A copy of this preliminary short form prospectus has been filed with the securities regulatory authorities in each of the provinces and territories of Canada, other than Québec, but has not yet become final for the purpose of the sale of securities. Information contained in this preliminary short form prospectus may not be complete and may have to be amended. The securities may not be sold until a receipt for the short form prospectus is obtained from the securities regulatory authorities.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. ***Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Belo Sun Mining Corp. at 65 Queen Street West, Suite 815, Toronto, Ontario M5H 2M5, telephone (416) 861-5800, and are also available electronically at www.sedar.com.***

*The securities offered under this short form prospectus have not been and will not be registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or the securities laws of any state, and may not be offered in the United States unless an exemption from registration is available. See "Plan of Distribution". This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy these securities in the United States.*

PRELIMINARY SHORT FORM PROSPECTUS

New Issue *September 25, 2012*

Belo Sun Mining Corp.
$50,008,000
35,720,000 Common Shares

Price: $1.40 per Offered Share

This short form prospectus is being filed by Belo Sun Mining Corp. ("**Belo Sun**" or the "**Corporation**") to qualify the distribution (the "**Offering**") of 35,720,000 common shares (the "**Offered Shares**") of Belo Sun at a price of $1.40 per Offered Share (the "**Offering Price**"). The Offered Shares will be issued pursuant to an underwriting agreement (the "**Underwriting Agreement**") dated as of September 25, 2012 between Belo Sun and BMO Nesbitt Burns Inc. ("**BMO Capital Markets**"), Canaccord Genuity Corp., CIBC World Markets Inc., Cormark Securities Inc., Dundee Securities Ltd., National Bank Financial Inc. and TD Securities Inc. (collectively, the "**Underwriters**"). See "Plan of Distribution". The Offering Price was determined by negotiation between the Corporation and the Underwriters.

The outstanding common shares (the "**Common Shares**") of the Corporation are listed and posted for trading on the Toronto Stock Exchange (the "**TSX**") under the symbol "BSX". On September 18, 2012, the last full trading day prior to the announcement of the Offering, the closing price of the Common Shares on the TSX was $1.37. On September 24, 2012, the last trading day prior to the date of this short form prospectus, the closing price of the Common Shares on the TSX was $1.31. Belo Sun has made an application to the TSX for the approval of the listing of the Offered Shares. Listing will be subject to the Corporation fulfilling all the listing requirements of the TSX.

	Price to the Public	**Underwriters' Fee [(1)]**	**Net Proceeds to the Corporation [(2)]**
Per Common Share……..	$1.40	$0.07	$1.33
Total[(3)]……..	$50,008,000	$2,500,400	$47,507,600

(1) In consideration for the services rendered by the Underwriters in connection with the Offering, the Corporation has agreed to pay the Underwriters a fee of $2,500,400, representing 5% of the gross proceeds of the Offering (the "**Underwriters' Fee**"). See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting the expenses relating to the Offering, including the preparation and filing of this short form prospectus, which expenses are estimated to be $400,000 which will be paid from the proceeds of the Offering.

(3) The Corporation has granted the Underwriters an over-allotment option (the "**Over-Allotment Option**"), exercisable in whole or in part, in the sole discretion of the Underwriters, for a period of 30 days after and including the date of the closing of the Offering, to purchase up to an additional 15% of the number of Offered Shares sold pursuant to the Offering at the Offering Price, being 5,358,000 Common Shares (the "**Additional Shares**"), to cover over-allotments, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this short form prospectus. A person who acquires Additional Shares forming part of the Underwriters' over-allocation position acquires such Additional Shares under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total price to the public, Underwriters' Fee and net proceeds to the Corporation (before payment of the expenses of the Offering (see note 2 above)) will be $57,509,200, $2,875,460.00, and $54,633,740, respectively. See "Plan of Distribution" and the table below.

Underwriters' Position	Number of Common Shares Available	Exercise Period	Exercise Price
Over-Allotment Option	Up to 5,358,000 Additional Shares	Up to 30 days from the closing of the Offering	$1.40 per Additional Share

Subject to applicable laws, the Underwriters may, in connection with the Offering, effect transactions intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters propose to offer the Offered Shares initially at the Offering Price. **After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time, to an amount not greater than the Offering Price. However, in no event will the Corporation receive less than net proceeds of $1.33 per Offered Share. See "Plan of Distribution".**

Unless the context otherwise requires, references to "Offered Shares" means all of the Common Shares offered hereunder, including the Additional Shares, and references to "Common Shares" means all of the Common Shares of the Corporation.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution", subject to the approval of certain legal matters on behalf of the Corporation by Cassels Brock & Blackwell LLP and on behalf of the Underwriters by Osler, Hoskin & Harcourt LLP.

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Offered Shares are to be taken up by the Underwriters, if at all, on or before a date not later than 42 days after the date of the receipt for the final short form prospectus. Unless an individual physical certificate is requested by a purchaser in the United States, registration of interests in and transfers of Offered Shares held through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee will be made electronically through the non-certificated inventory ("**NCI**") system of CDS. Offered Shares registered to CDS or its nominee will be deposited electronically with CDS on an NCI basis on the closing of the Offering, which is expected to occur on or about October 10, 2012 or on such earlier or later date as the Corporation and the Underwriters may agree (the "**Closing Date**"). A purchaser of Offered Shares (other than a purchaser of Offered Shares in the United States who elected to receive an individual physical certificate) will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased. Offered Shares purchased by "qualified institutional buyers" in the United States pursuant to Rule 144A under the U.S. Securities Act will be deposited to CDS or its nominee under a separate "restricted" CUSIP number, or, if requested by such a purchaser, will be settled by delivery of an individual physical certificate. See "Plan of Distribution".

Prospective investors should rely only on the information contained, or incorporated by reference, in this short form prospectus. The Corporation and the Underwriters have not authorized anyone to provide purchasers with information different from that contained, or incorporated by reference, in this short form prospectus. The Underwriters are offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons whom, offers and sales are lawfully permitted. An investment in the Offered Shares or the Additional Shares is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. The risks outlined in this short form prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See "Risk Factors" and "Cautionary Note Regarding Forward-Looking Information".

The Corporation's head and registered office is located at 65 Queen Street West, Suite 815, Toronto, Ontario, M5H 2M5.

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CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

Certain information provided in this short form prospectus and the documents incorporated by reference herein constitutes "forward-looking information" within the meaning of applicable Canadian securities legislation. Forward-looking information includes, but is not limited to, statements with respect to the Corporation's development potential and timetable of the Corporation's properties; future mineral prices; ability to raise additional financing; the estimation of mineral reserves and mineral resources; conclusions of economic evaluations; the timing and amount of estimated future exploration and development; capital expenditures; success of exploration activities; the outcome of regulatory investigations; the ability to obtain all necessary permits for development and operation of the Corporation's properties; currency exchange rates; reliance on qualified personnel; competition; dependence on outside parties; government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology 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". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of future exploration at the Volta Grande Gold Project are based on management expectations, exploration done to date and recommended programs, purchase orders placed by the Corporation to date, actual expenditures incurred, recent estimates of exploration costs and other factors that are set out in the technical report and herein. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Corporation to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during construction; expansion and start-up; variations in mineral grade and recovery rates; revocation of or ability to retain government approvals; timing and availability of external financing on acceptable terms; ability to finalize required agreements for operations; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future mineral prices; failure of equipment or processes to operate as anticipated; liability for environmental damages as a result of the Corporation's exploration, development or exploitation activities; the discretion of management to use the proceeds of equity financings otherwise than as disclosed to potential investors; domestic and foreign tax regimes and the possibility of increased taxes; accidents, labour or community disputes and other risks of the mining industry, as well as those factors discussed in the section entitled "Risk Factors" in the AIF (as defined herein), which is available on SEDAR at www.sedar.com and is incorporated herein by reference, and in other documents filed from time to time with the securities regulatory authorities in each province and territory where the Corporation is a reporting issuer. Although management of the Corporation has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking information contained herein or incorporated by reference is made as of the date of this short form prospectus or as of the date of the documents incorporated by reference, as the case may be, and Belo Sun does not undertake to update any such forward-looking information, except in accordance with applicable securities laws. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated by such forward-looking information. Accordingly, readers are cautioned not to place undue reliance on forward-looking information.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

References to "$" in this short form prospectus are to Canadian dollars. References in this short form prospectus to "United States dollars" or "US$" are to United States dollars and references to "R$" are to Brazilian Reais. However, the annual consolidated financial statements for the year ended December 31, 2011 and the accompanying management's discussion and analysis, and the interim consolidated financial statements for the period ended June 30, 2012 and the accompanying management discussion and analysis, are expressed in Canadian dollars.

As of September 24, 2012, the Bank of Canada noon rate of exchange between Canadian dollars and United States dollars was $1.00 = US$1.0203. The high, low and closing noon spot rates for the United States dollar in terms of Canadian dollars for the six months ended June 30, 2012 and the years ended December 31, 2011 and December 31, 2010, as quoted by the Bank of Canada, were as follows:

	June 30, 2012	December 31, 2011	December 31, 2010
	(expressed in Canadian dollars)		
High	$1.0418	$1.0604	$1.0778
Low	$0.9807	$0.9449	$0.9946
Closing	$1.0191	$1.0170	$0.9946

As of September 24, 2012, the Bank of Canada noon rate of exchange between Canadian dollars and Brazilian Reais was $1.00 = R$2.0657. The high, low and closing noon spot rates for the Brazilian Reais in terms of Canadian dollars for the six months ended June 30, 2012 and the years ended December 31, 2011 and December 31, 2010, as quoted by the Bank of Canada, were as follows:

	June 30, 2012	December 31, 2011	December 31, 2010
	(expressed in Canadian dollars)		
High	0.5856	0.6217	0.6115
Low	0.4933	0.5438	0.5634
Closing	0.5072	0.5458	0.5993

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with securities commissions or similar regulatory authorities in Canada (the "**Canadian Securities Authorities**"). Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of the Corporation at 65 Queen Street West, Suite 815, Toronto, Ontario, M5H 2M5, telephone (416) 861-5932, and are also available electronically under the profile of the Corporation at www.sedar.com.

The following documents, filed by the Corporation with the Canadian Securities Authorities, are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

a) the annual information form (the "**AIF**") of the Corporation dated March 29, 2012, for the financial year ended December 31, 2011;

b) the audited comparative consolidated financial statements of the Corporation for the years ended December 31, 2011 and 2010 and as at January 1, 2010, together with the auditors' report thereon and the notes thereto;

c) management's discussion and analysis for the financial condition and results of operations of the Corporation for the year ended December 31, 2011;

d) the unaudited interim consolidated financial statements of the Corporation, as at and for the three and six months ended June 30, 2012 and 2011, together with the notes thereto, other than the "Notice of No Auditor Review" on page 2 of the financial statements;

e) management's discussion and analysis of the financial condition and results of operations of the Corporation for the three and six months ended June 30, 2012;

f) the management information circular of the Corporation dated April 20, 2012, for the annual and special meeting of shareholders held on May 23, 2012; and

g) the material change report of the Corporation dated February 16, 2012 relating to the commencement of trading of the Common Shares on the TSX and the appointments of Mr. Peter Tagliamonte as the independent Chair of the Board of Directors of the Corporation and Mr. Mike Hoffman as the Vice President of Engineering of the Corporation.

Any document of the type referred to in section 11.1 of Form 44-101F1 *Short Form Prospectus*, if filed by the Corporation after the date of this short form prospectus and prior to the termination of this distribution, shall be deemed to be incorporated by reference in this short form prospectus.

Any statement contained in this short form prospectus or in a document incorporated, or deemed to be incorporated, by reference herein shall be deemed to be modified or superseded, for purposes of this short form 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, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form 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 a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell, LLP, counsel to the Corporation, and Osler, Hoskin & Harcourt LLP, counsel to the Underwriters, based on the current provisions of the Income Tax Act (Canada) (the "**Tax Act**") and the regulations thereunder (the "**Regulations**"), the Offered Shares, if issued on the date hereof, would be qualified investments under the Tax Act for trusts governed by registered retirement savings plans ("**RRSP**"), registered retirement income funds ("**RRIF**"), deferred profit sharing plans, registered education savings plans, registered disability savings plans and tax free savings accounts ("**TFSA**"), all as defined in the Tax Act.

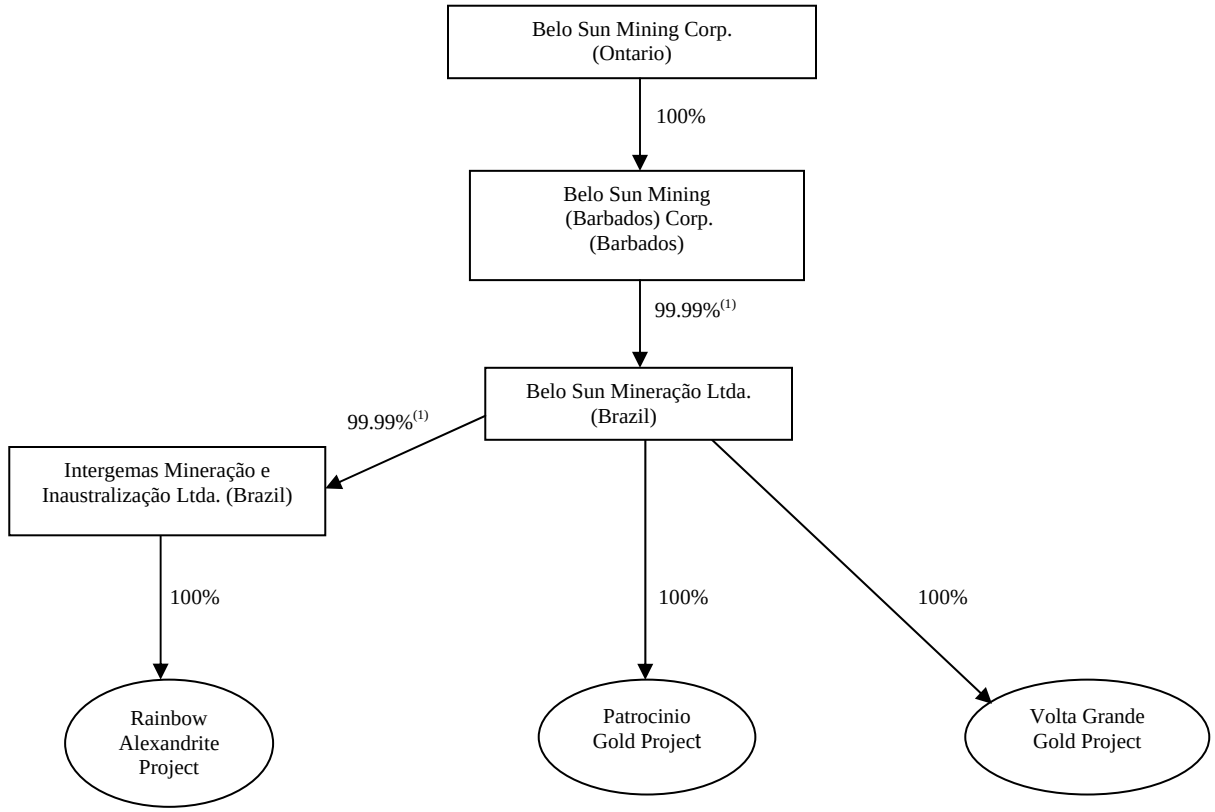
Notwithstanding that the Offered Shares may be a qualified investment for a trust governed by a TFSA, RRSP or RRIF, the holder of such TFSA or the annuitant under such RRSP or RRIF, as the case may be, will be subject to a penalty tax if the Offered Shares are a "prohibited investment." Offered Shares will generally be a "prohibited investment" for a TFSA, RRSP or RRIF if the holder of the TFSA, or the annuitant under the RRSP or RRIF, as the case may be, does not deal at arm's length with the Corporation for the purposes of the Tax Act or if such holder or annuitant has a "significant interest" (within the meaning of subsection 207.01(4) of the Tax Act) in the Corporation or in any corporation, partnership or trust with which the Corporation does not deal at arm's length for the purposes of the Tax Act. Holders who intend to hold their Offered Shares in a TFSA, RRSP or RRIF should consult their own tax advisors, including with respect to any potential relief from the application of the prohibited investment rules under a 2012 letter provided by the Department of Finance to the Joint Committee on Taxation of the Canadian Bar Association and the Canadian Institute of Chartered Accountants.

THE CORPORATION

The Corporation was originally formed in the Province of Ontario by articles of amalgamation dated July 1, 1996 pursuant to the *Business Corporations Act* (Ontario) under the name "Verena Minerals Corporation". On June 30, 2010, the Corporation filed articles of amendment to change its name to "Belo Sun Mining Corp."

Belo Sun's registered and head office is located at 65 Queen St West, Suite 815, Toronto, Ontario, M5H 2M5.

The following chart shows the material subsidiaries of the Corporation, the percentage ownership interest of the Corporation in respect of each, and their respective jurisdictions of incorporation. Unless the context otherwise requires, all references to the "Corporation" include Belo Sun and its subsidiaries.



Note:
(1) The remaining 0.01% interest is held by Forbes Empreendimentos Minerais Ltda.

THE BUSINESS

Belo Sun is a Canadian-based mineral exploration company with a portfolio of properties focused on gold in Brazil. Belo Sun is primarily focused on its advanced-stage exploration project, the Volta Grande Gold Project, which covers approximately 180,881 hectares ("**ha**") in the Pará State of northern Brazil, approximately 60 kilometres ("**km**") southwest of the city of Altamira, which is 100% indirectly owned by the Corporation.

The Corporation also has a 100% ownership interest in the Patrocinio Gold Project, which covers approximately 18,669 ha of the Tapajos gold province in the Pará State of northern Brazil, and a 100% ownership interest in the Rainbow Alexandrite Project.

RECENT EVENTS

Recent Corporate Events

On April 23, 2012, the Corporation announced it had adopted a shareholders' rights plan (the "**Plan**"). The Plan was subsequently approved by a majority of the shareholders present at the Corporation's annual and special meeting held on May 23, 2012. The objectives of the Plan are to ensure, to the extent possible, that all shareholders of the Corporation are treated equally and fairly in connection with any take-over bid for the Corporation. The Plan discourages discriminatory, coercive or unfair take-overs of the Corporation and gives the board of directors time to pursue alternatives to maximize shareholder value in the event of an unsolicited take-over bid for the Common Shares, if the board determines using such time is appropriate.

On August 9, 2012, the Corporation announced the addition of three new individuals to its management team. Ian Pritchard was appointed as the Corporation's new Chief Operating Officer; Joaquim Alvarenga was engaged as General Manager of Operations Brazil, and Donald W. Clarke was engaged as an Advisor to the Corporation. The recent additions bring with them a wealth of engineering and project and operations management experience in the mining industry and are expected to reinforce the Corporation's ability to achieve its objectives as it continues to advance the Volta Grande Gold Project.

Recent Events on the Volta Grande Gold Project

Environmental Licensing Process

On February 27, 2012, the Corporation submitted an eight volume, 1,540 page document containing the environmental impact assessment ("**EIA-RIMA**") for the Volta Grande Gold Project. The EIA-RIMA includes the monitoring, environmental and human impact studies required by the State Environment Agency of Pará for the preliminary licensing of the Volta Grande Gold Project relating to mineral rights covering an area of 2,357,02 ha (23.57 square kilometres ("**km2**")) and comprising four claims numbered 805.657/76, 805.658/76 805.659/76 and 812.559/76 registered at the Brazilian National Department of Mineral Production (the "**DNPM**").

The EIA-RIMA addresses the impact of both the Volta Grande Gold Project and the Belo Monte hydroelectric plant project and includes an analysis of the aspects related to the indigenous lands located in the region of the Volta Grande Gold Project in the manner judged technically necessary by the specialized third party company that prepared the EIA-RIMA. The State Environmental Agency will evaluate the EIA-RIMA to determine if additional studies are required to issue the Preliminary License for the Volta Grande Gold Project. The issuance of the Preliminary License is expected to confirm the environmental feasibility of the Volta Grande Gold Project and provide the guidelines for obtaining the Installation License, which is required to develop the Volta Grande Gold Project. Exploitation activities at the Volta Grande Gold Project may only be authorized upon the issuance of an operation license by the relevant environmental authority.

The State Environmental Agency of Pará is in the process of conducting a public consultation as part of the standard licensing process. As a standard procedure in environmental licensing processes in Brazil, the Environmental Secretary of the State of Pará invited officials from both the Federal and Pará State Public Prosecutor Offices to participate in the public consultation held on September 13, 2012. Another hearing is scheduled for October 24, 2012.

Upon the receipt of the invitation referred above, the Federal Public Prosecutor's Office initiated an internal administrative process of investigating the environmental impact of the Volta Grande Gold Project in connection with the licensing process. On September 18, 2012, Brazilian legal counsel to the Corporation clarified the investigation process with Ms. Thais Santi of the Public Prosecutor's Office. Ms. Santi advised that the investigation was a standard internal administrative procedure and that in the ordinary course of the investigation process, the Public Prosecutor had requested information from the following government agencies:

- the Environmental Secretary of the State of Pará, requesting information regarding the licensing of the Volta Grande Gold Project;
- the DNPM, requesting information regarding the mining claims that comprise the Volta Grande Gold Project;

- the Brazil National Indian Foundation, the public authority concerned with issues relating to indigenous communities, requesting information regarding any matters relating to local indigenous communities that should be considered as part of the environmental licensing process; and

- the Brazilian National Institute of the Environment and Renewable Natural Resources, requesting its analysis of the joint impact of the Volta Grande Gold Project and the nearby Belo Monte dam.

Based on the information received from such requests, the Public Prosecutor's Office will determine if it has any issues relating to the environmental licensing of the Volta Grande Gold Project. To date, the Environmental Agency responsible for the environmental licensing process has not requested any additional information, documents or studies with respect to the Volta Grande Gold Project, nor has the Corporation received any notification of any interruption, suspension or necessity to prepare any additional studies. Failure to maintain or obtain one or more environmental licenses may have a material adverse effect on the Corporation's business, results of operations and financial condition. See "Risk Factors".

Acquisition of Surface Rights

On May 28th, 2012, the Corporation announced that it had acquired the material surface rights at the Volta Grande Gold Project. The Corporation acquired surface rights for an area covering 1,734 ha consisting of three distinct properties, as well as all structures and other facilities located on the properties. The surface area acquired includes the entire known Volta Grande deposits of Ouro Verde and Grota Seca as well as potential sites for certain of the mining and process facilities that will be required for the future operation of the Volta Grande Gold Project.

The total consideration to be paid for the acquisition was approximately R$8.2 million in cash (approximately $4.1 million based on then-current exchange rates) and the issuance of Common Shares with an aggregate value of R$500,000 (approximately 280,000 common shares as of the date of the acquisition). Payment of 50% of the purchase price was made within 30 days following the signing of the definitive agreements, with the balance of the consideration due once the vendors complete the demobilization of all "garimpo" (artisanal mining) activities on these properties, which the Corporation expects will occur by May 2013.

The Corporation engaged Vaz de Melo Consultoria, a specialized land evaluation firm with vast experience in the region, to complete a valuation of the acquired lands and associated facilities. Based on this valuation, the Corporation determined that the acquisition price per hectare of R$5,017 (approximately $2,500) was fair and consistent with the local market.

2012 Mineral Resource Estimate Updates

On January 23, 2012, the Corporation announced an updated mineral resource estimate on the Volta Grande Gold Project. A technical report prepared by SRK Consulting (Canada) Inc. pursuant to National Instrument 43-101 ("**NI 43-101**") entitled "Mineral Resource Technical Report for the Volta Grande Gold Project, Pará, Brazil" dated March 7, 2012 (with an effective date of January 23, 2012) was subsequently filed.

On April 25th, 2012, the Corporation announced a further updated, independently audited mineral resource statement for the Volta Grande Gold Project, incorporating results from 112 additional core boreholes to February 29, 2012 that were not available for the previous mineral resource statement announced on January 23, 2012. A technical report prepared by SRK Consulting (Canada) Inc. pursuant to NI 43-101 entitled "Mineral Resource Technical Report for the Volta Grande Gold Project, Pará, Brazil" dated June 8, 2012 (with an effective date of April 25, 2012) was subsequently filed. See "The Volta Grande Gold Project-Data Verification-Recent Independent Verification by SRK".

On June 11, 2012, the Corporation announced an initial mineral resource estimate for the newly delineated South Block deposits (named the Pequi, Grande and Itata deposits), at the Volta Grande Gold Project. The mineral resource estimate incorporated results from 48 diamond drill holes completed at the South Block area. The South Block deposits remain open for further expansion. A technical report prepared by the Corporation pursuant to NI 43-101 entitled "Mineral Resource Technical Report on the Volta Grande Project, Pará, Brazil," dated July 26, 2012 (the "**Technical Report**") was filed to support aggregated mineral resource estimates that included the estimates of mineral resources on the South Block deposits. See "Mineral Resource Estimates – Mineral Resource Statement".

Additional Exploration Results

On June 19, 2012 the Corporation announced the results of its reverse circulation ("**RC**") drilling program carried out at the Gréia target on the Volta Grande Gold Project, incorporating results from 48 RC drill holes corresponding to a total of 9,529 metres ("**m**") of drilling. Potentially significant gold mineralization was intercepted in several holes. Systematic delineation diamond drilling is planned to confirm and expand the newly identified mineralization in this area.

Highlights of the program and intercepts with significant mineralization included:

- VVGR-001 (L 2200 W) with 19m grading 1.16 g/t Au (from surface);
- VVGR-019 (L 2000 W) with 12m grading 1.13 g/t Au (from 14m) and 14m grading 1.74 g/t Au (from 155m); and
- VVGR-025 (L 1800 W) with 12m grading 1.55 g/t Au (from 77m).

Further details on the target drill results may be found in the Corporation's news release of June 19, 2012.

The Corporation's procedures for handling drill core comprise initial description and logging into a Microsoft Access database. RC holes were drilled on 5" diameter and the entire sample was collected into a large plastic bag tightly clamped onto the base of the cyclone. The entire length of each RC hole is sampled at one-meter sample length interval for all holes. Samples were reduced in size by riffle splitting using a two stage Jones riffle splitter to about two kilograms ("**kgs**") each sample, and then placed in numbered sample bags and sealed for dispatch, one sample to the SGS lab preparation at Parauapebas-PA and one sample to be stored for further reference. Samples were crushed to 80% passing 10 meshes, homogenized and split to about 1kg that was pulverized to 85% passing 200 meshes, then sent to SGS Lab at Vespasiano – MG for assay using 50g fire assay. The Corporation has routinely employed QA/QC procedures using certified blanks and standards that were inserted every 16 samples.

On September 4, 2012, the Corporation announced it had completed 81,664m of diamond drilling in 292 holes at its Volta Grande Gold Project since December 2011. The completed drilling program was designed in an effort to expand and upgrade the mineral resources that will support the definitive feasibility study for the development of the project. The Corporation will freeze the database upon receipt of all assays from the program, which will become the basis for completing the expected pre-feasibility and feasibility studies on the Volta Grande Gold Project. A further updated mineral resource estimate is expected in the fourth quarter of 2012, and, as a result, Belo Sun will wait for the completion of the resource modeling to support the mine development plan in the pre-feasibility studies currently in progress. The pre-feasibility study is now scheduled to be completed at the end of the fourth quarter of 2012 or in early 2013.

The Volta Grande Gold Project

The following sections provide a summary of the Technical Report on the Volta Grande Gold Project, which report is available for review on the Corporation's SEDAR profile at www.sedar.com. See "Interest of Experts".

Property Description and Location

The Volta Grande property is situated along the west-northwest trending Três Palmeiras Greenstone Belt which crosses the Xingú River, a tributary of the Amazon River, State of Pará, in northern Brazil. Belo Sun indirectly holds a 100% interest in 22 exploration permits (the "**Exploration Permits**") covering an area of 103,168.68 ha, being the original North and South Blocks which contain the current mineral resources of the property; five exploration applications ("**Exploration Applications**") covering an area of 16,399.07 ha, being the lands northwest and southeast of the Exploration Permits; and 14 Exploration Applications (public tender) covering 61,314.16 ha, being much of the area along the southeastern extension of the Três Palmeiras Greenstone Belt which includes granitic plutons similar to the ones within the original North and South Blocks.

Under Brazilian Mining Law, exploration permits do not have physical boundaries, and are marked by digital map staking. With respect to exploration or surface mining activities, title holders are responsible for any environmental damage to the area even if the damage was caused by third parties prior to the title holder acquiring and carrying out exploration work on the properties.

PROPERTY STATUS

Belo Sun Mining Corp. – Volta Grande Gold Project, Brazil

DNPM ID	Area (ha)	Company	Phase	Status	Expiry Date
850.253/01	481.83	Oca Mineração Ltda	Exploration Permit	Permit	27/06/2014
850.507/11	311.99	Belo Sun Mineração Ltda	Exploration Permit	Permit	27/06/2014
805.657/76	1,000.00	Belo Sun Mineração Ltda	Exploration Permit	Approval Pending	27/01/2012
805.658/76	1,000.00	Belo Sun Mineração Ltda	Exploration Permit	Exploration Report Approved	27/01/2012
805.659/76	1,000.00	Belo Sun Mineração Ltda	Exploration Permit	Exploration Report Approved	27/01/2012
812.559/76	1,000.00	Belo Sun Mineração Ltda	Exploration Permit	Exploration Report Approved	27/01/2012
850.249/01	1,730.86	Belo Sun Mineração Ltda	Exploration Permit	Extension Submitted	27/01/2012
850.250/01	1,256.96	Belo Sun Mineração Ltda	Exploration Permit	Permit Extension	27/01/2012
850.977/06	2,311.62	Belo Sun Mineração Ltda	Exploration Permit	Permit Extension	04/07/2014
850.439/08	324.98	Belo Sun Mineração Ltda	Exploration Permit	Extension Submitted	13/04/2012
850.312/10	9,884.05	Belo Sun Mineração Ltda	Exploration Permit	Permit	30/12/2013
850.311/10	7,731.66	Belo Sun Mineração Ltda	Exploration Permit	Permit	20/06/2014
850.315/10	8,750.81	Belo Sun Mineração Ltda	Exploration Permit	Permit	20/06/2014
850.316/10	3,114.04	Belo Sun Mineração Ltda	Exploration Permit	Permit	20/06/2014
850.702/11	8,358.97	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.698/11	7,937.24	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.699/11	7,995.43	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.700/11	9,246.10	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.701/11	9,900.00	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.696/11	8,448.89	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.697/11	9,728.63	Belo Sun Mineração Ltda	Exploration Permit	Permit	05/08/2014
850.314/10	1,654.62	Belo Sun Mineração Ltda	Exploration Permit	Permit	03/10/2014
Total (1)	**103,168.68**				
DNPM ID	**Area (ha)**	**Company**	**Phase**	**Status**	**Expiry Date**
850.313/10	1,359.04	Belo Sun Mineração Ltda	Exploration Application	Application	
850.013/11	8,139.23	Belo Sun Mineração Ltda	Exploration Application	Application	
851.668/11	1,341.52	Belo Sun Mineração Ltda	Exploration Application	Application	
850.265/12	5,253.57	Belo Sun Mineração Ltda	Exploration Application	Application	

DNPM ID	Area (ha)	Company	Phase	Status	Expiry Date
850.266/12	305.71	Belo Sun Mineração Ltda	Exploration Application	Application	
Total (2)	**16,399.07**				
DNPM ID	**Area (ha)**	**Company**	**Phase**	**Status**	**Expiry Date**
850.214/04	696.60	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.692/11	1,284.54	Belo Sun Mineração Ltda	Exploration Application	Public Tender – Priority	
850.693/11	8,656.74	Belo Sun Mineração Ltda	Exploration Application	Public Tender – Priority	
850.694/11	8,070.12	Belo Sun Mineração Ltda	Exploration Application	Public Tender – Priority	
850.695/11	2,992.62	Belo Sun Mineração Ltda	Exploration Application	Public Tender – Priority	
850.703/11	7,649.94	Belo Sun Mineração Ltda	Exploration Application	Public Tender – Priority	
850.092/01	1,000.01	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.632/08	2,088.17	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.633/08	1.72	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850633/12	2,168.26	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850635/08	3,598.74	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.636/08	7,007.65	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.637/08	9,007.66	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
850.639/08	7,091.39	Belo Sun Mineração Ltda	Exploration Application	Public Tender	
Total (3)	**61,314.16**				
Total (1+2+3)	**180,881.91**				

Notes:

1. There are no permits that have expired. The expiry date of the Exploration Permits is assumed to be extended until notification is received from the National Department of Mineral Production ("**DNPM**").
2. For the Exploration Application (public tender) properties, Belo Sun has applied for the mining rights. The DNPM, however, has not yet granted the permit.

The Volta Grande Gold Project is located in an area comprised of three farms: Fazenda Galo de Ouro, Fazenda Ouro Verde and Fazenda Ressaca. Belo Sun has acquired the material surface rights at the Volta Grande Gold Project for an area covering an aggregate of 1,734.3 ha, which is comprised of Fazenda Galo de Ouro, covering 824.8 ha, Fazenda Ouro Verde, covering 503.6 ha, and Fazenda Ressaca, covering 405.9 ha. The Corporation also purchased all structures and other facilities located on the properties. The surface area acquired includes the entire known Volta Grande deposits of Ouro Verde and Grota Seca as well as potential sites for certain of the mining and process facilities that will be required for the future operation of the property.

In June 2006, the Corporation (at that time known as Verena Minerals Corporation) completed an agreement with the Companhia de Pesquisa de Recoursos Minerais ("**CPRM**"), a Brazilian state-owned geological survey company, to replace CPRM's corporate guarantee on the Volta Grande Gold Project. The Corporation committed to paying approximately US$1.5 million to CPRM if a mineable deposit is defined on the property, and investing a minimum of US$1.5 million at the Volta Grande Gold Project over two years.

In October 2006, the Corporation closed the acquisition of the Volta Grande Gold Project by putting US$1,722,708 on deposit, being the total amount outstanding that would be owed by the Corporation to CPRM should the company produce a bankable feasibility study for the Volta Grande Gold Project.

In March 2008, the Corporation renegotiated the terms of the security held by CPRM. Under the new terms, CPRM agreed to release to the Corporation approximately US$2,035,738 of the total term deposit of approximately US$2,467,708 held in security to cover the Corporation's debt owed to CPRM. In addition, the company allocated the balance of the original term deposit that was not released, amounting to approximately US$430,000, to be retained in an interest bearing term deposit to cover the next eight quarterly payments, starting with the March 2008 quarter.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

Access to the Volta Grande Gold Project is by river boat or by gravel road, after crossing the Xingú River by barge, from Altamira, a city of approximately 100,000 inhabitants along the Xingú River. The Government of the State of Pará has commenced the construction of a hydroelectric power dam, Belo Monte, located approximately 20km upriver from the Volta Grande Gold Project, some three km northeast of the northwestern property boundary. When completed, the Belo Monte project will generate 11,000 megawatts of electric power and will supply electric power to the Volta Grande Gold Project. The Belo Monte project will also provide better road access from Altamira, a distance of approximately 75 km. There are a number of small settlements within the property, including the village of Ressaca, along the Xingú River, and the village of Itatá, which is situated approximately three km south-southeast of the Volta Grande exploration. Both of these are predominantly inhabited by garimpeiros who carry out small scale mining on the property. The Corporation intends to propose a relocation program to the local residents of Ressaca, which is very close to the expected future plant facilities. The Corporation expects to determine a suitable area for relocation and purchase the required land, as well construct higher-quality housing for relocated people.

The Volta Grande Gold Project is situated in an area of low topographic relief, generally in the order of 50m. The dominant topographic feature is the valley of the meandering and northeast flowing Xingú River and the Itatá River, which drains into the Xingú River in the eastern part of the property. The topographic elevation of the low-lying areas ranges from 100m to 120m above mean sea level. The climate in northwestern Brazil is tropical, with rainy seasons from January to April and dry seasons extending from June to December. The mean temperature is almost the same (25°C to 30°C) throughout the year.

The area around the Volta Grande Gold Project is covered with a number of small hills separated by north and northwest trending valleys in a tropical rainforest, with occasional outcrops. On hilltops and flanks of hills, occasional tall Brazil nut trees are present, and are reported to be exempt from harvesting by the Brazilian government. Vegetation in low-lying areas consists predominantly of tall grass and fern, typical of tropical rainforests.

Infrastructure and logistical support is available at Altamira, which is situated along the Trans-Amazonian Highway (BR 230) and is linked to the State of Pará power grid. Infrastructure for mining equipment and experienced mining personnel are also available at Altamira. Local infrastructure is poor for mining activities since the property is located in a remote area. Logistical support, in terms of power, telephone communication, and Internet service, is available at the property. Electric power at the site is provided by diesel generator. Water is available from wells within the property as well as from the Xingú River, which drains the general area. The general area has a long history of mining.

History

Exploration for gold deposits in the Volta Grande area of the eastern Amazon region of Brazil dates back to the Portuguese conquests of the 16th century and has continued sporadically to the present. Initial discovery of gold at the Volta Grande (Big Bend) site is believed to have been made in the early 1900s. From the 1960s to the present, small scale miners (garimpeiros) have extracted gold from numerous small alluvial gold deposits of the area, but systematic exploration started in the mid-1990s.

From 1996 to 1998, TVX Gold Inc. ("**TVX**") and Battle Mountain Gold Mineração ("**BMG**"), in joint venture with Companhia Nacional de Mineração, carried out systematic exploration including some 21,000 m of diamond drilling and outlined preliminary pits for development in four target areas. In 2004, TVX merged with Kinross Gold Corporation and BMG was acquired by Newmont Mining Corporation.

In 2004, the Corporation optioned the property from OCA Mineração (Confab Industrial S.A.). Since 2004, Belo Sun has carried out systematic exploration on the property, consisting of soil sampling surveys, airborne

geophysical (radiometric and magnetic) surveys, ground geophysical (IP) survey, auger drilling, detailed topographic surveys, and diamond drilling mainly on the North Block.

Geological Setting

Regional Geology

The Volta Grande Gold Project area is located in the western portion of a west-northwest trending Três Palmeiras Greenstone Belt, which surrounds the Xingú Complex in central State of Pará, of the Brazilian Shield. The greenstone belt is three km to ten km wide and extends approximately 70 km along strike. It comprises Upper Proterozoic metavolcanic and metasedimentary rocks enveloping linear granodioritic to dioritic domes, interpreted to be syntectonic plutons of Proterozoic age. The Xingú Complex comprises Archean basement granitic gneisses, and all rocks in the area exhibit strong foliation with a number of mylonitic zones and a steeply dipping attitude to the south. Other structures in the area include northeast, north-northeast, north-northwest, and east trending faults.

Local Geology

The Volta Grande property includes a major ductile deformation zone within the west-northwest trending Três Palmeiras Greenstone Belt. It is underlain by west-northwest trending and steeply south dipping gneisses of metasedimentary and/or metavolcanic origin, and syntectonic diorite. Occasional chert horizons (chemical sediments) and banded iron formation (BIF) are included within the metasedimentary sequence. A number of anorogenic granitic plutons are also present along the southern contact of the greenstone belt, and other (yet undiscovered) shear zones may be present within the property.

Gold mineralization at the Volta Grande Gold Project is of two types: primary gold in intrusive rocks and secondary gold in saprolitic rocks. Primary gold mineralization is associated with altered diorite within a wider, up to 300 m wide, alteration zone, which straddles the contact zone between the intrusive rocks and the metasedimentary rocks. Gold occurs in a stack of mineralized zones ranging in size from 100 m long and five m wide to more than one km long. The dip of the mineralized zones is generally moderate to steep (50° to 85°) to the south. The alteration envelope surrounding these mineralized zones extends for more than four km along strike and contains three mineralized areas: (1) the Ouro Verde area in the northwestern part of the North Block, (2) the Grota Seca area along the southern part of the North Block, and (3) the South Block area that comprise three targets, Itata, Pequi and Grande.

The alteration assemblage comprises principally carbonate, albite, arsenopyrite, and pyrite, with minor quartz and magnetite. The location of the mineralization is controlled by south dipping mylonitic zones formed near the sheared contact of the diorite.

Surficial alteration has resulted in an extensive saprolitic zone overlying the primary mineralization at the Volta Grande Gold Project. In general, the thickness of the saprolitic material ranges from three m to more than ten m. Occasionally, however, it may be up to 45 m thick, as in the Ouro Verde area. Occasional outcrops of saprolitic material are present on the property and typical lateritic and saprolitic profiles are observed in the many small open pits as well as in diamond drill holes completed to date.

Belo Sun interprets that the Main Zone of the North Block includes at least six mineralized zones which show good continuity along strike and down-dip.

The Grota Seca deposit is approximately 2.9 km long, extends from the surface to almost 400 m below the surface, and has been outlined by 304 drill holes. From southwest to northeast, at least ten mineralized domains occur within the 250 m to 350 m wide west-northwest trending alteration zone. In general, the higher grade mineralized intersections are present in the central part of the alteration zone and in the east portion. In general, these moderately south dipping to sub-vertical domains are characterized by moderate to intense silicification and minor sulphides, although in places high-grade gold mineralization is associated with weakly altered and foliated diorite.

The Ouro Verde area is approximately 1.4 km long, extends from the surface to almost 500 m below the surface, and has been outlined by 157 drill holes. From southwest to northeast, at least eight mineralized domains occur within the 250 m to 350 m wide northwest trending alteration zone. In general, the higher grade mineralized

intersections are present in the central part of the alteration zone. In general, these moderately south dipping domains are characterized by moderate to intense silicification and minor sulphides, although in places high-grade gold mineralization is associated with weakly altered and foliated diorite.

The South Block area extends discontinuously for about 1.9 km with a maximum depth of 260m below the surface, and has been outlined by 48 drill holes. In general, the higher grade mineralized intersections are present in the southwestern part of the alteration zone. In general, these sub-vertical dipping domains are characterized by intense silicification and sulphidation, although in places high-grade gold mineralization is associated with strongly altered and weakly foliated diorite.

Deposit Types

The Volta Grande Gold Project is situated along a major ductile deformation zone within the west-northwest trending Três Palmeiras Greenstone Belt. It is underlain by west-northwest trending and steeply south dipping gneisses of metasedimentary and/or metavolcanic origin, and syntectonic diorite. Gold mineralization is hosted by a major west-northwest trending shear zone within the diorite.

Shear zone hosted gold deposits, also known as orogenic lode gold deposits, are common in most Archean granitoid-greenstone terranes. Shear zone hosted gold deposits have formed at all times through geological history and are associated with regionally metamorphosed terranes where they exhibit a strong relationship with regional arrays of major shear zones. Mineralization occurs often in second or third order structures in close association to crustal scale structures.

Work carried out by TVX and Belo Sun indicates that the Volta Grande Gold Project is situated in a geologic environment similar to gold deposits in this part of South America, such as the oxide zones of several gold and copper-gold deposits in the Carajas region of Brazil and other gold deposits in neighbouring countries in South America, such as Las Cristinas and El Callao gold deposits in Venezuela, the Wenot Zone of the Omai Gold Mine in Guyana, and Gross Rosebel gold deposit in Suriname.

Lateritic and saprolitic gold deposits are typically situated in tropical environments, such as the northern part of South America, the Caribbean islands, Central Africa, Australia, and Southeast Asia. In these environments, gold is mechanically transported and distributed in a volume of lateritic material overlying the mineralized structures in bedrock.

In the Amazon basin of Brazil, alluvial gold deposits are generally situated in material overlying primary mineralization, with very little, if any, lateral transport. In general, the creeks along which alluvial mining is carried out coincide with structures associated with zones of hydrothermal alteration that host the gold deposits.

Mineralization

Gold mineralization at the Volta Grande Gold Project is of two types: primary gold in intrusive rocks and secondary gold in saprolitic rocks. Both types of mineralization occur along a major shear zone and are therefore classified as shear zone-hosted. In general, gold mineralization in bedrock is associated with sulphides (pyrite and/or arsenopyrite) and occurs in zones of intense hydrothermal replacement. These are:

- Intense silicification with fine-grained sulphide (predominantly arsenopyrite) within strongly sheared diorite, such as at the Grota Sêca area;
- Weak to moderate silicification in diorite with minor sulphides (mainly pyrite), such as at the Ouro Verde area; and
- Intense silicification overprinted by sulphide alteration (pyrite) and potassium alteration (sericitization), such as in the South Block area.

In all cases, the distribution of alteration assemblages and replacement textures suggests evolution of fluid-rock alteration. The initial hydrothermal alteration involved silicification (quartz flooding) of the host diorite. Subsequent alteration included replacement by pyrite and/or arsenopyrite, followed by potassium feldspar alteration and sericitization. Finally, all of the rocks in the area were subjected to carbonate alteration. This alteration is evidenced by the presence of numerous calcite veinlets in the diorite as well as in the metavolcanic rock. In the Technical Report, gold mineralization is interpreted to occur as a result of changes in chemical conditions or

mineralizing fluids in response to progressive fluid-rock interaction, in particular, with the introduction of sulphide mineralization.

Gold mineralization at the Volta Grande Gold Project occurs primarily in intrusive rock; subordinate mineralization occurs in saprolitic rock. Primary gold mineralization is associated with altered diorite within a 300m wide alteration zone, which straddles the contact zone between the intrusive and the metasedimentary rock. Gold occurs in a stack of mineralized zones ranging in size from strike trends over 1 km long, with depths from surface to approximately 400m and true thickness ranging up to 50m. The dip of the mineralized zones is generally moderate to steep (50 to 85 degrees) to the south. Two large mineralized areas occur in the northwestern portion of the North Block, Ouro Verde and the southern portion of the North Block, Grota Seca. Mineralization in the Ouro Verde area extends for approximately 1,100m along an approximate northeast- southwest strike and extends to a vertical depth of 540m below surface. Mineralization in the Grota Seca area extends for approximately 2,900m along a west-northwesterly trend and extends to a vertical depth of 400m below surface.

Exploration

In 2004, Belo Sun became the operator of the Volta Grande Gold Project and commenced exploration on the various target areas on the property, starting with the North Block.

Airborne Geophysical Survey

From May 21, 2007 to June 7, 2007, Fugro/Lngenharia e Prospecções S.A. ("**Fugro**") of Rio de Janeiro carried out a combined airborne magnetic and radiometric survey over the entire property. Flight lines (north-south) were spaced 200 m apart, with control lines (east-west) 2,000 m apart, and ground clearance was 50 m. The objective of this survey was to obtain baseline data and associated parameters in relation to gold mineralized areas that have been (and still are being worked) by garimpeiros, as well as locations for infrastructure for conceptual development of the area. In total, approximately 3,087 linear km were flown covering an area of 55 km^2. Results of the airborne geophysical survey indicate that airborne linear magnetic highs correspond with areas underlain by intrusive rocks, close to garimpeiro workings.

Geochemical Surveys

In 2007, the Corporation carried out soil sampling (4,427 samples) and detected seven new anomalous areas on the South Block and one new target area (Grota Sêca North) on the North Block. These areas have not yet been tested by drilling.

Diamond Drilling

From June 2006 to December 2008, Belo Sun carried out diamond drilling on the North and South Blocks of the Volta Grande Gold Project in three phases. In the Technical Report, it is opined that the field procedures used during the exploration programs by TVX and Belo Sun are in keeping with industry standards.

Recent Work

In early 2010, Belo Sun commenced exploration in various target areas on the property, starting with the Ouro Verde area of the North Block. From March to September 2010, Belo Sun carried out diamond drilling on the North Block of the Volta Grande Gold Project and reinterpreted the magnetic and gamma-ray spectrometry 2007 airborne geophysical survey.

In the period between October 18, 2010 and November 26, 2010, a spectral induced polarization (IP) survey was completed by Fugro over the Volta Grande Gold Project. During this time, 31, 950 line m were surveyed using the pole-dipole array in the time domain with 50 m spacing.

In July 2011, an exploration oriented Landsat 7ETM/TM image interpretation at a 1:100,000 scale was carried out over 6,000 km^2 of the Volta Grande Gold Project and surrounding areas by Barry McGrail & Associates, Australia. In addition, a 1:60,000 scale photogeological interpretation, compiled at 1:50,000 scale over a 1,000 km^2 area, within the Landsat project area was also completed. The final results were presented as lithostructural maps in MapInfo format.

In August 2011, a light detection and ranging and aerophotographic survey was carried out over the Volta Grande Gold Project by Topografia Engenharia e Aerolevantamentos S.S. Ltda. (Topocart), Brazil.

The Geological Survey of Brazil database covering the Três Palmeiras Greenstone Belt was reviewed and regional field reconnaissance, including rock and soil sampling, as well as mapping, was undertaken.

Interpretation of radiometric and magnetic airborne data was aimed at understanding the signature of the Volta Grande gold deposit. This work resulted in a preliminary structural study of the gold bearing shear zone at the Volta Grande Gold Project; the latter work was completed in September 2010.

Belo Sun has commissioned sequence oriented core determinations for the Ouro Verde and Grota Seca deposits. A total of 315 measurements were completed on core. Results from this analysis are being integrated into an understanding of structural control on mineralization at the Volta Grande Gold Project.

From June 24, 2012 to September 6, 2012, Prospectors Aerolevantamentos e Sistemas Ltda. from Rio de Janeiro carried out a combined airborne magnetic and radiometric survey over the entire Três Palmeiras Greenstone Belt. Flight lines (northeast-southwest) were spaced 200m apart, with control lines (northwest-southeast) 2,000m apart, and ground clearance was 50m. The objective of this survey was to obtain baseline data and associated parameters in relation to gold mineralized areas that have been (and are still being worked) by garimpeiros. In total, approximately 15,000 linear km were flown covering an area of 2,677km2. Data are still being processed and final results are expected to be received by the beginning of October 2012.

Drilling

Previous Drilling

From 1995 to 1998, TVX explored the Volta Grande property by some 115 surface diamond drill holes and 11 RC drill holes. Three sizes of drill core were recovered: BQ (3.2 cm diameter), NQ (4.2 cm diameter), and HQ (7.1 cm diameter).

From June 2006 to December 2008, Belo Sun carried out a total of 72 diamond drill holes on the North and South Blocks of the Volta Grande property.

The drilling contractors for the different periods were:

- 1995 to 1998 drilling: Diana Drill of São Paulo, Brazil.
- 2006 drilling: Geoserv Pesquistas Geologicas S/A ("**Geoserv**") of Rio de Janeiro, Brazil.
- 2007 and 2008 drilling: Geosol – Geologia e Sondagems S/A ("**Geosol**") of Belo Horizonte, Brazil.
- 2008 drilling: Geoserv.

During the drilling programs, HW size core was recovered from the near surface saprolitic material. Thereafter, the hole was reduced and NQ size core of the bedrock material was recovered.

Recent Drilling

From March 2010 to January 2011 to date, Belo Sun carried out diamond drilling and RC drilling on the North and South Blocks of the Volta Grande property.

The drilling contractors for the drilling programs are Geosol, Rede Engenharia e Sondagem S.A. and Geosedna, all contracted in Brazil. Similar to the previous programs, HW size core is recovered from the near surface saprolitic material. Thereafter, the hole is reduced and NQ size core of the bedrock material is recovered.

In total, 117,071.34m of drilling (509 holes) have been completed to date on the Volta Grande Gold Project. This includes drilling on the Ouro Verde deposit area as well as the Grota Seca deposit and South Block targets.

The procedures used during the current diamond drilling programs are similar to the ones by previous drilling campaigns. A rigorous program of recording RQD (as defined herein) and density measurements on drill core is being carried out by Belo Sun field personnel.

In general, core recovery during recent drilling campaigns has commonly been more than 95%.

Sampling Method and Approach

Historic Work

Drill core was logged by TVX geologists using logging forms, marking lithologic contacts, structural features and alteration and/or mineralization assemblages. Core recovery and core orientation were noted as part of the drill hole logging to determine the true orientation of planar and other structural features, such as bedding and fractures, intersected in the drill core.

Mineralized and altered intervals of core were split and sent for assay. In general, sample lengths were one m. Core samples were taken by splitting or sawing the core longitudinally. Half of the core was sent to an assay laboratory and the other half was retained for reference. TVX used the NOMOS laboratory ("**NOMOS**"), a laboratory owned by Rio Tinto Mining in Rio de Janeiro, Brazil, as the primary laboratory for its assays. At NOMOS, some 19,000 samples were assayed by the fire assay method. TVX also used well known commercial assay laboratories, such as Bondar-Clegg and SGS laboratories in Canada and Metais Speciais Laboratories in Brazil, and used standard procedures for check assays.

From 1997 to 1998, TVX carried out an RC drilling program on the Volta Grande Gold Project. Drill chip logging, sampling, and assaying procedures were similar to the ones used during the diamond drilling program. The routine density measurements were not done on diamond drill core or RC drill cuttings, as part of TVX's drill hole logging.

Work Prior to 2010

Core drilling was undertaken by Geoserv. Drilling utilized HQ equipment for weathered material and NQ for unweathered rock. Drill core is stored in core sheds at the Volta Grande Gold Project exploration camp.

All borehole collar locations were surveyed and marked in the field using a global positioning system ("**GPS**") instrument. Down hole surveys were performed at 50 m intervals using Maxibore equipment.

Logging was completed by depicting all down hole data including assay values. All information was recorded on handwritten logs, including:

- Lithological contacts;
- Descriptive geology;
- Intensity of various alteration types;
- Structural features, such as foliation, fracture and brecciated zones;
- Core angles;
- Core diameter;
- Downhole inclination;
- Percent core recovery record (in general, this was 98%);
- Geotechnical data, such as the numbers of fractures per m;
- Rock quality designation ("**RQD**") measurements; and
- Maintaining a photographic record of the core with a digital camera. Photographs were taken of all exploration drill core and key information was summarized in a digital database.

Mineralized drill core intervals to be sampled were identified and marked. Sample lengths were usually approximately one m. Visual indicators of the intervals to be sampled include lithologic contacts and altered rock, such as hematitic, silicified, sericitic, and sulphide zones. The sampling procedure was as follows:

- The entire drill core was sampled with individual sample lengths of one m;
- Sample intervals were marked by metal tags in the core box, and were normally extended for several m into unmineralized rock;
- Prior to sampling, the drill core was marked by a line drawn along the core, so that systematically one side of the core (with hatched lines) was sampled;

- Sample tags were inserted at the beginning of each sample;
- Sample tags were inserted in the same bags only after the samples were collected; and
- Sample bags were numbered prior to sampling.

Work Since 2010

The methodology of sampling the drill core is similar to that used prior to 2010. In addition, Belo Sun crews carry out systematic density determinations and RQD, and other geotechnical measurements on drill core. Furthermore, Belo Sun sends half the split drill core to Itaituba, State of Pará, Brazil, for sample preparation. Thereafter, the sample pulps are sent to ACME Analytical Laboratories Ltd. ("**ACME**") in Santiago, Chile, for gold assays. The remaining sample rejects are sent back to the Volta Grande camp, where they are stored.

All borehole collars were surveyed according to UTM coordinates (SAD69 datum, Zone 22S), using differential GPS equipment before drilling started, once the drilling equipment was in position, and once drilling had been completed and concrete markers had been set. Down hole surveys were completed at three m intervals using a Maxibore down hole survey tool. Core recovery exceeds 95 percent in unweathered rock (which is high). All drill core was logged by geologists with direct digital entry of data into a comprehensive database program.

Core intervals to be sampled were identified and marked by Belo Sun's geologists. Sample intervals must range from 0.4 m minimum to 1.6 m maximum with support of 1.0 m. Visual indicators of the intervals to be sampled included lithological contacts and hydrothermal alteration zones (sulphidation, silicification and quartz veining) that can modify the one m sampling interval.

The sampling procedures were as follows:

- Drill core was brought in by authorized exploration personnel one or more times per shift from the drill rig directly to a drill logging and sampling area, which was fenced within the Volta Grande exploration camp. The latter also has an outside fence. Within 48 hours, the material core intervals were photographed, logged, and sampled;
- Sample intervals were marked with metal tags in the core box;
- Prior to sampling, the drill core was marked by a line drawn along the core, so that systematically one side of the core (with hatched lines) was sampled. The other half core was retained for future reference;
- Sample tags were inserted at the end of each sample;
- Sample tags were inserted in the same bags only after the samples were collected;
- Sample bags were numbered prior to sampling;
- Each sample was assigned a unique sample number that allowed it to be traced through the sampling and analytical procedures, for validation against the original sample site; and
- Marked sample intervals were cut in half using a diamond saw, and the half core was sent to the preparation lab (ACME) on site or to ACME preparation laboratory in Itaituba, Brazil, where the samples were prepared for sending for analysis to ACME laboratory in Santiago, Chile.

Sample tags and quality control samples were generated by a database program that automatically generated quality control sample numbers in sequence with the core samples. Belo Sun has implemented an innovative colour code system for the quality control of the samples to reduce errors made by technical staff in selecting certified reference material and other quality control samples.

Sample Preparation, Analyses, and Security

Historic Work

Sample preparation for drill core and RC chip sampling was done at a sample preparation laboratory at the site. The security measures taken to ensure the validity and integrity of samples taken are unknown. Samples were sent to NOMOS, which was the primary laboratory used for assaying. Assaying and analytical procedures used by NOMOS are not well documented. Rejects were stored onsite. Umpire check assaying was performed on drill core samples at secondary laboratories Bondar-Clegg and SGS in Canada, and Metais Especiais in Brazil.

Drill Core Sampling

Mineralized and altered intervals of core were split and sent for assay. In general, sample lengths were one m. Core samples were taken by splitting or sawing the drill core longitudinally in half. Half of the core was sent to an assay laboratory and the other half was retained for reference. Samples were assayed by the fire assay method. Procedures for sample preparation of drill core samples included the following:

- Crushing the two to three kg sample to quarter-inch size using a jaw crusher;
- Grinding the sample to 20 mesh and subsequently pulverizing it to 200 mesh using a ring mill;
- Thoroughly mixing the sample and separating it using a Jones splitter. Separating a 250-gram aliquot for assay and keeping the remaining 1.75-kg reject in temporary storage for further processing; and
- Carrying out fire assays with atomic absorption finish on a 50-gram aliquot of the sample.

Reverse Circulation Chip Sampling

The sampling preparation methods included drying, splitting using a Jones splitter and pulverizing, as follows:

- Collection of a 30 to 40 kg sample. If the sample was wet, it was dried first;
- Thoroughly mixing the sample and splitting it using a Jones splitter, and separating a two kg aliquot for processing;
- Pulverizing the two kg subsample to 200 mesh using a Ring mill;
- Thoroughly mixing the sample and splitting it again using a Jones splitter; and
- Separating a 250-gram aliquot for assay and keeping the remaining 1.75-kg reject in temporary storage for further processing.

Work Prior to 2010

The sampling procedures were as follows:

- Drill core was brought in by authorized exploration personnel one or more times per shift from the drill rig directly to a drill logging and sampling area, which is fenced within the Volta Grande exploration camp. The latter also has an outside fence. Within 48 hours, the material core intervals (for example, potentially mineralized intervals) were photographed, logged, and sampled;
- Sampling of drill core was done at one m intervals. Samples were handled only by the Corporation's personnel, and were sent to SGS Geosol Laboratories ("**SGS**"), Belo Horizonte, Minas Gerais, Brazil, where the samples were crushed, ground, and gold assays were carried out by fire assay;
- Each sample was assigned a unique sample number that allowed it to be traced through the sampling and analytical procedures, for validation against the original sample site. The second half of the split core was stored at the Volta Grande exploration camp site as a control sample, available for review and resampling, if required; and
- At SGS, standards were inserted after every ten samples. In addition, a blank determination was conducted with each batch.

Determination of the gold content was carried out on all sampled drill core. The drill core was stored in an enclosed area at the Volta Grande exploration camp site, and samples were handled only by Belo Sun-authorized personnel.

A previous report indicates that sample preparation procedures at SGS were similar to those used at commercial laboratories in Canada and included, in particular:

- Crushing the split sample to ten mesh and grinding it to 150 mesh;
- Cleaning the pulverizer after each sample using cleaner sand to avoid cross-contamination of samples; and
- Determination of the gold content by the fire assay method using a 50-gram aliquot of the sample.

Analytical procedures for determination of gold by fire assay and atomic absorption spectrophotometer ("**AAS**") finish at SGS included:

- A homogeneous, pulverised sample was weighed (typical sample size was 30 grams for FAA313 or 50 grams for FAA505) and transferred to a heat-resistant crucible. Flux was added and the crucible was placed into an oven for one hour. The crucible was then removed from the oven and the sample was poured into the mold;
- The lead button was separated, weighed and placed into a cupellation oven for approximately one hour. The produced doré bead was placed into test tubes and dissolved with nitric acid and hydrochloric acid in a water bath; and
- Gold was analyzed by an AAS.

Work Since 2010

Sample preparation was undertaken by the preparation laboratory adjacent to the Volta Grande exploration camp. The preparation lab was independently managed by ACME labs. Sample preparation was also undertaken by the ACME preparation laboratory in Itaituba, Brazil, when the sample volume was too large for the on-site laboratory to manage.

All core sample and quality control samples were delivered to the ACME preparation laboratory in sealed plastic barrels with samples in zip strap sealed plastic bags. Samples were logged into the laboratory and assigned barcodes. Sample pulps were shipped to the ACME Laboratory in Santiago, Chile, independently of Belo Sun for assaying.

The samples were weighed (2.5 to 3.0 kgs per m) and dried for four hours at 60 degrees Celsius. Samples were crushed to 80 percent passing 10 mesh (2 millimetres). A 1,000-gram split was pulverised to 85 percent passing 200 mesh (75 microns). A 150-gram split (pulp) was analysed by 50-gram fire assay with AAS finish; samples that yielded greater than 10 parts per million gold were reanalyzed by 50-gram fire assay with gravimetric finish.

Replicate pulp assays (duplicates) were analyzed by ACME Laboratory, and check assays were analyzed by ALS Chemex in Minas Gerais, Brazil. Rejects were sent back to site and stored.

Specific Gravity Data

Belo Sun carried out specific gravity determinations during the 2010 and 2011 drilling programs. Specific gravity was measured by Belo Sun at site on core samples using the standard weight in air and weight in water procedure from complete sample intervals. Split core was used for the measurements. The entire split core from one sampled interval was used for each determination. One sample per box was measured. Specific gravity standards were used informally by Belo Sun. The scale was certified and re-certified at manufacturer suggested intervals. Following earlier recommendations by SRK Consulting (Canada) Inc. ("**SRK**"), Belo Sun uses a set of certified weights to check the accuracy of the scale.

If specific gravity is lower than 2.50 or greater than 3.20, the test was repeated for validation. A total of 524, 1,156 and 68 specific gravity measurements were taken from unweathered material at Ouro Verde, Grota Seca and South Block, respectively, and five from saprolite material.

Following past recommendations by SRK, Belo Sun implemented specific gravity measurements using an in situ sand replacement method. For this method a flat surface is prepared on the ground in which a hole is dug with known dimensions. The excavated soil is weighed. A bottle with measuring sand of known specific gravity is weighed, then the hole is filled with said sand and the bottle weighed again. From the weight difference of the sand bottle, the volume of excavated soil can be determined. From the known weight and volume of the soil its specific gravity can be determined.

Quality Assurance and Quality Control

<u>June 2010 to February 2011 Period</u>

Belo Sun implemented external quality control measures on all sampling, consisting of control samples in all sample batches submitted for assaying, including field blanks, and certified standards. Field blanks consisted of one coarse blank and one commercially certified fine blank material (OREAS 22b). Three commercially certified

gold standards sourced from Ore Research & Exploration Pty Ltd ("**ORE**"), Australia, two from Instituto de Tecnologia August Kekulé ("**ITAK**"), Brazil, and one from Rocklabs Ltd, New Zealand, were used on all sampling. The control samples were inserted every 20 samples and replicate pulp assays (duplicates) of mineralised rock were also taken. In addition, umpire laboratory testing was performed on approximately five percent of samples sent to ACME. The quality control data related to the period of June 2010 and February 2011 was independently reviewed by Scott Wilson RPA in the technical report of the Corporation dated February 25, 2011.

March 2011 to November 2011 Period

During this period, Belo Sun implemented external analytical quality control measures on all sampling consisting of using control samples in all sample batches submitted for assaying, including field blanks and certified standards. Field blanks comprise coarse blank material sources from building stone or sand, and two commercially certified fine blank material, OREAS 22b sourced from ORE, and ITAK-BLK sourced from ITAK. Five commercially certified gold standards sourced from ITAK and two from ORE were used on all sampling. Additionally, one standard was certified by Geomatek, a joint venture between Geomarketing (Brazil) and Agoratek International (USA) for Belo Sun.

Control samples were inserted every 20 samples and replicate pulp assays (duplicates) of mineralized rock were also taken. In addition, umpire laboratory testing was performed on approximately five percent of samples.

The quality control data related to the period of March 2011 and November 2011 was independently reviewed by SRK in the technical report of the Corporation dated March 7, 2012.

November 2011 to May 2012 Period

SRK reviewed analytical quality control results for the period spanning the end of October 2011 to the beginning of March 2012. During this period, the quality control measures largely remained the same as described above. Belo Sun used four ranges of standards (low grade 1, low grade 2, mid grade and high grade). Belo Sun stopped using control sample ITAK-535 after exhaustion. It was replaced by Au BT prepared from low grade mineralization from the Volta Grande Gold Project. Belo Sun also stopped using OREAS 50c and OREAS 54Pa because they were difficult to import from Australia and began to use control samples with a lithological matrix similar to that of the Volta Grande Gold Project. OREAS 50c and OREAS 54Pa were replaced by ITAK-535 and ITAK-525, respectively. The control samples were sourced from ITAK and Geomatek. In addition to the independent quality assurance/quality control ("**QA/QC**") program review by SRK, Belo Sun includes the revision and approval of the quality control results for the South Block data.

Control samples were inserted every 20 samples and replicate pulp assays (duplicates) of mineralized rock were also taken. In addition, umpire laboratory testing was performed on approximately 5 percent of samples.

In the last audited mineral resource (with an effective date of April 25, 2012), SRK recommended that quarter core samples should be submitted periodically as an additional quality control measure.

The quality control data related to the period of November 2011 and May 2012 was partially independently reviewed by SRK in the technical report dated as of June 8, 2012.

Data Verification

Quality control measures are set in place by Belo Sun and include independent verifications of assaying that involve external quality control measures on all sampling. Assaying protocols involve replicating assays (pulp duplicates), inserting certified quality control samples (field blanks and standards) and check assaying.

Regular analysis of quality control data is undertaken by Belo Sun and uses the following criteria for accepting a batch:

- If one standard fails between two standard deviations and three standard deviations, and no other failure occurs in the batch, the batch is accepted;
- If a standard fails beyond three standard deviations, the standard is classified as:

    - Accepted – if another standard (same type) was classified as approved, and all of the others control samples were approved in the same batch;
    - Accepted – if a high grade standard assayed via gravimetic finish failed and any other sample was not analysed, the batch is approved;
    - Accepted – if the moving average stays between two standard deviations, and all of the others control samples were approved in the same batch; and
    - Failure – if above conditions were not applicable;
- If two or more standards fail between two standard deviations and three standard deviations in a batch, the batch is classified as failure;
- If a standard and the nearest blank fail in a batch, the batch is classified as failure; and
- If both blanks (coarse and fine) fall over the warning line, the batch is classified as failure until the next and/or the previous blank sequence.

Belo Sun has carried out unscheduled visits to ACME preparation laboratory in Itaituba, Brazil, to check on sample preparation techniques and methodology.

Site Visit

The exploration work is inspected by Mr. Carlos H. C. Costa, P.Geo, on a monthly basis. During the site visits, Mr. Costa verifies the follow activities:

- Specific gravity measurements,
- Drill hole program,
- Drill core descriptions,
- Drill hole locations,
- Drill core sampling,
- ACME sample preparation lab, and
- QA/QC chain of custody.

Database Verifications

Belo Sun adopted a group of rules to mitigate the possible database errors. A centralized database system that merges the description of the drill core, the drill hole deviation table, the sampling letter and the assays results in a single MS-Access database was developed by Belo Sun. Automatic validations as duplicate samples overlap and gaps are performed during the data import.

Recent Independent Verification by SRK

For the technical report of the Corporation dated June 8, 2012 (effective date April 25, 2012), SRK observed drilling, core handling and logging undertaken by Belo Sun. SRK relogged 18 boreholes drilled by Belo Sun. SRK also observed procedures for core sampling, assigning sample numbers and insertion of assay quality control samples developed by Belo Sun and implemented in all aspects of the sampling process. SRK visited the ACME sample preparation laboratory also located at the Volta Grande Gold Project site. SRK considered the laboratory equipment and procedures appropriate for crushing and pulverizing core samples. SRK considered that the laboratory is appropriately managed by ACME.

SRK also visited ACME Analytical Laboratories S.A. located in Santiago, Chile on June 30, 2011. SRK reviewed fire assay, gravimetric and AAS facilities used for gold analysis. According to SRK, Pamela Muñoz, Quality Control Manager for the ACME laboratory, and her staff were very knowledgeable and provided SRK with details on the laboratory operations. SRK reviewed procedures and equipment used for gold fire assays including:

- Sample pulp handling and electronic sample tracking system;
- Fire assay procedures including automated addition of flux to samples;
- Cupellation and digestion procedures;
- Gravimetric determination of gold; and
- Atomic absorption determination of gold.

SRK concluded that ACME analytical laboratory uses procedures and equipment that are adequate for the analysis of gold samples from the Volta Grande Gold Project. The management system of the ACME laboratory is accredited to ISO 9001 and is working towards an ISO 17025 certification.

Verification of Analytical Quality Control Data

Belo Sun verified the control data of South Block drill holes produced from March 2011 to May 2012. Standards and blank data were summarized on time series plots to highlight the performance of the control samples. Paired data (pulp duplicates and umpire check assays) were analyzed using bias charts and relative precision plots.

The external quality control data produced on this project represent approximately 15 percent of the total number of assayed core samples.

No failures in the field sample blanks above the warning lines were identified in the South Block batches.

Overall, the certified standards perform within expected ranges and mean grades are similar to expected values. However, there are some certified standards values above two and three standard deviations.

Belo Sun uses control samples, field blanks and certified standards, to classify a batch as accepted or failed based on the criteria above. Belo Sun had a failure rate of nine percent of the batches, 100 percent of the failures came from standards. These batches were re-assayed and their results replaced the failed batch's data.

In addition, Belo Sun performs particle size analysis in order to check the sample preparation protocol adopted by ACME. Just one fail was observed in 261 check tests.

Overall, Belo Sun considers that the analytical quality control data reviewed attests that the assay results delivered by the primary laboratory are sufficiently reliable for the purpose of resources estimation. The data examined by Belo Sun do not present obvious evidence of analytical bias.

Mineral Resource Estimates

The Technical Report is an update of the previous technical report of the Corporation prepared by SRK, dated June 8, 2012. Belo Sun followed the same procedures for mineral resource estimation, mineral resource classification and QA/QC protocols. The Technical Report includes additional estimated mineral resources for the South Block targets. The mineral resource estimates of the Ouro Verde and Grota Seca deposits remain the same as presented in the June 8, 2012 technical report.

Belo Sun estimated the mineral resources of South Block based on the database of drilling completed by TVX and Belo Sun by constructing a block model of the mineralized zones. GEMS™ software was used by Belo Sun to construct the geological solids, prepare assay data for geostatistical analysis, construct the block model, estimate gold grades and tabulate mineral resources.

The mineral resources have been estimated in conformity with generally accepted Canadian Institute of Mining, Metallurgy and Petroleum ("**CIM**") Estimation of Mineral Resource and Mineral Reserves Best Practices Guidelines and are reported in accordance with NI 43-101. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the mineral resource will be converted into mineral reserves.

Resource Database

The database used to evaluate the mineral resources of the Grota Seca deposit consists of 94 surface diamond drill holes and 11 RC drilling completed from 1995 to 1998 by Volta Grande Mineração Ltda, 26 surface diamond drill holes completed from 2006 to 2008 by the Corporation and 164 surface diamond drill holes and nine RC drilling completed by Belo Sun since March 2010; totaling 67,241.58m of drilling.

The database used to evaluate the mineral resources of the Ouro Verde deposit consists of 15 surface diamond drill holes from1995 to1998 by Volta Grande Mineração Ltda, 30 surface diamond drill holes completed from 2006 to 2008 by the Corporation and 112 surface diamond drill holes completed by Belo Sun since March 2010; totaling 39,569.32m of drilling.

The database used to evaluate the mineral resources of the South Block targets consists of 6 surface diamond drill holes from1995 to 1998 by Volta Grande Mineração Ltda, 16 surface diamond drill holes completed from 2006 to 2008 by the Corporation and 26 surface diamond drill holes completed by Belo Sun since March 2010; totaling 10,260.44m of drilling.

All borehole collars were surveyed according to UTM coordinates (SAD69 datum, Zone 22S). Volta Grande Mineração Ltda and the Corporation previously completed down hole surveys at approximately 50m intervals. Belo Sun down hole surveys were completed at three m intervals using a Reflex-Giro down hole survey tool. Core recovery for the project exceeds 95 percent in unweathered rock.

The drill hole data are placed in a file for each drill hole and hard copies, as well as digital copies, are stored at the Volta Grande exploration camp. Digital copies of the drill hole data are also sent to the company's regional office in Belo Horizonte. Drill hole data, plotted on cross-sections (1:1,250) at approximately 50 m to 25 m intervals provide the basis for the geological interpretation and estimation of average grades of resource areas. All drill core, survey, geological, and assay information used for the resource estimate is maintained at Belo Sun's office in Belo Horizonte as well as at the Volta Grande exploration camp.

Resource Estimation Procedures

Belo Sun prepared the mineral resource estimate following the routines as described below:

- Database compilation and verification;
- Construction of wireframe models for the boundaries of the gold mineralization via interpretation of vertical and horizontal sections;
- Definition of resource domains;
- Data conditioning (compositing and capping) for geostatistical analysis and variography;
- Block modelling and grade interpolation;
- Resource classification and validation; and
- Assessment of "reasonable prospects for economic extraction" and selection of appropriate reporting cut-off grade.

Grade Estimation

In the Ouro Verde and Grota Seca deposits, Belo Sun estimated gold grades using ordinary kriging and three estimations runs with progressively relaxed search ellipsoids and data requirements. The estimation ellipse ranges and orientations are based on the variogram models developed for each deposit in Ouro Verde Zones 1, 2 and 4 and Grota Seca Zone 1. Ouro Verde Zone 3 used the variogram model for Ouro Verde Zone 2, while Ouro Verde's Zones 4 to 8 used the variogram model for Ouro Verde Zone 4. All six zones in Grota Sêca used the variogram model for Grota Sêca Zone 1. First and second estimation runs considered search neighbourhood sizes based on the second structure variogram ranges. The third estimation run considered search ellipses sized at twice the variogram ranges. The ellipse orientations for Ouro Verde Zones 7 and 8 were adjusted to better match the orientation of the gold mineralization in these zones. The estimation of the saprolite domains followed the same estimation parameters as Zone 1 and Zone 4 for Grota Sêca and Ouro Verde, respectively. All estimates used hard boundaries, using only data within each zone or saprolite domain.

In the South Block targets, Belo Sun estimated gold grades using inverse square distance method (ID2) and four estimations runs with progressively relaxed search ellipsoids and data requirements. The estimation of the saprolite domains followed the same estimation parameters as the fresh rock.

Mineral Resource Statement

Belo Sun has developed conceptual open pit shells for all deposits using the following assumptions:

- Pit bench height of 20m;
- Overall slope angle 40 degrees saprolite, 48 degrees unweathered rock;
- Mining cost of US$1.30 and US$1.05 per tonne for fresh rock and saprolite respectively;
- Processing and general and administrative costs of US$10.00 per tonne mined;
- Metallurgical gold recovery of 90 percent saprolite and 95 percent unweathered rock; and

- Gold price of US$1,300 per troy ounce.

Mineral resources were estimated in conformity with generally accepted CIM Estimation of Mineral Resource and Mineral Reserve Best Practices Guidelines. The mineral resources may be affected by further infill and exploration drilling that may result in increases or decreases in subsequent resource estimates. The mineral resources may also be affected by subsequent assessments of mining, environmental, processing, permitting, taxation, socio-economic and other factors.

The effective date of the mineral resource statement is July 26, 2012.

MINERAL RESOURCE STATEMENT

Belo Sun Mining Corp. – Volta Grande Gold Project, Brazil

VOLTA GRANDE PROJECT RESOURCE ESTIMATE		MEASURED	INDICATED	MEASURED + INDICATED	INFERRED
Ouro Verde Pit Constrained	Tonnes ['000s]	16,473	10,118	26,591	17,188
	Grade (g/t Au)	1.81	1.69	1.77	1.68
	Ounces ['000s]	958	551	1,510	930
Grota Seca Pit Constrained	Tonnes ['000s]	17,794	7,968	25,762	18,107
	Grade (g/t Au)	1.62	1.58	1.61	1.66
	Ounces ['000s]	927	405	1,333	963
South Block Pit Constrained	Tonnes ['000s]				3,650
	Grade (g/t Au)				2.64
	Ounces ['000s']				310
Total Pit Constrained	**Tonnes ['000s]**	**34,267**	**18,086**	**52,353**	**38,945**
	Grade (g/t Au)	**1.71**	**1.65**	**1.69**	**1.76**
	Ounces ['000s]	**1,886**	**957**	**2,843**	**2,203**
Ouro Verde Underground	Tonnes ['000s]				243
	Grade (g/t Au)				2.75
	Ounces ['000s]				21
Grota Seca Underground	Tonnes ['000s]	14	84	98	421
	Grade (g/t Au)	2.34	3.33	3.18	3.77
	Ounces ['000s]	1	9	10	51
South Block Underground	Tonnes ['000s]				381
	Grade (g/t Au)				3.82
	Ounces ['000s]				47
Total Underground	**Tonnes ['000s]**	**14**	**84**	**98**	**1,045**
	Grade (g/t Au)	**2.34**	**3.33**	**3.18**	**3.55**
	Ounces ['000s]	**1**	**9**	**10**	**119**
GRAND TOTAL Volta Grande Gold Project	**Tonnes ['000s]**	**34,281**	**18,170**	**52,451**	**39,990**
	Grade (g/t Au)	**1.71**	**1.65**	**1.69**	**1.81**
	Ounces ['000s]	**1,887**	**966**	**2,852**	**2,322**

Notes:

Mineral resources are not mineral reserves and do not have a demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates. The statement is reported at a cut-off grade of 0.5 g/t Au for open pit mineral resources, and 2.0 g/tAu for underground (outside of pit) mineral resources. The cut-off grades are based on a gold price of US$1,300 per troy ounce and metallurgical recoveries of 90 percent for saprolite and 95 percent for unweathered material.

Proposed Exploration and Development Activities

To continue development of the Volte Grande Gold Project, the Technical Report recommended the following programs:

- Continued exploration drilling on the Ouro Verde and Grota Sêca deposits to delineate possible extensions of mineralization along strike and down dip as well as infill drilling on a grid spacing of about 50m by 50m across identified areas of mineralization. Approximately 60,000m of drilling were recommended. As at the date of this prospectus, this recommended continued exploration drilling program has been completed;
- Perform geological and structural studies to improve the understanding of the controls on the distribution of the gold mineralization in the area. These studies will be facilitated if drilling aims at recovering oriented core. As at the date of this prospectus, these studies have been completed.
- Continued exploration over South Block to identify new gold mineralization and to investigate existing gold showings at depth. As at the date of this prospectus, this has been completed; and
- Regional exploration programs (including newly acquired permits) such as high resolution airborne geophysical surveys (magnetic and electromagnetic). As at the date of this prospectus, the airborne geophysical survey and some exploration work has been completed at an aggregate cost of $1 million.

The cost of the work program was estimated at approximately US$23.4 million as detailed below:

PLANNED EXPLORATION PROGRAM AND BUDGET
Belo Sun Mining Corp. – Volta Grande Gold Project, Brazil

Description	**Cost (US$)**
Resource expansion drilling (60,000m @ US$200/m)	$12,000,000
Exploration and new target delineation drilling (10,000m @ US$200/m)	$2,000,000
Assays (70,000 samples @ US$20/sample)	$1,400,000
Regional exploration on newly acquired permits (including airborne geophysics)	$1,500,000
Staff, contractors and consultants direct cost	$6,500,000
Total	**$23,400,000**

In addition, the Corporation expects to incur costs to complete its pre-feasibility study. See "Use of Proceeds".

CONSOLIDATED CAPITALIZATION

Except as discussed below, there have not been any material changes in the share and loan capital of the Corporation since June 30, 2012, the date of the Corporation's most recently filed financial statements.

As of June 30, 2012, the Corporation had 229,810,534 Common Shares, and options to acquire 15,631,000 Common Shares issued and outstanding. After giving effect to the Offering, an additional 35,720,000 Common Shares (41,078,000 Common Shares if the Over-Allotment Option is exercised in full) will be issued. As of the date hereof, 229,878,534 Common Shares and options to acquire 19,788,000 Common Shares are issued and outstanding, and after giving effect to the Offering, as of the date hereof, 265,598,534 Common Shares (270,956,534 Common Shares if the Over-Allotment option is exercised in full) and options to acquire 19,788,000 Common Shares would be issued and outstanding.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering, after deducting the Underwriters' Fee and estimated expenses of the Offering, including expenses relating to the preparation and filing of this short form prospectus, are estimated to be approximately $47,107,600 (or $54,233,740 if the Over-Allotment Option is exercised in full).

The Corporation intends to use the majority of the net proceeds of this Offering on expenditures related to the Volta Grande Gold Project, as follows:

Use of Proceeds

Objective	**Assuming no Exercise of the Over-Allotment Option**		**Assuming the Over-Allotment Option is Exercised in Full**	
	C$Million[(1)]	**US$Million**	**C$Million[(1)]**	**US$Million**
Pre-feasibility Study	**$0.49**	**$0.5**	**$0.49**	**$0.5**
Feasibility Study				
Engineering	$8.82	$9.0	$9.80	$10.0
Logistics study	$0.49	$0.5	$0.49	$0.5
Mine design	$0.29	$0.3	$0.49	$0.5
Geotechnical studies	$0.59	$0.6	$0.88	$0.9
Tailings and waste dumps	$0.59	$0.6	$0.78	$0.8
Environmental and communities	$0.98	$1.0	$1.47	$1.5
Financial modelling	$0.49	$0.5	$0.49	$0.5
Technical report	$0.49	$0.5	$0.49	$0.5
Equipment down payments	$5.39	$5.5	$5.88	$6.0
Power line environmental assessment	$0.98	$1.0	$1.47	$1.5
Testing	$0.49	$0.5	$0.49	$0.5
Village relocation	$0.98	$1.0	$2.94	$3.0
Additional property acquisitions	$0.98	$1.0	$1.96	$2.0
Total:	**$21.56**	**$22.0**	**$27.63**	**$28.2**
Drilling				
25,000 m of drilling for additional resource expansion (at US$200 per metre)	$4.90	$5.0	$4.90	$5.0
15,000 m of drilling on regional targets (at US$200 per metre) and regional exploration	$4.90	$5.0[(2)]	$4.90	$5.0[(2)]
Assays for 40,000 samples	$1.18	$1.2	$1.18	$1.2
Geology and operating costs including field expenses, camp costs, travel and land fees	$3.43	$3.5	$3.43	$3.5
Belo Horizonte support personnel, contract and staff	$6.13	$6.3[(3)]	$6.13	$6.3
Total	**$20.54**	**$21.0**	**$20.54**	**$21.0**

Working Capital and General and Administrative Costs				
Salaries	$1.17	$1.2	$1.17	$1.2
Other general corporate expenses	$3.23	$3.3	$4.31	$4.4
Total	**$4.41**	**$4.5**	**$5.48**	**$5.6**
TOTAL	**$47.1**	**$48.0**	**$54.1**	**$55.3**

Notes:

(1) Converted to C$ at an exchange rate of C$0.9801 per US$, being the noon rate of exchange between Canadian dollars and United States dollars on September 24, 2012, the last trading day prior to the date of this short form prospectus.
(2) This amount includes $500,000 to be spent on drilling recommended in the Technical Report for the Corporation's regional exploration program.
(3) This amount includes $4,250,000 to be spent on staff, contractors and direct costs recommended in the Technical Report which has not been spent to date.

The Corporation's actual use of the net proceeds may vary depending on the Corporation's operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary.

Pending the use of the proceeds described above, the Corporation may invest all or a portion of the proceeds of the Offering in short-term, high quality, interest bearing corporate, government-issued or government-guaranteed securities.

Business Objectives

The Corporation is in the process of completing a pre-feasibility study which is expected to be completed in Q1 of 2013. Assuming positive results of the pre-feasibility study, the Corporation will complete a feasibility study. The engineering and other studies that will begin during 2013 are expected to provide engineering to a level that will support a development decision for the Volta Grande Gold Project, including the estimation of a mineral reserve, additional test work, general engineering, and developing capital and operating expenditure estimates that support a production decision. The Corporation expects this to be completed in Q3 2013.

Equipment down payments include securing long lead-time items for the Volta Grande Gold Project will reduce the project risk moving into construction. The commitment to purchase such items will be made in Q2 2013.

Completion of a power line environmental assessment will provide the necessary documents for a submission to the authorities to permit the right of way and construction of the power line. The Corporation expects this work to be completed in Q2 2013.

The EIA-RIMA contemplates relocating the local village, which is expected to occur in Q2 2013. Work with the communities to develop a plan to identify potential employees will be ongoing throughout 2013.

Additional drilling on the Volta Grande Gold Project is aimed at expanding the mineral resource for the project and will be executed over the course of 2013. Approximately 20,000 metres of expansion drilling and 5,000 metres of infill drilling are planned to be completed. Approximately 60% of the such drilling will focus on the Grota Seca and Oro Verde deposits and approximately 40% of the drilling will focus on the South Block deposit.

The Corporation's allocated $5 million for regional exploration drilling will include completion of the regional exploration drilling program recommended in the Technical report.

If the Over-allotment Option is exercised in full, the Corporation will use the additional funds to complete additional optimizations studies which are not necessary to complete the Feasibility Study but will provide the Corporation with additional options and for working capital purposes.

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Corporation has agreed to issue and sell, and the Underwriters have severally (and not jointly, nor jointly and severally) agreed to purchase, as principals, on the Closing Date, all but not less than all of the Offered Shares at the Offering Price, payable in cash to the Corporation against delivery of the Offered Shares, subject to compliance with the conditions contained in the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement are several (and not joint, nor joint and several) and may be terminated at their discretion upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement. The Underwriting Agreement provides that the Corporation will pay to the Underwriters a fee of $0.07 per Offered Share and per Additional Share, if any, sold pursuant to the exercise of the Over-Allotment Option, representing 5% of the gross proceeds per Offered Share and per Additional Share, as the case may be. The Offering Price and other terms of the Offering were determined by negotiation between the Corporation and the Underwriters.

The Corporation has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part, in the sole discretion of the Underwriters, for a period of 30 days from the Closing Date, to purchase up to an additional 15% of the Offered Shares sold pursuant to the Offering, being 5,358,000 Additional Shares, at the Offering Price, to cover over-allotments, if any, and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issued upon exercise of the Over-Allotment Option are qualified for distribution under this short form prospectus. A person who acquires the Common Shares forming part of the Underwriters' over-allocation position acquires such shares under this short form prospectus regardless of whether the over-allocation position is ultimately filled through the issuance of Additional Shares on the exercise of the Over-Allotment Option or secondary market purchases.

Subscriptions for the Offered Shares will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. The Offered Shares are to be taken up by the Underwriters, if at all, on or before a date not later than 42 days after the date of the receipt for the final short form prospectus. Unless an individual physical certificate is requested by a purchaser in the United States, registration of interests in and transfers of Offered Shares held through CDS Clearing and Depository Services Inc. ("**CDS**") or its nominee will be made electronically through the non-certificated inventory ("**NCI**") system of CDS. Offered Shares registered to CDS or its nominee will be deposited electronically with CDS on an NCI basis on the closing of the Offering, which is expected to occur on or about October 10, 2012 or on such earlier or later date as the Corporation and the Underwriters may agree (the "**Closing Date**"). A purchaser of Offered Shares (other than a purchaser of Offered Shares in the United States who elected to receive an individual physical certificate) will receive only a customer confirmation from the registered dealer through which the Offered Shares are purchased. Offered Shares purchased by "qualified institutional buyers" in the United States pursuant to Rule 144A under the U.S. Securities Act will be deposited to CDS or its nominee under a separate "restricted" CUSIP number, or, if requested by such a purchaser, will be settled by delivery of an individual physical certificate.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time to an amount not greater than the Offering Price. However, in no event will the Corporation receive less than net proceeds of $1.33 per Offered Share. The effective compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Corporation.

Pursuant to rules and policy statements of certain Canadian securities regulators, the Underwriters may not, at any time during the period ending on the date the selling process for the Offered Shares ends and all stabilization arrangements relating to the Common Shares are terminated, bid for or purchase Common Shares of the Corporation. The foregoing restrictions are subject to certain exceptions including: (i) a bid for or purchase of Common Shares if the bid or purchase is made through the facilities of the TSX in accordance with the Universal Market Integrity Rules of the Investment Industry Regulatory Organization of Canada; (ii) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Underwriter or if the client's order was solicited, the solicitation occurred before the commencement of a prescribed

restricted period; and (iii) a bid or purchase to cover a short position entered into prior to the commencement of a prescribed restricted period.

In connection with the Offering, the Underwriters may over-allot or effect transactions that stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market, including: stabilizing transactions; short sales; purchases to cover positions created by short sales; imposition of penalty bids; and syndicate covering transactions. Stabilizing transactions consist of bids or purchases made for the purpose of preventing or retarding a decline in the market price of the Common Shares while the Offering is in progress. These transactions may also include making short sales of Common Shares, which involve the sale by the Underwriters of a greater number or Common Shares than they are required to purchase in the Offering. Short sales may be "covered short sales", which are short positions in an amount not greater than the Over-Allotment Option, or may be "naked short sales", which are short positions in excess of that amount.

The Underwriters may close out any covered short position either by exercising the Over-Allotment Option, in whole or in part, or by purchasing Common Shares in the open market. In making this determination, the Underwriters will consider, among other things, the price of Common Shares available for purchase in the open market compared to the price at which they may purchase Offered Shares through the Over-Allotment Option. The Underwriters must close out any naked short position by purchasing Common Shares in the open market. A naked short position is more likely to be created if the Underwriters are concerned that there may be downward pressure on the price of the Common Shares of the Corporation in the open market that could adversely affect investors who purchase the Offered Shares.

The Underwriting Agreement also provides that the Corporation will indemnify the Underwriters and their affiliates and their respective directors, officers, employees, shareholders and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make in respect thereof.

The Corporation has agreed not to offer, issue, pledge, sell, contract to sell, announce an intention to sell, sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise lend, transfer or dispose of, directly or indirectly, any Common Shares or securities convertible into or exchangeable for Common Shares, other than pursuant to rights or obligations under securities or instruments that are currently outstanding as of the date hereof(including the exercise of any warrants or options (or options issued pursuant to the Corporation's stock option plan), or (ii) enter into any swap or other arrangement that transfers to another, in whole or in part, any of the economic consequences of ownership of Common Shares, whether any such transaction described in clause (ii) above is settled by delivery of Common Shares or other such securities of the Corporation, in cash or otherwise for a period ending on the date that is 90 days after the Closing Date, without the prior written consent of BMO Capital Markets on behalf of the Underwriters (such consent not to be unreasonably withheld).

The Corporation has agreed to use its reasonable best efforts to cause such directors and officers of the Corporation, as the Underwriters may reasonably require, to execute and deliver written undertakings in favour of the Underwriters pursuant to when such individuals will agree not to sell, transfer, assign, pledge or otherwise dispose of any securities of the Corporation owned, directly or indirectly, by such directors or officers for a period of 90 days following the Closing Date, without the prior written consent of BMO Capital Markets on behalf of the Underwriters, such consent not to be unreasonably withheld.

The Offering is being made concurrently in all of the provinces and territories of Canada other than Québec. In addition, the Underwriters may offer the Offered Shares outside of Canada, subject to compliance with the local securities law requirements. The Offered Shares have not been and will not be registered under the U.S. Securities Act or state securities laws and may not be offered or sold in the United States except in a transaction exempt from the registration requirements of the U.S. Securities Act and all applicable state securities laws. Each Underwriter has agreed that, except as permitted under the Underwriting Agreement, it will not offer or sell the Offered Shares at any time within the United States. The Underwriting Agreement provides that offers and sales may be made in the United States only pursuant to Rule 144A under the U.S. Securities Act. Until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by a 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 other than in accordance with an exemption from such registration requirements.

The Corporation has applied for TSX approval of the Offering, including the listing of the Offered Shares, distributed under this short form prospectus on the TSX. Listing will be subject to the Corporation fulfilling all of the listing requirements of the TSX.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The authorized share capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of special shares of the Corporation. As at September 24, 2012, 229,878,534 Common Shares were issued and outstanding and no special shares were issued and outstanding. Holders of Common Shares are entitled to receive notice of any meetings of shareholders, to attend and to cast one vote per Common Share at all such meetings, except meetings at which only holders of another class or series of shares are entitled to vote separately as such class or series. Holders of Common Shares do not have cumulative voting rights with respect to the election of directors and, accordingly, holders of a majority of the Common Shares entitled to vote in any election of directors may elect all directors standing for election. Holders of Common Shares are entitled to receive on a *pro rata* basis such dividends, if any, as and when declared by the Corporation's board of directors at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Corporation, holders of Common Shares are entitled to receive on a *pro rata* basis the net assets of the Corporation after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority to, or on a *pro rata* basis with, the holders of Common Shares with respect to dividends or liquidation. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

PRIOR SALES

The following table summarizes the issuances by the Corporation of Common Shares (and securities convertible into Common Shares), for the 12 months inclusive prior to the date of this short form prospectus.

Date	Number of Securities	Type of Security	Price per Security/Exercise Price
October 5, 2011[3]	80,000	Common Shares	$0.50
October 5, 2011[3]	180,000	Common Shares	$0.50
November 2, 2011[2]	34,000	Common Shares	$0.34
December 6, 2011[3]	200,000	Common Shares	$0.50
December 8, 2011[3]	10,000	Common Shares	$0.25
December 8, 2011[4]	10,000	Common Shares	$0.50
December 13, 2011[3]	200,000	Common Shares	$0.50
January 11, 2012[3]	600,000	Common Shares	$0.50
January 20, 2012[3]	2,000,000	Common Shares	$0.50
January 26, 2012[3]	100,000	Common Shares	$0.50
January 27, 2012[3]	40,000	Common Shares	$0.50
January 30, 2012[3]	80,000	Common Shares	$0.50
January 31, 2012[1]	3,470,000	Options	$1.15
February 14, 2012[3]	20,000	Common Shares	$0.50
February 16, 2012[3]	40,000	Common Shares	$0.50
February 17, 2012[4]	5,800	Common Shares	$0.25

Date	Number of Securities	Type of Security	Price per Security/Exercise Price
February 17, 2012[3]	245,800	Common Shares	$0.50
February 22, 2012[3]	400,000	Common Shares	$0.50
February 23, 2012[3]	4,480,000	Common Shares	$0.50
February 25, 2012[3]	1,002,000	Common Shares	$0.50
February 25, 2012[4]	582,000	Common Shares	$0.25
February 27, 2012[3]	4,812,987	Common Shares	$0.50
February 28, 2012[3]	520,000	Common Shares	$0.50
February 28, 2012[2]	25,000	Common Shares	$0.43
February 29, 2012[3]	1,060,000	Common Shares	$0.50
March 1, 2012[3]	5,527,022	Common Shares	$0.50
March 30, 2012[2]	250,000	Common Shares	$0.60
April 27, 2012[2]	250,000	Common Shares	$0.60
April 30, 2012[1]	250,000	Options	$1.15
May 7, 2012[2]	50,000	Common Shares	$0.89
May 22, 2012[2]	68,000	Common Shares	$0.34
June 14, 2012[1]	700,000	Options	$1.17
June 15, 2012[2]	47,600	Common Shares	$0.34
July 2, 2012[1]	2,825,000	Options	$1.15
July 10, 2012[1]	1,200,000	Options	$1.15
September 7, 2012[2]	68,000	Common Shares	$0.34

Notes:
(1) Options granted to certain consultants, directors and officers. The options are exercisable for Common Shares for a period of five years.
(2) Issued upon exercise of options.
(3) Issued upon exercise of warrants
(4) Issued upon exercise of agent unit options.

TRADING PRICE AND VOLUME

Common Shares

The Common Shares of the Corporation trade on the TSX under the symbol “BSX”. The following table sets forth information relating to the trading of the Common Shares on the TSX for the periods indicated.

	Month[1]	High $	Low $	Volume
2012	September 1-24	1.58	1.15	32,923,850
	August	1.35	1.08	12,318,587
	July	1.24	1.11	5,182,597
	June	1.39	1.05	11,848,983
	May	1.26	0.76	26,202,177
	April	1.18	0.78	16,191,235
	March	1.07	0.88	7,681,543
	February[2]	1.18	0.97	11,666,891
	January	1.17	0.92	15,016,345

	Month[1]	High $	Low $	Volume
2011	December	1.25	0.91	9,008,153
	November	1.30	1.08	9,875,101
	October	1.27	0.93	11,591,627
	September	1.52	1.02	12,444,354

Notes:

(1) Prior to February 16, 2012 (the "**Graduation Date**"), the Common Shares were traded on the TSX Venture Exchange (the "**TSXV**"). Any information presented as prior to the Graduation Date is with respect to trading on the TSXV, and any information after the Graduation Date is with respect to trading on the TSX.

(2) The trading price and volume above with respect to the month of February is an aggregate of the trading price and volume of the Common Shares on the TSXV for dates prior to the Graduation Date, and the TSX for dates after the Graduation Date.

At the close of business on September 24**,** 2012, the last trading day prior to the date of this short form prospectus, the price of the Common Shares as reported by the TSX was $1.31.

RISK FACTORS

The acquisition of the securities being distributed under this short form prospectus involves a high degree of risk. Any prospective investor should carefully consider the following risk factors as well as the risk factors set forth in the AIF and the management's discussion and analysis of financial condition and results of operations for the period ended June 30, 2012, which are incorporated by reference in this short form prospectus, and all of the other information contained in this short form prospectus before acquiring any of the securities distributed under this short form prospectus. The risks described herein and therein are not the only risks facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems to be immaterial, may also materially and adversely affect its business.

In addition, the following risk factors should be carefully considered by investors:

Risk Factors

Loss of entire investment

An investment in the Offered Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Corporation.

The Corporation's securities may experience price volatility

Securities markets have recently had a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of the Corporation include macroeconomic developments locally and globally and market perceptions of the attractiveness of particular industries. There can be no assurance that continued fluctuations in mineral prices will not occur. As a result of any of these factors, the market price of the securities of the Corporation at any given point in time may not accurately reflect the long term value of the Corporation.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of the Corporation.

Gold exploration is highly speculative

Gold exploration is highly speculative, involves substantial expenditures, and is frequently non-productive. Gold exploration involves a high degree of risk. Exploration efforts are frequently unsuccessful. The Corporation cannot provide assurance that its exploration efforts will be successful.

Mining and other Regulatory Licenses and Permits

The Corporation's exploration and development activities, including mine, road, rail and port facilities, require permits and approvals from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Corporation may be required to compensate those suffering loss or damage by reason of its activities. The Corporation will be required to obtain additional licences and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no assurance that the Corporation will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

The costs and potential delays associated with obtaining the necessary authorizations and licenses and complying with these authorizations, licenses and applicable laws and regulations could stop or materially delay or restrict the Corporation from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws, regulations, authorizations or licenses, even if inadvertent, could result in interruption or termination of exploration, development or mining operations or logistics operations, or material fines, penalties or other liabilities which could have a material adverse effect on the Corporation's business, properties, results of operations, financial condition or prospects.

The Corporation can make no assurance that it will be able to maintain or obtain all of the required mineral licenses and authorizations on a timely basis, if at all. The Corporation only has exploration permits. There is no assurance that it will obtain the corresponding mining concessions. In addition, it may not obtain one or more licenses, and such failure may have a material adverse effect on our business, results of operations and financial condition.

Environmental

The Corporation's activities are subject to extensive federal, state and local laws and regulations governing environmental protection and employee health and safety. Environmental legislation is evolving in a manner that is creating stricter standards, while enforcement, fines and penalties for non-compliance are more stringent. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Furthermore, any failure to comply fully with all applicable laws and regulations could have significant adverse effects on the Corporation, including the suspension or cessation of operations.

The current and future operations of the Corporation, including development and mining activities, are subject to extensive federal, state and local laws and regulations governing environmental protection, including protection and remediation of the environment and other matters. Activities at the Corporation's properties may give rise to environmental damage and create liability for the Corporation for any such damage or any violation of applicable environmental laws. To the extent the Corporation is subject to environmental liabilities, the payment of such liabilities or the costs that the Corporation may incur to remedy environmental pollution would reduce otherwise available funds and could have a material adverse effect the Corporation. If the Corporation is unable to fully remedy an environmental problem, it might be required to suspend operations or enter into interim compliance measures pending completion of the required remedy. The potential exposure may be significant and could have a material adverse effect. The Corporation intends to minimize risks by taking steps to ensure compliance with environmental, health and safety laws and regulations and operating to applicable environmental standards.

Many of the local, state and federal environmental laws and regulations require the Corporation to obtain licenses for its activities. The Corporation must update and review its licenses from time to time, and is subject to environmental impact analyses and public review processes prior to approval of new activities. In particular, the Corporation's mineral project is located in the Volta Grande do Xingu region, in the surroundings of the area where the Belo Monte hydroelectric plant is being constructed, at Xingu River, which is one of the Amazon's most important rivers. Due to the existence of communities of indigenous peoples and the region's biodiversity, the environmental licensing process of the Belo Monte dam has attracted a great deal of attention from the local communities, non-governmental organizations, the Federal Public Prosecutor Office, the Brazilian Institute of Environment and Renewable Natural Resources, and other Brazilian and foreign institutions. Therefore, environmental licensing of the Volta Grande Gold Project may be more challenging and time consuming as compared to the environmental licensing process for other mineral projects conducted in Brazil. Belo Sun can make no assurance that it will be able to maintain or obtain all of the required environmental licenses on a timely basis, if at all.

In addition, it is possible that future changes in applicable laws, regulations and authorizations or changes in enforcement or regulatory interpretation could have a significant impact on the Corporation's activities. Those risks include, but are not limited to, the risk that regulatory authorities may increase bonding requirements beyond the Corporation's or its subsidiaries' financial capabilities.

Dilution

The Corporation will require additional funds in respect of the further development of its projects. If the Corporation raises funds by issuing additional equity securities, especially at prices lower than the Offering Price, such financing will dilute the equity interests of its current shareholders, including purchasers who acquire Offered Shares and Additional Shares pursuant to this short form prospectus.

Discretion in the use of proceeds

Management will have broad discretion concerning the use of the proceeds of the Offering as well as the timing of their expenditures. As a result, an investor will be relying on the judgment of management for the application of the proceeds of the Offering. Management may use the net proceeds of the Offering in ways that an investor may not consider desirable. The results and the effectiveness of the application of the proceeds are uncertain. If the proceeds are not applied effectively, the Corporation's results of operations may suffer.

Foreign mining tax regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Corporation's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Corporation's operations may be assessed, which could result in significant additional taxes, penalties and interest. In addition, proposed changes to mining tax regimes in foreign jurisdictions could result in significant additional taxes payable by the Corporation, which would have a negative impact on the financial results of the Corporation.

Government measures designed to regulate the acquisition of rural property by foreigners

In August 2010, the Brazilian president approved an opinion of the Brazilian Attorney General's Office that limits purchases of land in Brazil by foreigners or Brazilian companies controlled by foreigners. Contrary to the understanding prevailing at the time, the new opinion defended the validity of Law No. 5,709/71 in light of the 1988 Brazilian Constitution, imposing limits on the purchase and leasing of rural property in Brazil by foreigners. The law provides, for example, that companies whose controlling equity capital is held by foreigners may only acquire rural properties for agricultural, livestock, industrial or settlement projects upon the approval of the competent authorities, up to an individual limit per company of 100 modules (a land-measurement unit that is equivalent to 25 ha in the City of Senador José Porfírio, Pará State) for indefinite exploration. Purchases or leases in excess of this limit require the approval of the Brazilian congress. Transactions made in violation of such rules shall be considered null and void. Despite the fact that we have acquired the possession rights for an area covering 1,734 ha, which is

comprised of three distinct properties - Fazenda Galo de Ouro, Fazenda Ouro Verde and Fazenda Ressaca, where our mineral deposits are located, and also despite the fact that the legitimacy of the application of Law No. 5,709/71 and Brazilian Attorney General Office's opinion is disputable in court, the validity of the documents by which the possession rights have been acquired may be challenged, potentially resulting in the payment of compensation to the landowner or legal possessor, corresponding to 50% of the amount paid the holder of the mineral rights as Federal Royalties (i.e. CFEM) in the respective area in case the acquisition of such area is deemed null and void by the court. Federal Decree-law No. 3,365/41 granted mining activities the status of public utility and the holder of mineral rights is entitled to access the land where the deposits are located, irrespective of the acquiescence of the landowner, by means of legal mechanisms established in the Brazilian Mining Code (Federal Decree-law No. 227/67), at the exploration phase (i.e. right of access) and at the exploitation phase (i.e. mineral easement). Even if eventually the transactions relating to the acquisition of the possession rights are declared null and void in court, we would not be denied access to the land where our deposits are located and would be able to regularly operate our business under the legal mechanisms above.

Canadian Foreign Affiliate Dumping Rules

On August 14, 2012, the Canadian Department of Finance released draft legislation that included proposed section 212.3 of the Income Tax Act (Canada) (the "**Foreign Affiliate Dumping Rules**"). These rules may apply where a corporation resident in Canada (a "**CRIC**") that is, or becomes as part of a series of transactions, controlled by a non-resident corporation (the "**Non-Resident Parent**"), makes an investment in a "subject corporation". An investment in a subject corporation includes an acquisition of shares of another CRIC, where in general terms, (i) more than 50% of the fair market value of the other CRIC's property is comprised of shares of foreign subsidiaries, and (ii) at the time of the acquisition, or as part of the series of transactions, the CRIC, together with related parties, indirectly owns at least 10% of the shares of any class of any of the other CRIC's foreign subsidiaries. Where applicable, the FA Dumping Rules may deem the CRIC to have paid a dividend to its Non-resident Parent that would be subject to Canadian withholding tax, or could potentially reduce the paid-up capital of the shares of the CRIC.

At the time of the issuance of the Offered Shares, more than 50% of the fair market value of the Corporation's property will be comprised of shares of foreign subsidiaries. A potential purchaser of Offered Shares (i) that is a CRIC and (ii) that is controlled by, or that becomes at any time during the series of transactions or events that includes the purchase of Offered Shares controlled by a Non-Resident Parent, should consult its own tax advisor with respect to the potential application of the proposed Foreign Affiliate Dumping Rules in connection with the acquisition of Offered Shares.

Litigation

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the course of the Corporation's business. Such litigation may be brought against the Corporation or one or more of its subsidiaries in the future from time to time or the Corporation or one or more of its subsidiaries may be subject to another form of litigation. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. As of the date hereof, except as otherwise disclosed in the AIF, no claims have been brought against the Corporation, nor has the Corporation received an indication that any claims are forthcoming. However, due to the inherent uncertainty of the litigation process, should a claim be brought against the Corporation, the process of defending such claims could take away from management time and effort and the resolution of any particular legal proceeding to which the Corporation or one or more of its subsidiaries may become subject could have a material effect on the Corporation's financial position and results of operations.

Foreign operations

At present, the operations of Belo Sun are located in Brazil. As a result, the operations of the Corporation are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; renegotiation or nullification of existing permits, applications and contracts; land or tax disputes; changes in taxation policies;

restrictions on foreign exchanges; changing political conditions; currency controls; the environmental permitting process; and governmental regulations that may require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Brazil or other countries in which Belo Sun conducts business may adversely affect the operations of the Corporation. The Corporation may become subject to local political unrest that could have a debilitating impact on operations and, at its extreme, result in damage and injury to personnel and site infrastructure. Furthermore, the Federal Government of Brazil collects royalties on mineral production, with up to half of such royalties being paid to surface rights owners. The Corporation will be required to pay a net smelter return, and may be required to pay other royalties, the level of which may be varied at any time as a result of changing legislation, if the Corporation goes into production, which may have a material adverse effect on the Corporation at such time.

Failure to comply with applicable laws and regulations may result in enforcement actions and/or corrective measures requiring capital expenditures, installing of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

No history of mining operations or profitability

The Corporation's Volta Grande Gold Project is in the exploration stages. As a result, the Corporation is subject to all of the risks associated with establishing new mining operations including: the timing and cost, which can be considerable, of the construction of mining and processing facilities; the availability and costs of skilled labour and mining equipment; the availability and costs of appropriate smelting and/or refining arrangements; the need to obtain necessary environmental and other governmental approvals and permits, and the timing of those approvals and permits; and, the availability of funds to finance construction and development activities. It is common in new mining operations to experience unexpected problems and delays during construction, development, and mine start-up. In addition, delays in the commencement of mineral production often occur. Accordingly, there are no assurances that the Corporation's activities will result in profitable mining operations or that the Corporation will successfully establish mining operations or profitably produce metals at any of its properties.

INTEREST OF EXPERTS

The Corporation prepared the Technical Report, which is available on SEDAR at www.sedar.com under the Corporation's profile.

G. David Keller P.Geo, is the "qualified person" (as such term is defined in NI 43-101) who authored the technical report for SRK entitled "Mineral Resource Technical Report for the Volta Grande Gold Project, Pará, Brazil" dated March 7, 2012 which is referred to in this prospectus. Mr. Keller is independent of the Corporation and has no interest in any securities of the Corporation.

Jean-François Couture, Ph. D., P. Geo, Sébastien B. Bernier, P.Geo., Oy Leuangthong, Ph.D., P.Eng., and Lars Weiershäuser, Ph.D., P.Geo. of SRK prepared the technical report entitled "Mineral Resource Technical Report for the Volta Grande Gold Project, Pará, Brazil" dated June 8, 2012, which is referred to in this Prospectus. Each of Messrs. Couture, Bernier and Weiershäuser, and Ms. Leuangthong, are "qualified persons" as defined by NI 43-101, independent of the Corporation and have no interests in any securities of the Corporation.

Carlos Henrique Cravo Costa, P. Geo. is the "qualified person" (as such term is defined in NI 43-101) who, unless otherwise indicated, reviewed and approved the technical information contained in this prospectus, and who prepared the Technical Report. Mr. Costa is a director of Belo Sun Mineração Ltda., a wholly-owned subsidiary of the Corporation. As of the date hereof, Mr. Costa beneficially owns less than one percent of the outstanding Common Shares.

Collins Barrow Toronto LLP, Licensed Public Accountants, are the auditors of the Corporation and are independent of the Corporation in accordance with the applicable rules of professional conduct as of the date hereof.

Certain legal matters in connection with the securities offered hereby will be passed upon for the Corporation by Cassels Brock & Blackwell LLP and for the Underwriters by Osler, Hoskin & Harcourt LLP. As of the date hereof, partners and associates of Cassels Brock & Blackwell LLP and partners and associates of Osler, Hoskin & Harcourt LLP, each as a group, own, directly or indirectly, in the aggregate, less than one percent of the outstanding Common Shares.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories 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 and territories of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

CONSENT OF AUDITORS

We have read the short form prospectus of Belo Sun Mining Corp. (the "**Corporation**") dated ●, 2012, qualifying the distribution of common shares of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned short form prospectus of our report to the shareholders of the Corporation on the consolidated statements of financial position of the Corporation as at December 31, 2011, December 31, 2010 and January 1, 2010 and the consolidated statements of comprehensive loss, cash flows and changes in equity for the years ended December 31, 2011 and December 31, 2010. Our report is dated March 28, 2012.

(Signed) Collins Barrow Toronto LLP
Licensed Public Accountants
Chartered Accountants
Toronto, Canada
●, 2012

CERTIFICATE OF THE CORPORATION

Dated: September 25, 2012

This short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada, other than Québec.

BELO SUN MINING CORP.

(Signed) Mark Eaton
Chief Executive Officer

(Signed) Ryan Ptolemy
Chief Financial Officer

On behalf of the Board of Directors

(Signed) Peter Tagliamonte
Chairman

(Signed) Stan Bharti
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: September 25, 2012

To the best of our knowledge, information and belief, this short form prospectus, together with the documents incorporated by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces and territories of Canada, other than Québec.

BMO NESBITT BURNS INC.

By: (Signed) Jason Attew

CANACCORD GENUITY CORP.

By: (Signed) Craig Warren

CIBC WORLD MARKETS INC.

By: (Signed) David Scott

CORMARK SECURITIES INC.

By: (Signed) Darren Wallace

DUNDEE SECURITIES LTD.

By: (Signed) Brad Ralph

NATIONAL BANK FINANCIAL INC.

By: (Signed) William Washington

TD SECURITIES INC.

By: (Signed) Jose Luis Martinez