or eliminate the Company's assets and shareholder equity as well as result in increased costs and a decline in the value of the Company's securities.

The Company has not surveyed any of its properties, has no guarantee of clear title to its mineral properties and the Company could lose title and ownership of its properties which would have a negative effect on the Company's operations and valuation. The Company has only done a preliminary legal survey of the boundaries of some of its properties, and therefore, in accordance with the laws of the jurisdictions in which these properties are situated, their existence and area could be in doubt. If title is disputed, the Company will have to defend its ownership through the courts. In the event of an adverse judgment, the Company would lose its property rights.

The natural resource industry is highly competitive, which could restrict the Company's growth. The Company competes with other exploration resource companies, which have similar operations, and many competitors have operations, financial resources and industry experience greater than those of the Company. This may place the Company at a disadvantage in acquiring, exploring and developing properties. Such companies could outbid the Company for potential projects or produce minerals at lower costs which would have a negative effect on the Company's operations.

Mineral operations are subject to market forces outside of the Company's control which could negatively impact the Company's operations. The marketability of minerals is affected by numerous factors beyond the control of the entity involved in their mining and processing. These factors include market fluctuations, government regulations relating to prices, taxes, royalties, allowable production, import, exports and supply and demand. One or more of these risk elements could have an impact on costs of an operation and if significant enough, reduce the profitability of the operation and threaten its continuation.

The Company is subject to substantial environmental requirements which could cause a restriction or suspension of Company operations. The current and anticipated future operations of the Company require permits from various governmental authorities and such operations are and will be governed by laws and regulations governing various elements of the mining industry. The Company's exploration activities in Argentina and Chile are subject to various Federal, Provincial and local laws governing land use, the protection of the environment, prospecting, development, production, exports, taxes, labor standards, occupational health, waste disposal, toxic substances, and other matters. Such operations and exploration activities are also subject to substantial regulation under these laws by governmental agencies and may require that the Company obtain permits from various governmental agencies.

Exploration generally requires one form of permit while development and production operations require additional permits. There can be no assurance that all permits which the Company may require for future exploration or possible future development will be obtainable on reasonable terms. In addition, future changes in applicable laws or regulations could result in changes in legal requirements or in the terms of existing permits applicable to the Company or its properties. This could have a negative effect on the Company's exploration activities or its ability to develop its properties.

The Company is also subject to environmental regulations, which require the Company to minimize impacts upon air, water, soils, vegetation and wildlife, as well as historical and cultural resources, if present. In Argentina, prior to conducting operations, miners must submit an environmental impact report to the provincial government, describing the proposed operation and the methods to be used to prevent environmental damage. Approval must be received from the applicable bureau and/or department, which will also conduct ongoing monitoring of operations before exploration can begin. In Chile, exploration activities require an environmental declaration, while mining activities require an environmental evaluation. These documents are presented to the government entity (Conama or Corena) before activities begin. As the Company is at the exploration stage, the disturbance of the environment is limited and the costs of complying with environmental regulations are minimal. However, if operations result in negative effects upon the environment, government agencies will usually require the Company to provide remedial actions to correct the negative effects.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, 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 other remedial actions.

Recent political events in Mendoza, Argentina, where the Don Sixto Project is located, resulted in legislation being passed by the Mendoza government in June 2007, prohibiting the use of chemicals typically used in the extraction of gold and other metals. The legislation effectively puts the Don Sixto Project on hold, unless the government amends the law. The Company has filed suit in the Mendoza Courts challenging the constitutionality of the new legislation which has effectively banned conventional mining in the province. The Company will, however, continue to work with authorities in Mendoza, and with representatives of other mining companies, to effect legislative amendment. These political developments could have a serious negative impact on the Company and the value of its securities.

Financing Risks

Current global financial conditions may adversely impact operations and the value and price of Shares. Current global financial conditions have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Access to public financing has been negatively impacted by both sub-prime mortgages and the liquidity crisis affecting the asset-backed commercial paper market. These factors may impact the ability of the Company to obtain equity or debt financing in the future and, if obtained, on terms favourable to the Company. If these increased levels of volatility and market turmoil continue, the Company's operations could be adversely impacted and the value and the price of the Shares could continue to be adversely affected.

The Company has a history of losses and expects losses to continue for the foreseeable future and will require additional equity financings, which will cause dilution to existing shareholders. The Company has limited financial resources and has negative operating cash flow. As of September 30, 2008, the Company had incurred accumulated losses totaling $73.6 million. The continued exploration efforts will require additional capital to help maintain and to expand exploration on the Company's principal exploration properties. Additionally, if the Company decides to proceed with a full feasibility study on its Don Sixto Project, substantial additional funds will be required to complete the study as well as to complete the acquisition of the project held under option agreements. The Company may not be able to obtain additional financing on reasonable terms, or at all. If the Company is unable to obtain sufficient financing, it might have to dramatically slow exploration efforts and/or lose control of its projects. The Company has historically obtained the preponderance of its financing through the issuance of equity, and has no current plans to obtain financing through means other than equity financing. If equity financing is required, then such financings could result in significant dilution to existing or prospective shareholders. These financings may be on terms less favorable to the Company than those obtained previously.

The Company has a lack of cash flow sufficient to sustain operations and does not expect to begin receiving operating revenue in the foreseeable future. None of the Company's properties have advanced to the commercial production stage and the Company has no history of earnings or cash flow from operations. The Company has paid no dividends on its common shares since incorporation and does not anticipate doing so in the foreseeable future. Historically, the only source of funds available to the Company has been through the sale of its common shares. Any future additional equity financing would cause dilution to current shareholders. If the Company does not have sufficient capital for its operations, management would be forced to reduce or discontinue its activities, which would have a negative effect on the value of its securities.

The Company operates in foreign countries and is subject to currency fluctuations which could have a negative effect on the Company's operating results. The Company's operations are located in Argentina and Chile which makes it subject to foreign currency fluctuation as the Company's accounts are maintained in Canadian dollars while certain expenses are numerated in U.S. dollars and the local currency. Such fluctuations may adversely affect the Company's financial position and results. Management may not take any steps to address foreign currency fluctuations that will eliminate all adverse effects and, accordingly, the Company may suffer losses due to adverse foreign currency fluctuations.

Risks Relating to an Investment in the Common Shares of the Company

The market for the Company's common shares has been subject to volume and price volatility which could negatively affect a shareholder's ability to buy or sell the Company's common shares. The market for the common shares of the Company may be highly volatile for reasons both related to the performance of the Company or events pertaining to the industry (i.e. mineral price fluctuation/high production costs/accidents) as well as factors unrelated to the Company or its industry such as changes to legislation in the countries in which it operates. In particular, market demand for products incorporating minerals in their manufacture fluctuates from one business cycle to the next, resulting in change in demand for the mineral and an attendant change in the price for the mineral. In the last five financial years, the closing price of the Company's common shares has fluctuated between $0.71 and $5.80. The

Company's common shares can be expected to continue to be subject to volatility in both price and volume arising from market expectations, announcements and press releases regarding the Company's business, and changes in estimates and evaluations by securities analysts or other events or factors. In recent years the securities markets in the U.S. and Canada have experienced a high level of price and volume volatility, and the market price of securities of many companies, particularly small-capitalization companies such as the Company, have experienced wide fluctuations that have not necessarily been related to the operations, performances, underlying asset values, or prospects of such companies. For these reasons, the Company's common shares can also be expected to be subject to volatility resulting from purely market forces over which the Company will have no control. Further, despite the existence of a market for trading the Company's common shares in Canada, the U.S. and Germany, shareholders of the Company may be unable to sell significant quantities of common shares in the public trading markets without a significant reduction in the price of the common shares.

The Company has a dependence upon key management employees, the absence of which would have a negative effect on the Company's operations. The Company depends on the business and technical expertise of its management and key personnel, including Bryce Roxburgh, President and Chief Executive Officer, and Yale Simpson, Chairman. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required. The Company may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Company's operations. The Company has entered into formal services agreements with Bryce Roxburgh and Yale Simpson and some of its other officers. The Company maintains no "key man" life insurance on any members of its management or directors.

Certain officers and directors may have conflicts of interest, which could have a negative effect on the Company's operations. Certain of the directors and officers of the Company are also directors and/or officers and/or shareholders of other natural resource companies. While the Company is engaged in the business of exploiting mineral properties, such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to uphold the best interests of the Company and to disclose any interest that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict must disclose his interest and abstain from voting on such matter. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

U.S. investors may not be able to enforce their civil liabilities against the Company or its directors, controlling persons and officers. The Company is incorporated in British Columbia under the Business Corporations Act (British Columbia). All of the Company's assets are located outside the United States and its directors and officers and the experts named in the Prospectus are residents of countries other than the United States. As a result, it may be difficult for investors to effect service of process upon the Company within the United States and the directors, officers and experts, or to realize in the United States upon judgments of courts of the United States predicated upon civil liability of the Company and the directors, officers or experts under the United States federal securities laws.

OTHER MATERIAL FACTS

There are no other material facts regarding the Shares being distributed that are not disclosed above or in the documents incorporated by reference herein.

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

We have read the short form prospectus of Exeter Resource Corporation (the "Company") dated February 19, 2009 relating to the issue and sale of 10,500,000 Common Shares (12,075,000 Shares if the Option is exercised in full). 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 prospectus of our report to the shareholders of the Company dated March 19, 2007 on the consolidated financial statements as at December 31, 2006 and for the two years then ended.

"MacKay LLP"

Chartered Accountants

Vancouver, British Columbia
February 19, 2009

AUDITORS' CONSENT

We have read the short form prospectus of Exeter Resource Corporation (the "Company") dated February 19 2009 relating to the issue and sale of 10,500,000 Common Shares (12,075,000 Shares if the Option is exercised in full). 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 prospectus of our report to the shareholders of the Company dated March 28, 2008 on the consolidated financial statements as at and for the year ended December 31, 2007 and on the Company's internal control over financial reporting as at December 31, 2007.

"PricewaterhouseCoopers LLP"

Chartered Accountants

Vancouver, British Columbia
February 19, 2009

CERTIFICATE OF THE COMPANY

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 British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and New Brunswick.

Dated this 19th day of February, 2009.

"Bryce Roxburgh"	*"Cecil Bond"*
Bryce Roxburgh, Chief Executive Officer	Cecil Bond, Chief Financial Officer

On behalf of the Board of Directors

"Douglas Scheving"	*"Yale Simpson"*
Douglas Scheving, Director	Yale Simpson, Director

CERTIFICATE OF THE UNDERWRITERS

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 British Columbia, Alberta, Saskatchewan, Manitoba, Ontario and New Brunswick.

Dated this 19th day of February, 2009.

Canaccord Capital Corporation	BMO Nesbitt Burns Inc.
By: *"Ali Pejman"* Managing Director	By: *"Jamie Rogers"* Managing Director

TD Securities Inc.

By: *"Gorden Glenn"*
VP and Director