ANNUAL INFORMATION FORM

For the year ended December 31, 2014

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March 27, 2015

TABLE OF CONTENTS

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This annual information form contains forward-looking information under 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; government regulation and permitting of mining operations; conclusions of economic evaluations; the timing and amount of estimated future exploration and development; projected capital expenditures; success of exploration activities; currency exchange rates; reliance on qualified personnel; competition; dependence on outside parties; 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 (as defined herein) 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: revocation of government approvals; timing and availability of external financing on acceptable terms; unexpected events and delays during construction and start-up; variations in mineral grade and recovery rates; 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; accidents, labour or community disputes and other risks of the mining industry. 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 results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

CAUTIONARY NOTE TO UNITED STATES INVESTORS CONCERNING ESTIMATES OF MEASURED, INDICATED AND INFERRED MINERAL RESOURCES

This annual information form uses the terms "indicated" and "inferred" mineral resources. United States investors are advised that while such terms are recognized and required by Canadian regulations, the United States Securities and Exchange Commission does not recognize them. Inferred mineral resources have a great amount of uncertainty as to their existence, and as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources may not form the basis of feasibility or other economic studies. **United States investors are cautioned not to assume that all or any part of measured or indicated mineral resources will ever be converted into mineral reserves. United States investors are also cautioned not to assume that all or any part of an inferred mineral resource exists, or is economically or legally mineable.**

DEFINITIONS AND GLOSSARY OF TERMS

In this annual information form, references to "Belo Sun" or the "Corporation" mean Belo Sun Mining Corp. and its subsidiaries on a consolidated basis unless the context otherwise requires, and the following abbreviations and defined terms are used:

"AIF"	means this annual information form.
"Audit Committee"	means the audit committee of the Board.
"Board"	means the board of directors of the Corporation.
"Common Shares"	means the common shares in the capital of the Corporation.
"NI 43-101"	means the Canadian Securities Administrators National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.
"Patrocinio Gold Project"	means the Patrocinio project in Para State, Brazil.
"Rainbow Alexandrite Project"	means the Rainbow project in Goias State, Brazil.
"Technical Report"	means the technical report entitled "Preliminary Economic Assessment on the Volta Grande Project, Pará, Brazil, NI 43-101 Technical Report", dated March 31, 2014, prepared by Oy Leuangthong, PhD., P.Eng. Lars Weiershäuser, P.Geo.,Jean-Francois Couture, PhD., P.Geo, Gordon Zurowski, P.Eng., Lyn Jones, P.Eng., and Justin Taylor, P.Eng.
"Volta Grande Gold Project"	means the Volta Grande project in Para State, Brazil.
cm	means centimetre.
g/L	means grams per litre.
g/t Au	means grams of gold per tonne.
ha	means hectare (10,000 square metres).
km	means kilometre.
m	means metre.

CURRENCY PRESENTATION AND DATE OF INFORMATION

This AIF contains references to United States dollars, Canadian dollars and Brazilian Reais. All dollar amounts referenced herein, unless otherwise indicated, are expressed in Canadian dollars and United States dollars are referred to herein as "United States dollars" or "US$". Certain dollar amounts referenced herein in Brazilian Reais are expressed as "R$".

The following tables set out the exchange rates for Canadian dollars per United States dollar and Brazilian Real in effect at the end of the following periods based on the Bank of Canada noon spot rate of exchange.

United States Dollars Exchange Rates

	Year Ended December 31 (Expressed in Canadian Dollars)		
	2014	**2013**	**2012**
Closing	1.1601	1.0636	0.9949
High	1.1643	1.0697	1.0418
Low	1.0614	0.9839	0.9710

On March 27, 2015, the noon buying rate in United States Dollars reported by the Bank of Canada was US$1.00 = $1.2580.

Brazilian Reais Exchange Rates

	Year Ended December 31 (Expressed in Canadian Dollars)		
Brazilian Reais	**2014**	**2013**	**2012**
Closing	0.4365	0.4503	0.4859
High	0.4979	0.5273	0.5856
Low	0.4256	0.4296	0.4695

On March 27, 2015, the noon buying rate in Brazilian Reais reported by the Bank of Canada was R$1.00= $0.3881.

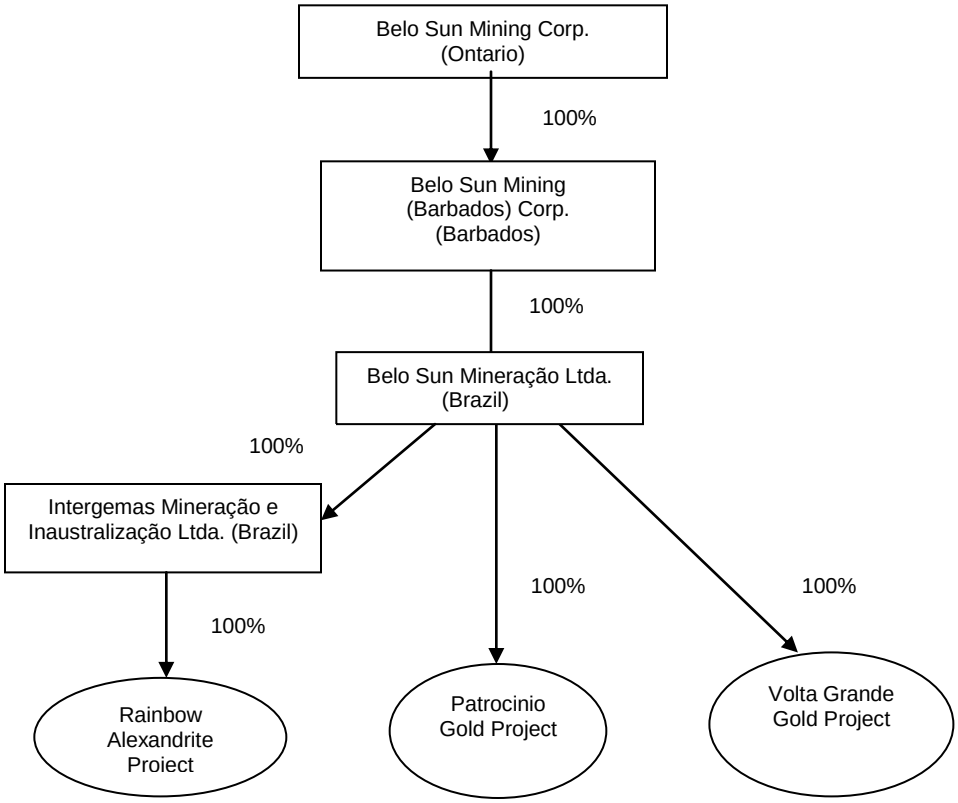
All information in this AIF is given as of March 27, 2015 unless otherwise indicated.

CORPORATE STRUCTURE

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."

The head and registered office of the Corporation is located at 65 Queen Street West, Suite 815, Toronto, Ontario, Canada M5H 2M5. The Corporation's Brazilian office is located at Rua Dragão do Mar, 1025, Premem Altamira, PA, CEP: 68372-070.

The subsidiaries and properties of the Corporation are set forth in the following chart:



GENERAL DEVELOPMENT OF THE BUSINESS

Belo Sun is a Canadian-based mineral exploration company focused on gold in Brazil. Belo Sun is focused on its advanced stage development project, the Volta Grande Gold Project, located in Para State, approximately 60 km southwest of the city of Altamira in northern Brazil, and which is 100% owned by the Corporation. On October 3, 2013, the Corporation announced an updated mineral resource estimate on the Volta Grande Gold Project. See "*Description of Mineral Properties – the Volta Grande Gold Project*."

The Corporation also has a 100% ownership interest in the Patrocinio Gold Project, which is located in the Tapajos gold province in the Para State of northern Brazil, and a 100% ownership interest in the Rainbow Alexandrite Project, which is located north of the city of Brasilia.

Three-Year History

The following is a summary of the general development of the Corporation's business since January 1, 2011.

Current Financial Year

The Corporation continues its efforts to complete a feasibility study and secure the necessary permits to advance the Volta Grande Gold Project to the pre-construction stage.

Financial Year Ended December 31, 2014

During 2014, the Corporation completed 18 additional drill holes (1,702 m of drilling)

On February 20, 2014, the Corporation completed a Preliminary Economic Assessment ("**PEA**") of a staged development approach based on the updated mineral resource for the Volta Grande Gold Project. The PEA was filed on March 31, 2014. See "Risk Factors".

In February, the Corporation was granted its previous licence ("**LP**"). The grant was appealed by the Brazilian public prosecutors office and on August 1, 2014, the Federal Court of Appeal in Brasilia ruled that the LP was fully valid and in force.

On August 18, 2014, Mr. Peter Tagliamonte, previously the Chairman, was appointed President and Chief Executive Officer of the Corporation, and Mr. Mark Eaton was appointed as Executive Chairman, having previously held office of President and Chief Executive Officer.

On September 11, 2014, the Corporation completed a non-brokered private placement financing of 30,952,381 common shares at $0.21 per share for proceeds of $6,500,000.

Financial Year Ended December 31, 2013

During 2013, the Corporation completed 74 additional drill holes (15,145 m of drilling). On October 3, 2013, the Corporation announced an updated mineral resource estimate on the Volta Grande Gold Project. See "Description of Mineral Properties – the Volta Grande Gold Project."

On December 2, 2013, the Environmental Council of Para State, Brazil ("**COEMA**") approved the Environmental Impact Assessment ("**EIA**") and the issuance of the LP for the Volta Grande Project. The approval of the EIA and concession of the LP will allow Belo Sun to further advance the permitting process for the mine construction and other related authorizations from the Para State authorities.

On June 21, 2013, the Corporation completed its pre-feasibility study entitled "Pre-feasibility Study on the Volta Grande Project, Pará, Brazil, NI 43-101 Technical Report". This pre-feasibility study was subsequently superseded by the PEA issued in 2014.

Financial Year Ended December 31, 2012

On October 10, 2012, the Corporation closed its bought deal offering of 35,720,000 common shares at a price of $1.40 per common share for gross proceeds of $50,008,000. The offering was conducted by a syndicate of underwriters led by BMO Nesbitt Burns Inc., and which included Canaccord Genuity Corp., CIBC World Markets Inc., Cormark Securities Inc., Dundee Securities Ltd., National Bank Financial Inc. and TD Securities Inc.

On August 9, 2012, Ian Pritchard, was appointed as the Corporation's Chief Operating Officer.

On May 28, 2012, the Corporation entered into a letter of intent to acquire surface rights for an area covering 1,734 hectares, which was comprised of three distinct properties – Fazenda Galo de Ouro covering 824.8 hectares, Fazenda Ouro Verde covering 503.6 hectares and Fazenda Ressaca covering 405.9 hectares. The letter also includes the purchase of 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. The total consideration paid for the acquisition wasR$8.2 Million.

On April 23, 2012 the Corporation adopted a Shareholder Rights Plan (the "**Plan**"). 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 time to pursue alternatives to maximize shareholder value in the event an unsolicited take-over bid is made for Common Shares. The Plan expires April 23, 2015.

On March 12, 2012 the Corporation submitted the Environmental Impact Assessment ("**EIA-RIMA**") for its Volta Grande gold project. The EIA-RIMA covered all the necessary monitoring and environmental studies required by the Reference Term issued by the State Environment Agency of Para State ("**SEMA-PA**"), for the preliminary licensing for the project.

On February 16, 2012, the Common Shares commenced trading on the Toronto Stock Exchange ("**TSX**") after graduation from the TSX Venture Exchange.

NARRATIVE DESCRIPTION OF THE BUSINESS

General

Belo Sun is a Canadian mineral exploration company with a portfolio of gold properties including its material project, the Volta Grande Gold Project in Para State, Brazil. Belo Sun's other properties include the Patrocinio Gold Project and the Rainbow Alexandrite Project.

Belo Sun's principal focus is the Volta Grande Gold Project. Belo Sun continues its efforts to complete its feasibility study and secure the necessary permits to advance the Volta Grande Gold Project to the pre-construction stage.

In February, 2014, the Corporation filed the PEA in respect of the Volta Grande Gold Project, in accordance with NI 43-101 entitled "Preliminary Economic Assessment on the Volta Grande Project, Pará, Brazil, NI 43-101 Technical Report", dated March 31, 2014, (the "**Technical Report**") prepared by Oy Leuangthong, PhD., P.Eng. Lars Weiershäuser, P.Geo.,Jean-Francois Couture, PhD., P.Geo, Gordon Zurowski, P.Eng., Lyn Jones, P.Eng., Justin Taylor, P.Eng. .Please see the information below under the heading *"Description of the Mineral Properties – the Volta Grande Gold Project".*

Competitive Conditions

The gold exploration and mining business is a competitive business. The Corporation competes with numerous companies that have resources significantly in excess of those of the Corporation, in the search for (i) attractive mineral properties; (ii) qualified service providers and labour; (iii) equipment and suppliers; and (iv) financing. The ability of the Corporation to acquire additional mineral properties in the future will depend on its ability to operate and develop its present properties and on its ability to select and acquire suitable producing properties or prospects for development or exploration in the future.

Environmental Protection

The Corporation's exploration, development and mining activities are subject to laws and regulations governing environmental protection, employee health and safety, waste disposal, remediation of environmental sites, reclamation, mine safety, control of toxic substances and other matters. Compliance with applicable laws and regulations requires forethought and diligence in the conduct of the Company's activities.

Employees

The Corporation has approximately 19 internal consultants and employees in Toronto. In addition, it retains approximately 58 geologists, engineers, and other consultants on a permanent contract basis, as required. The Corporation has not experienced, and does not expect to experience, significant difficulty in attracting and retaining qualified personnel. However, no assurance can be given that a sufficient number

of qualified employees can be retained by the Corporation when necessary. See *"Risks of the Business – Qualified Personnel".*

Risks of the Business

Investing in the Corporation involves risks that should be carefully considered. The operations of the Corporation are speculative due to the high-risk nature of its business. Investors should be aware that there are various risks, including those discussed below, that could have a material adverse effect on, among other things, the development of the Volta Grande Gold Project, and the operating results, earnings, business and condition (financial or otherwise) of the Corporation. See "*Cautionary Statement Regarding Forward-Looking Information*".

Licences and Permits, Laws and Regulations

The Corporation's exploration and development activities, including mine, mill and infrastructure 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 to operate its mining facilities.

The costs and potential delays associated with obtaining the necessary authorizations and licences and complying with these authorizations, licences and applicable laws and regulations could stop or materially delay or restrict the Corporation from proceeding with the development of the Volta Grande Gold Project. Any failure to comply with applicable laws, regulations, authorizations or licences, 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 licences and authorizations on a timely basis, if at all. There is no assurance that it will obtain the corresponding mining concessions, or that if they are granted, that the process will not be heavily contested and thus costly and time consuming to the Corporation. In addition, it may not obtain one or more licences. Any such failure may have a material adverse effect on the Corporation's business, results of operations and financial condition.

The Environmental Secretary Office of the State of Pará is the regulatory authority responsible for evaluating and determining the appropriateness of installation licences.. There can be no assurances that the Environmental Secretary Office of the State of Pará will grant the installation licence to the Corporation.

Foreign Exchange

Gold is sold in United States dollars thus the Corporation is subject to foreign exchange risks relating to the relative value of the Canadian dollar and the Brazilian Reais as compared to the United States dollar, that may have an effect on the Corporation's revenue and cost management, and ultimately, the Corporation's financial condition and performance.

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; tax disputes;

changes in tax policies; restrictions on foreign exchange; changing political conditions; community relations; currency controls; and governmental regulations that may require the awarding of contracts of 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 may conduct business, may adversely affect the operations of the Corporation. The Corporation may become subject to local political unrest or poor community relations that could have a debilitating impact on operations and, at its extreme, could result in damage and injury to personnel and site infrastructure.

Failure to comply with applicable laws and regulations may result in enforcement actions and include 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 actives and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Environmental

The Company'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 Company, 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 on 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 licences for its activities. The Corporation must update and review its licences 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 area proximal to where the Belo Monte hydroelectric plant is being constructed, on the 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 and operational licensing of the Volta Grande Gold Project and relations with local communities may be more challenging and time consuming and subject to greater scrutiny as compared to the environmental licensing process and community and social relations 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 and social licences 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.

Liquidity Concerns and Future Financings

The Corporation will require significant capital and operating expenditures in connection with the development of the Volta Grande Gold Project. There can be no assurance that the Corporation will be successful in obtaining the required financing as and when needed. Volatile markets may make it difficult or impossible for the Corporation to obtain debt or equity financing on favourable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Corporation to postpone or slow down its development plans, forfeit rights in some or all of the Corporation's properties or reduce or terminate some or all of its activities. In the event that the Corporation completes an equity financing, such financing could be extremely dilutive to current shareholders who invested in the Corporation at higher share prices and dilutive as compared to the Corporation's estimated net asset value per share and resource or reserve ounces per share.

Nature of Mining, Mineral Exploration and Development Projects

Development projects have no operating history upon which to base estimates of future capital and operating costs. For development projects, resource estimates and estimates of operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of capital and operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the mineral deposit, expected recovery rates of minerals from ore, estimated operating costs, and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Mineral exploration is highly speculative in nature. There is no assurance that exploration efforts will be successful. Even when mineralization is discovered, it may take several years until production is possible, during which time the economic feasibility of production may change. Substantial expenditures are required to establish measured, indicated and inferred mineral resources through drilling. Upon completion of a definitive feasibility study, with an accompanying economic analysis, proven and probable mineral reserves may be estimated. Because of these uncertainties, no assurance can be given that exploration programs will result in the expansion of mineral resources or the establishment of mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Mineral Resource Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the control of the Corporation. Such estimates are a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in geological interpretation. These amounts are estimates only and the actual level of recovery of minerals from such deposits may be different. Differences between management's assumptions, including economic assumptions such as metal prices, market conditions and actual events could have a material adverse effect on the Corporation's mineral resource estimates, financial position and results of operations.

Uncertainty Relating to Mineral Resources and Mineral Reserves

Mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty that may attach to mineral resources, there is no assurance that mineral resources will be upgraded to mineral reserves.

In addition, actual mineral reserves may not conform to geological, metallurgical or other expectations, and the volume and grade of ore may differ from estimated levels. There are numerous uncertainties inherent in estimating mineral resources and mineral reserves, including many factors beyond the Corporation's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. In addition, there can be no assurance that gold recoveries in small scale laboratory tests will be duplicated in larger scale

tests under on-site conditions or during production. Lower market prices, increased production costs, reduced recovery rates and other factors may result in a revision of its mineral reserve estimates from time to time or may render the Corporation's mineral reserves uneconomic to exploit.

No Revenues

To date, the Corporation has not recorded any revenues from operations nor has the Corporation commenced commercial production on any property. There can be no assurance that significant losses will not occur in the near future or that the Corporation will be profitable in the future. The Corporation's operating expenses and capital expenditures may increase in relation to the engagement of consultants, personnel and equipment associated with the continued exploration and future development of the Corporation's properties. The Corporation expects to continue to incur losses unless and until such time as it enters into commercial production and generates sufficient revenues to fund its continuing operations. The development of the Corporation's properties will continue to require the commitment of substantial resources. There can be no assurance that the Corporation will continue as a going concern, generate any revenues or achieve profitability.

Mineral Commodity Prices

The ability of the Corporation to fund its activities and, if it becomes a producing mineral company, the profitability of the Corporation's operations will depend upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Corporation. The level of interest rates, the rate of inflation, the world supply of mineral commodities, the stability of exchange rates and geopolitical concerns can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of mineral commodities has fluctuated widely in recent years, and future price declines could cause commercial production to be impracticable, thereby having a material adverse effect on the Corporation's business, financial condition and result of operations.

Title to Properties

The acquisition of title to resource properties is a very detailed and time-consuming process. The Corporation holds its interest in its properties indirectly through exploration permits and exploration applications. Title to, and the area of, the permits may be disputed or applications may lapse. There is no guarantee that such title will not be challenged or impaired. There may be challenges to the title of the properties in which the Corporation may have an interest, which, if successful, could result in the loss or reduction of the Corporation's interest in the properties. There are garimpeiros (informal miners) operating within the Corporation's property, and there may be issues and difficulties that could arise, including title disputes and the risk of the garimpeiros encroaching onto active areas of the Volta Grande Gold Project.

The Corporation may need to acquire title to additional surface rights and property interests to further exploration and development activities. There can be no assurances that the Corporation will be able to acquire such additional surface rights. To the extent additional surface rights are available, they may only be acquired at significantly increased prices, potentially adversely affecting financial performance of the Corporation.

Uninsured Risks

The Corporation maintains insurance to cover normal business risks. In the course of exploration and development of mineral properties, certain risks and, in particular, unexpected or unusual geological operating conditions including explosions, rock bursts, cave-ins, fire and other natural disasters may occur. It is not always possible to fully insure against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the Common Shares.

Competition

The Corporation competes with many other mining companies that have substantially greater resources than the Corporation. Such competition may result in the Corporation being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund the Corporation's operations and develop its properties. The Corporation's inability to compete with other mining companies for these resources could have a material adverse effect on the Corporation's results of operations and business.

Dependence on Outside Parties

The Corporation has relied upon consultants, engineers and others and intends to rely on these parties for exploration, development and construction operations, and local expertise. Substantial expenditures are required to establish Mineral Resources and Mineral Reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Corporation.

Dependence on Key Personnel

Belo Sun is reliant on key personnel it has employed or engaged. Loss of such personnel may have a material adverse impact on the performance of the Corporation. In addition, the recruitment of qualified personnel is critical to the Corporation's success. As Belo Sun's business grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff for operations.

Recruiting and retaining qualified personnel in the future is critical to the Corporation's success. As the Corporation develops its Volta Grande Gold Project toward commercial production, the need for skilled labour will increase. The number of persons skilled in the exploration and development of mining properties is limited and competition for this workforce is intense. The development of the Volta Grande Gold Project and other initiatives of the Corporation may be significantly delayed or otherwise adversely affected if the Corporation cannot recruit and retain qualified personnel as and when required.

Litigation

Belo Sun has entered into legal binding agreements with various third parties on a consulting and partnership basis. The rights and obligations that arise from such agreements is open to interpretation and Belo Sun may disagree with the position taken by the various other parties resulting in a dispute that could potentially initiate litigation and cause Belo Sun to incur legal costs in the future. Given the speculative and unpredictable nature of litigation, the outcome of any future disputes could have a material adverse effect on Belo Sun.

Availability of Reasonably Priced Raw Materials and Mining Equipment

The Company will require a variety of raw materials in its business as well as a wide variety of mining equipment. To the extent these materials or equipment are unavailable or available only at significantly increased prices, the Company's production and financial performance could be adversely affected.

Share Price Fluctuations

The market price of securities of many companies, particularly development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Corporation's share price will not occur. During the 52 weeks ended March 27, 2015, the Corporation's share price closed at a high of $0.405 and a low of $0.105.

Conflicts of Interest

Certain of the Corporation's directors and officers serve or may agree to serve as directors or officers of other companies and, to the extent that such other companies may participate in ventures in which the Corporation may participate, the directors of the Corporation may have a conflict of interest in negotiating and concluding terms respecting such participation.

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.

DESCRIPTION OF MINERAL PROPERTIES

The Volta Grande Gold Project

The following is a summary of, and in certain parts, a direct excerpt from, the Technical Report. See *"Interests of Experts"*. Unless specifically noted otherwise, the following disclosure regarding the Volta Grande Gold Project has been prepared with the consent of Messrs. Leuangthong, Weiershäuser, Couture, Zurowski, Jones and Taylor. The full Technical Report is available under the Corporation's profile on SEDAR at www.sedar.com.

The scientific and technical information in this AIF has been reviewed and approved by Carlos Costa, P. Geo., an advisor to Belo Sun and a Qualified Person as defined by NI 43-101.

Property Description and Location

The Volta Grande Gold Project comprises 24 contiguous exploration permits and 18 exploration applications, covering a total area of 160,407.05 hectares; it is located in the municipality of Senador José Porfírio, in the northern region of Pará State in northern Brazil. The Volta Grande Gold Project is located on the Xingu River, north of the Carajás mineral province, approximately 60 km southeast of the city of Altamira.

Belo Sun holds 100% interest in the Volta Grande Gold Project through its wholly owned subsidiary Verena Mineração Ltda. It comprises 24 exploration permits, covering an area of 105,710.25 hectares; 10 exploration applications for exploration in mineral rights covering an area of 23,036.61 hectares; and 8 exploration applications (public tender) for exploration in mineral rights in public tender, covering an area of 31,660.19 hectares; five of the exploration applications are in a priority regime.

Exploration applications by public tender process are for those lands which have been held by other landholders, but have been allowed to lapse. The Departamento Nacional de Produção Mineral ("**DNPM**") (National Department of Mineral Production) is responsible for the management of exploration and mining activities in Brazil, under the control of Ministerio de Minería y Energía (the Ministry of Mines and Energy) ("**MME**"). Exploration permits do not have physical boundaries, but are issued based on digital geographic map staking, that is, they are not required to be legally surveyed and are subject to an annual rental fee of one real per hectare to the State Government of Pará. Even though the exploration permits have already expired, the mineral rights remain fully valid and in force during the period of analysis by the DNPM.

The mineral rights for the exploration permits are all valid, regular, and in good standing. Belo Sun is in compliance with the mining regulation related to the mining rights, which includes meeting the requirements of the DNPM rules, the payment of the annual fee per hectare, or any other applicable fees.

No decisions have been received on the exploration applications in public tenders. Belo Sun is the only applicant in the public tender process.

No royalties are currently due since the Volta Grande gold project's mineral rights are currently in phases of exploration permit and exploration application.

The mineral rights are not located within buffer zones of environmental conservation units, indigenous areas, or areas dedicated to land reform purposes.

The tenements containing the mineral resources at Ouro Verde and Grota Seca are 805.657/1976, 805.658/1976, 805.659/1976, and 812.559/1976. On September 12, 2012, the DNMP approved the final exploration report for the Volta Grande project. As a result, Belo Sun has made an application to the DNPM ("**Application for Concession**") to convert the four exploration permits that contain the mineral resource to mining leases by August 2013 or earlier.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Volta Grande Gold Project is located approximately 60 km southeast of the city of Altamira. Access to the Volta Grande Gold Project takes approximately two hours from Altamira either by land by crossing the Xingu River by barge, and taking a road (BR-158) approximately 30 km of the road is paved and 30 km of the road is dirt or by motorboat along the Xingu River to the stretch of river known as the Big Bend (or Volta Grande) of the Xingu River where the exploration camp is situated near the right bank of the Xingu River. Altamira can be accessed by road via the Rodovia Transamazônica, (Transamazon Highway) (BR-2300), in Brazil or by plane via Altamira's airport that is served on a daily basis by a number of regional airlines.

The city of Altamira is situated along the Xingu River and is located in the north of the municipality of Altamira, which has a population of approximately 100,000. Infrastructure for mining equipment and experienced mining personnel are available in Altamira. Altamira is linked to the Pará State power grid. The property is located north of the Carajás mineral province, which has a long mining history.

Electric power at the property is provided from the national grid and by two diesel generators that operate alternately during the day and at night. Water is available from wells on the property as well as from the Xingu River, which drains the general area. Well water is treated on-site continuously with chlorine and stored in a water tower outside of the camp perimeter. Telephone communication and internet service are available on the property. The construction of the Belo Monte hydroelectric power dam is ongoing. The dam will be situated approximately 2 km north from the western property boundary and 15 km (upriver) of the property campsite. When the dam is completed, it will generate approximately 11,000 megawatts of electric power and will supply electric power to the property campsite.

There are a number of small settlements within the property, including the village of Ressaca, along the Xingu River, and the village of Itatá, which is situated approximately 3 km south-southeast of the Volta Grande gold project. Both of these settlements are predominantly inhabited by irregular small-scale miners (garimpeiros) who undertake illegal mining activities on the property.

The Volta Grande Gold Project is situated in an area of low topographic relief, generally in the order of 50 m. 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 100 m to 120 m above mean sea level. The climate in northwestern Brazil is tropical rainforest, with rainy seasons from January to April and dry seasons extending from June to December. The mean temperature is consistent (25°C to 30°C) throughout the year.

The area around the property 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. Vegetation in low-lying areas consists predominantly of tall grass and fern, typical of tropical forests.

History

The extraction of gold in the eastern Amazon region dates back to the Portuguese colonisation in the 17th century. The discovery of gold along the stretch of the Xingu River known as the Big Bend or Volta Grande, where the Volta Grande gold project is located, occurred in the early 20th century. Since the 1950s, irregular small-scale miners (garimpeiros) have worked in the Volta Grande Gold Project area in small alluvial deposits, especially in the area of the South Block. In the 1990s, the garimpeiros started to exploit saprolite and fresh rock deposits, constructing access shafts.

Early exploration was performed on the Volta Grande Gold Project property by Oca Mineração Ltda.("**Oca**") in the 1970s. Prospecting work, including field observations and sampling, confirmed the existence of gold at varying levels of concentration. Initial work by Oca determined areas of interest. Oca did a literature study aimed at better understanding the regional geology. This work included the interpretation and review of aerial photographs at a 1:60,000 scale dated from 1976 aimed at identifying areas with alluvial potential. Further aerial photography was flown over areas of interest. These aerial photographs were used to produce base maps at 1:50,000 and 1:25,000 scales to support field work. Once favorable areas were defined, a grid (800 by 200 m) was established. Exploration wells in the alluvium were completed, using two machines with 4-inch diameter drill bits. Oca carried out sampling of veins and geological mapping on the 1:10,000 scale. Oca built a base camp in the area to support this work.

From 1996 to 1998, systematic exploration was carried out by Volta Grande Mineração Ltda. ("**VGML**") covering what was later defined as the South and North blocks. Exploration work on the Volta Grande Gold Project by VGML outlined approximately nine target areas based on significant gold results. Diamond drilling results were used to complete a historical mineral resource estimate for which preliminary pit designs were produced.

In 2004, the Corporation, under its former management and name, Verena Minerals Corporation, optioned the property and carried out systematic exploration on the Volta Grande gold project, including testing the various anomalies and/or target areas outlined by VGML.

Since 2010, Belo Sun has carried out systematic exploration on the property, consisting of soil sampling surveys, auger drilling, detailed topographic surveys, aerial geophysical survey and diamond drilling mainly on the North Block. Belo Sun completed a pre-feasibility study on June 21, 2013, which was then superseded by the PEA in February 2014. See "Exploration", below.

Belo Sun initiated a Feasibility Study in May 2014 and expects to complete this study in the second quarter of 2015.

Geological Setting

Regional Geology

The Volta Grande Gold Project area is located in the western portion of the Três Palmeiras Greenstone Belt, of the Brazilian Shield. The greenstone belt is 3 km to 10 km wide and extends approximately 120 km along strike. It comprises Upper Proterozoic metavolcanic and metasedimentary rocks enveloping linear granodioritic to dioritic domes.

Local Geology

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. Occasional chert horizons (chemical sediments) and banded iron formation ("**BIF**") are also present within the metasedimentary sequence. A number of anorogenic granitic plutons are also present along the southern contact of the greenstone belt.

Property Geology

The Volta Grande Gold Project contains two target areas named the North and South blocks; the former contains two large mineralised areas: (1) the Ouro Verde area in the northwestern part of the North Block and (2) the Grota Seca area, which contains Grota Seca West, Grota Seca Central, and Gallo areas, along the southern part of the North Block. The South Block comprises three target areas: (1) Pequi in the northern part of the South Block, (2) Grande in the southern part of the South Block, and (3) Itatá in the southeastern part of the South Block. The North Block as well as the South Block includes old and new garimpeiros workings.

There are a number of north-northwest-trending regional structures present in the area. One of these is parallel to the segment of the Xingu River flowing from Altamira to the Volta Grande gold project exploration camp. Other structures with similar orientation are present in the area west of Ouro Verde and separate the southeastern mineralized zones of the Grota Seca from the northwestern zones at Ouro Verde. There is a complicated contact relationship between auriferous bedrock and the overlying saprolitic material. At Grota Seca, near the current garimpeiros workings, almost fresh diorite is in sharp contact with saprolitic material, which is at least 8 m thick.

In the South Block mineralization is generally hosted in granodiorite. While mineralization in the North Block is controlled by northwesterly striking structural features, mineralization in the South Block appear to occur primarily where northwesterly striking structures intersect with northerly striking faults. It is expected that future drilling will contribute significantly to the understanding of the South Block geology.

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.
- Intense silicification overprinted by sulphide alteration (pyrite) and potassium alteration (sericitization), such as at the João Leite occurrence of the South Block.

All of the rocks in the area were subjected to carbonate alteration. This is evidenced by the presence of numerous calcite veinlets in the diorite as well as in the metavolcanic rocks.

Primary Gold Mineralization

Primary gold mineralization is associated with altered diorite within a 300-metres-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, depths from surface to approximately 400 m with true thickness ranging up to 50 m.

The dip of the mineralized zones is generally moderate to steep (50 to 85 degrees) to the south. Two large mineralized areas are located on strike in the North Block: Ouro Verde in the northwestern portion of the block, and Grota Seca in the southern portion. Mineralization in the Ouro Verde area extends for approximately 1,100 m along an approximate northeast-southwest strike and extends to a vertical depth of 540 m below surface.

Mineralization in the Grota Seca area extends for approximately 2,900 m along a westnorthwesterly trend and extends to a vertical depth of 400 m below surface.

Saprolite Gold Mineralization

Surficial weathering has resulted in the generation of a saprolitic profile overlying the primary mineralization at the Volta Grande Gold Project. In general, the thickness of the saprolitic material ranges from 3 to 20 m locally, the thickness can reach up to 45 m, as in the Ouro Verde area. Typical lateritic and saprolitic profiles with gold mineralization are observed in the many small open pits as well as in diamond drill core, this mineralization is generally found in continuation of the primary gold mineralization found deeper.

Exploration

Remote sensing related work phases consisted in the following activities:

1- In 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. Also, 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.
2- Also in 2011, a light detection and ranging ("**LIDAR**") and aerophotographic survey was carried out over the Volta Grande Gold Project.

The Geophysical surveys were done on the property since 2009 included

1- A reinterpretation by Belo Sun of the 2007 magnetic and radiometric airborne geophysical surveys. The reinterpretation indicated that there is a possible contact zone approximately 300m south of the southern part of the Ouro Verde deposit.
2- In 2010, a spectral induced polarisation survey was completed on the Volta Grande gold project. A total of approximately 32 line kilometers were surveyed using the pole-dipole array in the time domain with 50-m spacing.
3- In 2012, an airborne magnetic and gamma survey was effectuated that covered the entire contiguous tenement area. The survey comprised 15,542 line km; survey lines were spaced 200m apart.

   Regional field reconnaissance, including rock and soil sampling, as well as mapping, was undertaken. Twenty seven gold occurrences were described on by Belo Sun claims.

   Additional studies included a structural study of the Ouro Verde, Grota Seca and South Block areas, and preliminary geotechnical, hydrogeological, and hydrological studies required for the development of the Volta Grande gold project.

Drilling

Drill campaigns completed on the North and South Block between 1996 to date comprise 805 exploration core boreholes (for approximately 202,465 m drilled), and 59 reverse circulation boreholes (for approximately 11,225 m drilled). Most drill holes have been drilled at Ouro Verde and Grota Seca.

Drilling done by Belo Sun represents 85% of the total amount of meters drilled in the North and South Blocks.

Historic Drilling

A total of 188 drill holes, including 11 RC holes, for a total of 33191 meters drilled was effectuated by previous operators, Verena Minerals and TVX Gold.

All drill hole collar locations were surveyed and marked in the field using a global positioning system ("**GPS**") instrument. Down hole surveys were done at 50-m intervals using Maxibore equipment. Sample lengths were usually approximately 1 m. Drill core or rejects were generally systematically sampled. This data was integrated in the current project database. The second half of the split drill core was stored at Volta Grande Gold Project exploration camp.

Drilling Undertaken by Belo Sun

A total of 678 drill holes, including 48 RC holes, for a total of 180,500 meters drilled was generated under the supervision of Belo Sun.

All drill hole collars were surveyed according to UTM coordinates (SAD69 datum, Zone 22S). Down hole surveys were completed at 3-m intervals using a maxibore down-hole survey tool. Core recover exceeds 95% in unweathered rock. Sample intervals range from 0.40 m minimum to 1.60 m maximum in length, averaging 1 m. Drill core or rejects were generally systematically sampled.

Sample Method and Approach

Approximately 85% of the samples in the projects database were generated under Belo Sun management.

In all cases, core intervals were splitted and sent for assay. In general, sample lengths were 1 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.

The RC sample preparation included drying, splitting using a Jones Splitter and pulverizing.

Historic Sampling

Pre-2004 gold assays

Sample preparation was done at a sample preparation laboratory at the site. Samples were sent to NOMOS, a laboratory owned by Rio Tinto Mining in Brazil ("**NOMOS**").

Procedures for sample preparation of drill core samples included the following:

- Crushing the 2- to 3-kilogram sample to quarter-inch size using a jaw crusher;
- Grinding the sample to 20 mesh and again 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-kilogram reject in temporary storage for further processing; and
- Carrying out fire assays with atomic absorption finish on a 50-gram aliquot of the sample.

Procedures for sample preparation of RC samples included the following:

- Collection of a 30- to 40-kilogram sample. If the sample was wet, it was dried first;
- Thoroughly mixing the sample and split it using a Jones Splitter, and separating a 2-kilogram aliquot for processing;
- Pulverizing the 2- kilogram 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-kilogram reject in temporary storage for further processing.
- Sending the 250 gram sample to NOMOS for gold assaying

Gold Assays from 2004 to 2009

Sample preparation and assaying was undertaken by SGS-Geosol Laboratories Ltda ("**SGS-Geosol**") in Belo Horizonte, Minas Gerais, Brazil. SGS-Geosol is ISO14001:2004 and ISO 9001:2008 accredited and is independent of Belo Sun.

The samples were dried in paper bags or metal pans in a dryer at 60°C. The samples are crushed to 90 to 95 percent passing 2 millimetres. Samples are split using a Jones riffle splitter to 200 grams and milled using a ring and puck made of either hardened chrome steel or mild steel material, to 90 to 95 percent passing 200 mesh.

Samples were then assayed for gold by fire assay with an atomic absorption spectrometry finish using analysis method FAA 313 for 30 gram aliquots or FAA505 for 50 gram aliquots.

Belo Sun gold assays (2010 to Present)

Sample preparation was undertaken by the preparation laboratory adjacent to the Volta Grande exploration camp. The preparation lab independently managed by ACME Labs. Sample preparation was also undertaken by the ACME preparation laboratory in Itaituba, Brazil. 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.

The samples were weighed (2.5 to 3.0 kilograms per metre) and dried for four hours at 60 degrees Celsius. Samples were crushed to 80 percent passing 10 mesh (2 millimetres). A 1000-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 atomic absorption spectrometry finish and samples that yielded greater than 10 grams of gold per tonne were reanalyzed by 50-gram fire assay by gravimetric finish.

Belo Sun implemented external analytical control measures on all sampling consisting of using control samples in all sample batches submitted for assaying, including field blanks and certified reference materials (blanks and standards).

Control samples were inserted every 20 samples and replicate pulp assays (duplicates) of mineralized rock were also taken. The pulp duplicates were shipped at the same time as the original samples. In addition, umpire laboratory testing was performed on approximately 5 percent of the samples.

Replicate pulp assays (duplicates) were analyzed by Acme Laboratory in Santiago, Chile, and check assays were analyzed by ALS Chemex in Lima, Peru. .

SRK analyzed the analytical quality control data accumulated by Belo Sun for the Volta Grande Gold Project. In general, the analytical quality control data reviewed by SRK attested that the assay results delivered by the primary laboratory used by Belo Sun are sufficiently reliable for the purpose of resources estimation.

Specific Gravity Data

Belo Sun measured specific gravity using the standard weight in air and weight in water procedure from complete sample intervals. Split core was used for the measurements. A total of 826, 1,269, and 124 specific gravity measurements were taken from unweathered material at Ouro Verde and Grota Seca, and South Block, respectively and yielded 2.75 for Grota Seca and Ouro Verde, and 2.77 for South Block. Only 48 specific gravity measurments were conducted in saprolitic material. The data yields an average of 1.36.

Mineral Reserve and Mineral Resource Estimates

The current mineral resource estimation was prepared in 2013, and then audited and authored by SRK. It is reported in the “Volta Grande Project, Pará, Brazil. Preliminary Economic Assessment, N43-101 Technical Report, dated March 2014. The mineral resource has been estimated in conformity with generally accepted CIM Estimation of Mineral Resource and Mineral Reserves Best Practices Guidelines and are reported in accordance with NI 43-101. Mineral resources that are not mineral reserves 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. 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 mineral resource model database consists of 667 core boreholes and 59 reverse circulation boreholes comprising approximately 230000 assays intervals (of which approximately 30000 are mineralized) for the Ouro Verde and Grota Seca deposit, and 62 core boreholes with approximately 500 mineralized assayed intervals for the South Block targets.

The gold resources at Volta Grande were modeled and estimated by evaluating the drill data statistically utilizing the geological interpretation provided by Belo Sun. Gold domains and saprolite wireframes were created in three dimensions for the Volta Grande project. The modeled mineralization was analyzed statistically to establish estimation parameters, and interpolating grades into a three-dimensional block model. All modeling of the Volta Grande mineral resources was performed using Gemcom Gems mining Software.

Size of the blocks was set at 6m by 6m by 10m. The stated resource is reporting the weighted average of the low-grade, mid-grade and high-grade portion of each block and tabulated on gold cut-off grades that are reasonable for deposits of this nature and for the expected mining conditions and method. The block dimensions were chosen as practical sizes for open-pit mining a deposit of this kind. A conceptual pit was generated to constrain the resource. The pit is based following the following assumptions:

- Pit bench height of 20 m consisting of two 10-m benches
- Overall slope angle 31 degrees in saprolite, 53 degrees in unweathered rock;
- Processing and general and administrative costs of US$14.87 per tonne mined;
- Metallurgical gold recovery of 94 percent in unweathered rock; and
- Gold price of US$1,400 per troy ounce.

Mineral Resource Estimate*, as of October 1st 2013.

Domain	Category	Quantity ('000s tonnes)	Gold Grade (g/t)	Contained Gold ('000s oz)
Ouro Verde Open Pit				
Saprolite	Indicated	405	1.21	16
	Inferred	629	0.99	20
Unweathered	Measured	24,036	1.78	1,379
	Indicated	19,682	1.61	1,022
	Inferred	21,973	1.50	1,059
Ouro Verde Underground				
Unweathered	Indicated	64	2.66	5
	Inferred	831	3.13	84
Grota Seca Open Pit				
Saprolite	Indicated	721	1.11	26
	Inferred	851	0.97	27
Unweathered	Measured	31,384	1.61	1,620
	Indicated	14,950	1.59	763
	Inferred	17,413	1.62	905
Grota Seca Underground				
Unweathered	Indicated	53	2.88	5
	Inferred	695	3.38	75
South Block Open Pit				
Saprolite	Inferred	169	1.68	9
Unweathered	Indicated	2,503	3.06	246
	Inferred	2,752	4.08	361
South Block Underground				
Unweathered	Indicated	24	4.24	3
	Inferred	193	4.05	25
Total Open Pit				
	Measured	55,420	1.68	2,999
	Indicated	38,261	1.68	2,072
	Measured + Indicated	93,682	1.68	5,070
	Inferred	43,788	1.69	2,381
Total Underground				
	Indicated	140	3.01	14
	Inferred	1,719	3.33	184

Domain	Category	Quantity ('000s tonnes)	Gold Grade (g/t)	Contained Gold ('000s oz)
Total				
	Measured	55,420	1.68	2,999
	Indicated	38,402	1.69	2,085
	Measured + Indicated	93,822	1.69	5,084
	Inferred	45,507	1.75	2,565

Notes:

1. Mineral Resources are not Mineral Reserves, and have no demonstrated economic viability. All figures have been rounded to reflect the relative accuracy of the estimates. Open pit Mineral Resources are reported at a cutoff grade of 0.5 g/t Au, and underground Mineral Resources are reported at a cutoff grade of 2.0 g/t Au. The cutoff grades are based on a gold price of $1,400/troy oz, and metallurgical recoveries of 94% for saprolite and unweathered material.
2. Mineral Resources are constrained within low, medium, and high-grade domains delineated from drilling data within Ouro Verde and Grota Seca.
3. The mineral resources have been classified according to the Canadian Institute of Mining, Metallurgy and Petroleum Definition Standards for Mineral Resources and Mineral Reserves (November 2010).
4. Please refer to risk factors outlined in the section of this AIF entitled "Narrative Description of the Business – Risks of the Business".

The mineral resource estimate was completed by Dr. Oy Leuangthong, PEng and Dr. Jean-Francois Couture, PGeo, of SRK both of whom are independent Qualified Persons, such terms are defined in NI 43-101. For the purpose of the PEA, only measured and indicated mineral resources were used.

The mineral resource estimate was prepared in accordance with N43-101 and used the following parameters:

- The stated resource is diluted according to all mineral grade domains (but not waste) to 6m by 6m by 10m blocks and tabulated on gold grade cutoffs that are reasonable for deposits of this nature and for the expected mining conditions and methods.
- The 0.5 g/t Au cut-off is chosen to capture mineralization that is potentially available to open-pit extraction.
- The higher cut-off of 2g/t is applied to mineralized material below the constraining pit that is potentially amenable to underground mining.
- The estimate is constrained by a 3-dimensional geologic model which includes the saprolite-unweathered rock contact, and gold low- medium- and high-grade mineral domains.
- One metre, capped composites honoring all mineral domain contacts were used in the estimate. The block model is oriented so the long dimension is vertical and one of the other axis is parallel to the strike trend of the mineralization.
- Grade estimation is by ordinary kriging.
- Three search passes were used and the estimation within each mineral domain used only those composites coded to that respective domain. Classification is related to the estimation pass and to the minimum number of boreholes and composites informing the block.

Preliminary Economic Assessment ("PEA")

The PEA focused on the potential development of the Project with two pits: Ouro Verde and Grota Seca. The pits will be mined at a rate of 3 Mt/a for the first 7 years then ramped up to 6 Mt/a in Year 8 achieving full production in Year 9. The mining will continue at that rate until Year 21 when the project as it stands now is complete.

The Ouro Verde pit has been designed as a series of three push-backs or phases. Grota Seca has been designed with 6 phases. Mining will be by conventional methods using front-end loaders and 90 tonne haul trucks to start. In Year 9 with the plant expansion complete the fleet will change to larger front-end loaders, hydraulic front shovels and 136 tonne trucks. The open pits will have a 21-year mine life plus one year of pre-stripping. A total of 102.8 Mt of mill feed grading 1.14 g/t will be shipped to the mill over the 21 year mine life. Measured resources mined will total 51.8 Mt grading 1.29 g/t and Indicated resources will total 51 Mt grading 1.00 g/t.

The life-of-mine ("**LOM**") strip ratio is 4.30:1 and 442.1 Mt of waste rock and saprolite will be stored over the course of the mine life.

Operating costs for the open pits are expected to average $2.37/t mined over the LOM.

Project Infrastructure

The Project infrastructure consists of the following:

- process plant, mobile equipment and maintenance buildings
- office /administration and support building
- main electrical substation and distribution system
- fuel storage and dispensing
- high voltage power supply
- settling dams and polishing ponds
- raw water storage facility
- tailings management facility
- camp accommodations with cafeteria.

This infrastructure is required to support a Phase 1 (3 Mt/a) open pit operation from two pits: Ouro Verde and Grota Seca. A Phase 2 project expansion involves doubling the process plant capacity to 6 Mt/a while mining from the same two pits.

The process plant is located to the south and west of the two open pits. The primary crusher and stockpile are situated near the process plant. Phase 1 would incorporate a crushing system, which discharges via a short stacker conveyor onto the stockpile for the 3 Mt/a operation. For the Phase 2 expansion, this unit is replaced by a permanent jaw crushing station with a capacity of 6 Mt/a, which discharges to a larger stockpile that feeds the expanded grinding circuit.

Capital and Operating Costs

Capital Costs

The capital costs for the Project are summarized in the table below. All costs are expressed in Q4 2013 United States Dollars (US$). The Brazilian Real to US Dollar exchange rate was R$2.35 to US$1.00 for this estimate. The costs are based on the estimate for an initial 3 Mt/a processing plant which is expanded to 6 Mt/a with construction of the expansion starting in Year 6 and full production on line in Year 8. The mine has a 21-year processing life.

Initial capital requirements (pre-production) are estimated to be $328.7 million. Production starts in Year -1 with the plant commissioning and full production for Year 1.

Operating Costs

Operating costs were developed for an initial 3 Mt/a mining and milling operation ramping up to 6 Mt/a in Year 9 and continuing until Year 21. The pre-strip requirements add an additional nine months prior to milling commencement in Month 10 of Year -1. Three months of mill commissioning have been included in the overall production schedule prior to full production. Total operating costs for years 1 to 6 are estimated at US$670 per ounce payable, US$750 per ounce payable in years 7 to 21, and US$742 per ounce payable over the life of mine.

Economic Analysis

The project has pre-tax net present value ("**NPV**") with a 5% discount rate of $533 million using a base price for gold of $1,300/oz. Post-tax NPV with the same 5% discount rate and $1,300 gold price was $418 million. IRR are 17.7% pre-tax and 16.1% post-tax. Payback on the project capital is expected to be 4 years pre-tax and 4.2 years post-tax.

DIVIDENDS

The constating documents of the Corporation do not limit its ability to pay dividends on its Common Shares. However, the Corporation does not expect to pay dividends in the foreseeable future. Payment of dividends in the future will be made at the discretion of the Board.

DESCRIPTION OF CAPITAL STRUCTURE

The authorized capital of the Corporation consists of an unlimited number of Common Shares and an unlimited number of special shares of the Corporation (the "**Special Shares**"). As of December 31, 2014 there were 297,062,915 Common Shares issued and outstanding and no Special Shares issued and outstanding. In addition to there are 23,178,000 Common Shares reserved for issuance upon exercise of options.

Common Shares

Holders of Common Shares are entitled to receive notice of and to attend any meetings of shareholders and shall have one vote per share at all 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 are entitled to receive on a pro rata basis such dividends, if any, as and when declared by the Board and, upon liquidation, dissolution or winding up of the Corporation, 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. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights, nor do they contain any sinking or purchase fund provisions.

Special Shares

The Special Shares may be issued from time to time in one or more series with such designation, rights, privileges, restrictions and conditions attaching to each series of Special Shares as determined by the Board subject to the issuance by the Director appointed under the *Business Corporations Act* (Ontario) of a certificate of amendment of articles in respect thereof. The Special Shares of each series shall rank on par with the Special Shares of every other series and may be entitled to preference over the Common Shares and over any other shares of the Corporation ranking junior to the Special Shares. The Special Shares may be convertible into Common Shares. The holders of Special Shares are entitled to receive copies of the annual financial statements of the Corporation and the auditor's report thereon to be submitted to the shareholders of the Corporation at annual meetings and the holders of each series of Special Shares shall have such rights to attend and vote at meetings of shareholders or restrictions on attendances or voting rights there at as may be determined by resolution of the Board. In the event of liquidation, dissolution or winding-up of the Corporation, whether voluntary or involuntary, the Special Shares of each series shall rank on par with the Special Shares of every other series and be entitled to preference over the Common Shares.

MARKET FOR SECURITIES

Trading Price and Volume

The Common Shares trade on the TSX under the symbol "BSX". The table below shows the price ranges and volume of trading on the TSX for each month of the calendar year ended December 31, 2014.

Period	High ($/Share)	Low ($/Share)	Average Daily Volume
December 2014	0.21	0.11	316,574
November 2014	0.15	0.105	635,213
October 2014	0.205	0.12	857,508
September 2014	0.245	0.19	280,352

August 2014	0.255	0.21	357,327
July 2014	0.245	0.145	645,080
June 2014	0.265	0.16	2,489,469
May 2014	0.27	0.18	430,486
April 2014	0.39	0.255	473,167
March 2014	0.475	0.345	679,595
February 2014	0.57	0.385	393,372
January 2014	0.48	0.335	407,308

Prior Sales

During the financial year ended December 31, 2014, the Corporation issued the following securities:

Transaction Date	Number of Securities	Type of Securities	Exercise Price ($)
September 11, 2014	30,952,381[(1)]	Common Shares	$0.21
November 17, 2014	6,758,000[(2)]	Options	$0.12

(1) Common Shares issuance pursuant to a private placement financing.

(2) Options granted to certain consultants, directors and officers. The options are exercisable for Common Shares at an exercise price of $0.12 for a period of five years.

DIRECTORS AND OFFICERS

The following table sets forth the name, province or state of residence and position held with the Corporation of each of the current executive officers and directors of the Corporation. All directors hold office until the next annual meeting of shareholders of the Corporation or until their successors are elected or appointed.

Name and Province of Residence	Position(s) with Corporation and Period of Service as a Director	Principal Occupation	Number of Common Shares Beneficially Held	Percentage of Common Shares Beneficially Held[(1)]
Mark Eaton[(2)] (Ontario, Canada)	Executive Chairman Director since February 2010	Executive Chairman of the Corporation	8,674,500	2.4%
Peter Tagliamonte (Ontario, Canada)	President and Chief Executive Officer Director since February 2010	President and Chief Executive Officer of the Corporation	994,286	0.39%
Stan Bharti (Ontario, Canada)	Director since February 2010	Mining consultant	-	-
Helio Diniz (Para State, Brazil)	Vice President, Exploration Director since February 2010	Vice President, Exploration of the Corporation	600,000	0.2%
C. Jay Hodgson (Ontario, Canada)	Director since June 2010	Research exploration geologist	200,000	<0.1%
Clay Livingston Hoes[(1) (2)] (New York, United States)	Director since December 2010	Portfolio Manager/Geologist	-	-
Rui Botica Santos[(1) (2)] (Estremadura, Portugal)	Director since March 2007	Corporate Lawyer	1,593,500	0.5%
Catherine Stretch[(1)] (Ontario, Canada)	Director since May 23, 2012	Chief Executive Officer of DT Plantations Limited	-	-
Patrick Gleeson (Ontario, Canada)	Corporate Secretary since March 2010	Corporate Lawyer	-	-
Joe Milbourne (British Columbia, Canada)	Vice President, Technical Services	Vice President, Technical Services of the Corporation	238,096-	,0.1%-

Name and Province of Residence	Position(s) with Corporation and Period of Service as a Director	Principal Occupation	Number of Common Shares Beneficially Held	Percentage of Common Shares Beneficially Held[1]
Ian Pritchard (Ontario, Canada)	Chief Operating Officer since August 2012	Chief Operating Officer of the Corporation	344,325	<0.1%
Ryan Ptolemy (Ontario, Canada)	Chief Financial Officer since March 2010	Financial Consultant	40,000	<0.1%

(1) Member of the Audit Committee.
(2) Member of the Corporate Governance and Compensation Committees.

The directors and officers of the Corporation, as a group, beneficially own, directly or indirectly, or exercise control over, 12,446,611 Common Shares, representing approximately 4.2% of the issued and outstanding Common Shares of the Corporation as of the date hereof, based on the information provided by these individuals.

The principal occupation, business or employment of each of the Corporation's directors and executive officers within the past five years are disclosed in the brief biographies below.

Mark Eaton, Executive Chairman. Mr. Eaton is a graduate from Hull University, England and is an experienced investment professional with over 20 years of experience in equity capital markets specializing in the resource sector. From 1998 to 2007 he held the position of Managing Director of Global Mining Sales, a division of CIBC World Markets of Toronto and Manager of US Equity Sales for CIBC World Markets. Prior to joining the Corporation, Mr. Eaton's most recent position was as a Partner and Director of Loewen Ondaatje McCutcheon Ltd., a Toronto-based investment dealer, which he held from January 2007 until he joined the Board of UEX Corporation in March, 2008. From 2008 to 2010, Mr. Eaton was a private investor and consultant.

Peter Tagliamonte, President and Chief Executive Officer. Mr. Tagliamonte is a professional mining engineer and also holds an MBA from the Richard Ivey School of Business, at the University of Western Ontario. He was the President and Chief Executive Officer of Central Sun Mining until 2009 and Chief Operating Officer of Desert Sun Mining where he contributed to the development of the Jacobina Mine in Brazil into a 4,200-tonne-per-day mining operation. Mr. Tagliamonte has over 25 years of progressive managerial experience building and operating mines worldwide, notably in Central and South America. In 2005, he received the Mining Journal's "Mine Manager of the Year" award in recognition for his work in the mining sector.

Stan Bharti, Director. Mr. Bharti has over 25 years of experience in operations, public markets and finance. Over the last ten years Mr. Bharti has been involved in acquiring, restructuring and financing resource companies. He is a Professional Mining Engineer and holds a Masters Degree in Engineering from Moscow, Russia and University of London, England. From 2002 to April 2006, Mr. Bharti was a director and past president of Desert Sun Mining Corp. (which was acquired by Yamana Gold Inc. in 2006). In addition, Mr. Bharti is a director of several public and private companies.

Helio Diniz, VP Exploration. Mr. Diniz has over 30 years of experience, most recently as Director of Exploration, Brazil for Xstrata Canada Corporation (formerly Noranda Inc. – Falconbridge Limited) from 1999 to 2007. In this role, he contributed to the primary discovery of the Araguaia Nickel Deposits which are currently undergoing scoping studies by Xstrata Nickel. He also contributed to the assembly property portfolios in the prolific Carajas Mineral District and the land position at Mangabal Nickel Sulfide Project. Prior to that he was with Eldorado Gold Corporation, and prior to that, he worked with GENCOR South Africa, and was involved in the evaluation and development of the Sao Bento gold mine in Brazil which operated for 25 years until 2007. He has served as a consultant of Apogee Minerals Ltd. since December 9, 2010, having previously been a director and President of the company. He served as the Chief Operating Officer of Castillian Resources Corporation from March 1, 2007 until April 23, 2010.

C. Jay Hodgson, Director. Dr. Hodgson is a Research Exploration Geologist with over 40 years of worldwide experience in base metal and precious metals exploration. He is a graduate of McGill University in Montreal and received his PhD from the University of California at Berkeley. From 1972 to 1995, Dr. Hodgson was Professor of Economic Geology at Queen's University where he collaborated

very closely with the mining industry. During his tenure at Queen's University, he supervised over 50 graduate theses and published 45 scientific papers including several landmark articles on economic geology and exploration. Dr. Hodgson is a former Chief Geologist at Barrick Gold Corp. ("**Barrick**") from 1996 to 2006 where he was in charge of designing and executing Barrick's worldwide exploration programs while ensuring that Barrick maintained its technical edge. During his period at Barrick, Dr. Hodgson was involved with the discoveries, acquisitions and exploration of several world-class gold deposits such as Pierina and Alto Chicama in Peru, Pascua-Lama in Chile, Veladero in Argentina, and Bulyanhulu in Tanzania. He has been a consultant to mining companies since 2006.

Clay Livingston Hoes, Director. Mr. Hoes was a senior analyst and portfolio manager with Amerprise Financial from 1999 to 2010, managing a precious metals fund and an energy fund in Minneapolis. He was a senior analyst and portfolio manager with Scudder Kemper Investments from 1996 to 1999, managing a precious metal fund in New York. Prior to that, he was a sell-side resource analyst at Everen Securities from 1993 to 1996. He was a project finance analyst for Mocatta Metals and a petroleum development geologist for Pennzoil Company. He has a Masters degree in Mineral Economics from the Colorado School of Mines and dual B.A. degrees in Geology and Economics from Hobart College. He is an investment committee member at Allina Health in Minneapolis.

Rui Botica Santos, Director. Mr. Santos has been a partner at CRA - Coelho Ribeiro e Associados, a Portuguese law firm with considerable expertise in mining law, since 1995. He is also a partner in CRA Timor, a law firm established in East Timor that focuses on international mining law and oil and gas transactions. Mr. Santos is a qualified lawyer in Portugal, Brazil, East Timor and Macau (China). In addition, since 2007, Mr. Santos has been an invited professor and lecturer on economic, banking and finance matters, including at the Instituto Superior de Derecho y Economia (Madrid, Spain) and Lisbon's University of Nova School of Economics, as well as at several executive conferences. He has also served as Director of Pirites Alentejanas, a copper and zinc mining project owned by Lundin Mining Corporation from 2001 to 2009, director of PortOil – Energia e Recursos Naturais, SA since 2006, Chairman of the general meeting of General Electric Portugal since 2005, and Chairman of the general meeting of Somincor – Sociedade Mineira de Neves Corvo SA, owned by Lundin Mining Corporation, since 2004.

Catherine Stretch, Director. Catherine Stretch has been Chief Executive Officer of DT Plantations Limited, a 40,000 hectare palm oil plantation under development in southern Philippines since mid-2012. Prior to assuming that role, Catherine worked on a project to consolidate sugar/ethanol operations in Brazil, travelling extensively to meet with farmers, owners, bankers, government officials and industry experts gaining an in depth understanding of the sector and the country. Previously, Catherine was a partner and the Chief Operating Officer of a Canadian investment firm which had $1 billion in assets under management and focused on managing resource oriented investment funds. In this role Catherine helped research, develop and structure early stage investments and investment vehicles in Canada and overseas working with legal teams, securities regulators and local partners as well as overseeing day-to-day operations and financial reporting requirements of the company. Catherine has a BA in Economics from the University of Western Ontario and an MBA in International Business from the Schulich School of Business at York University.

Patrick Gleeson, General Counsel and Corporate Secretary. Mr. Gleeson is a lawyer in the Province of Ontario who since 2007, has acted as legal consultant for several publically trading companies in the mining industry. He is a director and officer of several public and private mining companies.

Ian Pritchard, Chief Operating Officer. Mr. Pritchard is a professional with over 20 years of experience in project and operations management in the mining industry both in North America as well as internationally, including, in particular, Brazil. Mr. Pritchard's mining experience includes the management of pre-feasibility and feasibility studies, engineering, procurement and construction management projects. He has held senior executive positions at various organizations worldwide including SNC-Lavalin and De Beers Canada. He is the Chief Operating Officer of the Corporation.

Joe Milbourne, Vice President, Technical Services. Mr. Milbourne is a metallurgist with over 40 years experience in Central and South America. He has a BS in Metallurgical Engineering from New Mexico Institute of Mining and Technology and a MS in Metallurgy from the University of Utah. He was Technical Director AMEC Mining and Metals where he oversaw process engineering and has international

experience with BHP, Eldorado and Cominco. Mr. Milbourne is a fellow of the Australasian Institute of Mining and Metallurgy and a registered member of SME.

Ryan Ptolemy, Chief Financial Officer. Mr. Ptolemy is Chartered Professional Accountant, Certified General Accountant and CFA charter holder. From August 2005 to September 2009, Mr. Ptolemy was at an independent investment dealer in Toronto, most recently serving as Chief Financial Officer where he was responsible for financial reporting, auditing, budgeting and internal controls. Thereafter, he joined Rodinia Lithium Inc. as the Chief Financial Officer in 2010. In addition to Belo Sun, he is currently the Chief Financial Officer of Rodinia Lithium Inc., Arena Minerals Inc., Alder Resources Ltd. and Aberdeen International Inc.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Other than as set forth below, no director or executive officer of the Corporation is, as at the date of this AIF, or has been, within ten years before the date of this AIF, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, (i) while that person was acting in that capacity was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days (an "**Order**"); (ii) was subject to an Order that was issued, after the person ceased to be a director, chief executive officer or chief financial officer, and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

Mr. Bharti was a director of Kansai Mining Corporation ("**Kansai**"), a company listed on the TSX Venture Exchange. On January 29, 2008, a cease trade order was issued against Kansai and each of the directors and officers, as a result of Kansai failing to file comparative financial statements for the year ended September 30, 2007 and management's discussion and analysis for the period ended September 30, 2007. On March 5, 2008, the cease trade order was revoked.

No director, executive officer or shareholder holding a sufficient number of securities to materially affect control of the Corporation:

(a) has, as at the date of this AIF, or has been within the ten years before the date of this AIF, a director or executive officer of any company (including the Corporation) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy, or insolvency, or was subject to or instituted any proceedings, arrangements or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within the ten years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such director, executive officer or shareholder.

No director or executive officer of the Corporation, or a shareholder holding sufficient number of securities of the Corporation to affect materially the control of the Corporation, has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

Conflicts of Interest

Certain of the Corporation's directors and officers serve or may agree to serve as directors or officers of other reporting companies or have significant shareholdings in other reporting companies. To the extent that such other companies may participate in ventures in which the Corporation may participate, the directors or officers of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Corporation's directors, a director who has such a conflict will step out of the room during

discussions and abstain from voting for or against the approval of such participation or such terms. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of Canada, the directors of the Corporation are required to act honestly, in good faith and in the best interests of the Corporation. In determining whether or not the Corporation will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Corporation may be exposed and its financial position at that time.

AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**") requires the Corporation to have a written audit committee charter and to make the disclosure required by Form 52-110F2.

Audit Committee Charter

A copy of the Charter of the Audit Committee of the Board, which has been adopted by the Board in order to comply with NI 52-110 and to more properly define the role of the Audit Committee in the oversight of the financial reporting process of the Corporation is attached hereto as Schedule "A". Nothing in the Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

The Audit Committee is comprised of Catherine Stretch, Clay Hoes and Rui Botica Santos. Each member of the Audit Committee is independent of the Corporation and financially literate, as such terms are defined in NI 52-110.

Relevant Education and Experience

A brief summary of the qualifications of each member of the Audit Committee may be found above under the heading "*Directors and Officers*".

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year has there been a recommendation of the Audit Committee to nominate or compensate an external auditor that was not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on any available exemption regarding the composition, responsibilities or otherwise of the Audit Committee.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

Audit Fees

The Corporation's external auditors, Collins Barrow Toronto LLP, Licensed Public Accountants, billed the Corporation $50,000 in the financial year ended December 31, 2013 and $47,500 in the financial year ended December 31, 2014, for audit fees.

Audit-Related Fees

The Corporation's external auditors, Collins Barrow Toronto LLP, Licensed Public Accountants, billed the Corporation $7,000 in the financial year ending December 31, 2013 and $7,000 in the financial year ended December 31, 2014 for assurance and related services related to the performance of the audit or review of the Corporation's financial statements, which are not included in audit fees.

Tax Fees

The Corporation's external auditors, Collins Barrow Toronto LLP, Licensed Public Accountants, billed the Corporation $6,400 in the financial year ending December 31, 2013 and $6,000 in the financial year ended December 31, 2014 for tax compliance, tax advice and tax planning.

All Other Fees

No other fees were charged by the external auditors for the financial years ended December 31, 2013 and December 31, 2014.

PROMOTERS

To the best of the Corporation's knowledge, no person or company has been within the two most recently completed fiscal years, or is during the current fiscal year, a promoter of the Corporation or any of its subsidiaries.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Other than in respect of the LP as set out in the section "General Development of the Business – Thee Year History – Financial Year Ended December 31, 2014", there are no current legal proceedings and there were no legal proceedings during the year ended December 31, 2014 to which the Corporation was a party or of which any of the Corporation's property was subject, nor, to the best of the Corporation's knowledge, are there any such legal proceedings contemplated.

There have been no penalties or sanctions imposed against the Corporation by a court relating to securities legislation or by a securities regulatory authority during the fiscal year ended December 31, 2014, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor making an investment decision in the Corporation. The Corporation has not entered into any settlement agreements with a court relating to securities legislation or with a securities regulatory authority during the fiscal year ended December 31, 2014.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

None of the directors, executive officers or principal shareholders of the Corporation and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction within the past three years or in any proposed transaction that has materially affected or will materially affect the Corporation or any of its subsidiaries.

TRANSFER AGENTS AND REGISTRARS

The Corporation's transfer agent and registrar is TMX Equity Transfer Services, located in Toronto, Ontario.

MATERIAL CONTRACTS

Except for contracts entered into by the Corporation in the ordinary course of business or otherwise disclosed herein, no contracts entered into during the financial year ended December 31, 2014, or which remain in effect can reasonably be regarded as presently material.

INTERESTS OF EXPERTS

Oy Leuangthong, PhD., P.Eng. Lars Weiershäuser, P.Geo.,Jean-Francois Couture, PhD., P.Geo, Gordon Zurowski, P.Eng., Lyn Jones, P.Eng., and Justin Taylor, P.Eng. are the "Qualified Persons" who authored the Technical Report. To the knowledge of the Corporation, none of Messrs. Couture, Leuangthong, Zurowski, Jones or Taylor, nor SRK or AGP Mining Consultants Inc. had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Technical Report or as at the date hereof.

Carlos Costa, P.Geo, is the Qualified Person who reviewed the scientific and technical information in this AIF. He is an advisor to Belo Sun whose holdings of securities of the Corporation as of the date hereof does not exceed 1% of the issued and outstanding securities of the Corporation.

Collins Barrow Toronto LLP, Licensed Public Accountants, are the auditors of the Corporation and have performed the audit in respect of the audited annual consolidated financial statements of the Corporation as at and for the year ended December 31, 2014. Collins Barrow Toronto LLP, Licensed Public Accountants were independent of the Corporation in accordance with the applicable rules of professional conduct.

ADDITIONAL INFORMATION

Additional information, including directors' and officers' remuneration and indebtedness, principal holders of the Corporation's securities, and securities authorized for issuance under the Corporation's stock option plan is contained in the management information circular of the Corporation dated April 19, 2014.

Additional financial information is provided in the Corporation's annual consolidated financial statements and management's discussion and analysis for the year ended December 31, 2014. These documents and other information about the Corporation can be found on SEDAR under the Corporation's profile at www.sedar.com.

SCHEDULE A

BELO SUN MINING CORP.
AUDIT COMMITTEE CHARTER

Audit Committee Charter
(Implemented pursuant to National Instrument 52-110)

This Charter has been adopted by the Board in order to comply with the Instrument and to more properly define the role of the Committee in the oversight of the financial reporting process of the Corporation. Nothing in this Charter is intended to restrict the ability of the Board or Committee to alter or vary procedures in order to comply more fully with the Instrument, as amended from time to time.

PART 1

Purpose: The purpose of the Committee is to:

a) significantly improve the quality of the Corporation's financial reporting;
b) assist the Board to properly and fully discharge its responsibilities;
c) provide an avenue of enhanced communication between the Board and external auditors;
d) enhance the external auditor's independence;
e) increase the credibility and objectivity of financial reports; and
f) strengthen the role of the outside members of the Board by facilitating in depth discussions between Members, management and external auditors.

1.1 Definitions

"accounting principles" has the meaning ascribed to it in National Instrument 52-107 *Acceptable Accounting Principles, Auditing Standards and Reporting Currency*;

"Affiliate" means a Corporation that is a subsidiary of another Corporation or companies that are controlled by the same entity;

"audit services" means the professional services rendered by the Corporation's external auditor for the audit and review of the Corporation's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"Board" means the board of directors of the Corporation;

"Charter" means this audit committee charter;

"Corporation" means Belo Sun Mining Corp.;

"Committee" means the committee established by and among certain members of the Board for the purpose of overseeing the accounting and financial reporting processes of the Corporation and audits of the financial statements of the Corporation;

"Control Person" means any person that holds or is one of a combination of persons that holds a sufficient number of any of the securities of the Corporation so as to affect materially the control of the Corporation, or that holds more than 20% of the outstanding voting shares of the Corporation, except where there is evidence showing that the holder of those securities does not materially affect control of the Corporation;

"executive officer" means an individual who is:

a) the chair of the Corporation;
b) the vice-chair of the Corporation;
c) the President of the Corporation;
d) the vice-president in charge of a principal business unit, division or function including sales, finance or production;

e) an officer of the Corporation or any of its subsidiary entities who performs a policy-making function in respect of the Corporation; or
f) any other individual who performs a policy-making function in respect of the Corporation;

"financially literate" has the meaning set forth in Section 1.3;

"immediate family member" means a person's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person's immediate family member) who shares the individual's home;

"independent" has the meaning set forth in Section 1.2;

"Instrument" means National Instrument 52-110;

"MD&A" has the meaning ascribed to it in the National Instrument;

"Member" means a member of the Committee;

"National Instrument 51-102" means National Instrument 51-102 *Continuous Disclosure Obligations*;

"non-audit services" means services other than audit services;

1.2 Meaning of Independence

1. A Member is independent if the Member has no direct or indirect material relationship with the Corporation.

2. For the purposes of subsection 1, a material relationship means a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a Member's independent judgement.

3. Despite subsection 2 and without limitation, individuals set out in sections 1.4 (3) and 1.5 of National Instrument 52-110 shall be considered to have a material relationshiop wth the Corporation.

1.3 Meaning of Financial Literacy - For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

PART 2

2.1 Audit Committee – The Board has hereby established the Committee for, among other purposes, compliance with the Instrument.

2.2 Relationship with External Auditors – The Corporation will henceforth require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

2.3 Committee Responsibilities

1. The Committee shall be responsible for making the following recommendations to the Board:
   a) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation; and
   b) the compensation of the external auditor.

2. The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting.

This responsibility shall include:

a) reviewing the audit plan with management and the external auditor;
b) reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
c) questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
d) reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
e) reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
f) reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weakness;
g) reviewing interim unaudited financial statements before release to the public;
h) reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
i) reviewing any evaluation of internal controls by the external auditor, together with management's response;
j) reviewing the terms of reference of the internal auditor, if any;
k) reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
l) reviewing the appointments of the Chief Financial Officer and any key financial executives involved in the financial reporting process, as applicable.

3. The Committee shall pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the issuer's external auditor.

4. The Committee shall review the Corporation’s financial statements, MD&A and annual and interim earnings press releases before the Corporation publicly discloses this information.

5. The Committee shall ensure that adequate procedures are in place for the review of the Corporation’s public disclosure of financial information extracted or derived from the Corporation’s financial statements, and shall periodically assess the adequacy of those procedures.

6. When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Policy 31, and the planned steps for an orderly transition.

7. The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in the National Instrument, on a routine basis, whether or not there is to be a change of auditor.

8. The Committee shall, as applicable, establish procedures for:

a) the receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
b) the confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.

9. As applicable, the Committee shall establish, periodically review and approve the Corporation’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer, as applicable.

10. The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

2.4 De Minimis Non-Audit Services – The Committee shall satisfy the pre-approval requirement in subsection 2.3(3) if:

a) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the fiscal year in which the services are provided;
b) the Corporation or the relevant subsidiary of the Corporation, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
c) the services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

2.5 Delegation of Pre-Approval Function

1. The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).

2. The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

PART 3

3.1 Composition

1. The Committee shall be composed of a minimum of three Members.
2. Every Member shall be a director of the issuer.
3. Every audit committee member shall be independent.
4. Every audit committee member shall be financially literate.

PART 4

4.1 Authority – Until the replacement of this Charter, the Committee shall have the authority to:

a) engage independent counsel and other advisors as it determines necessary to carry out its duties,
b) set and pay the compensation for any advisors employed by the Committee,
c) communicate directly with the internal and external auditors; and
d) recommend the amendment or approval of audited and interim financial statements to the Board.

PART 5

5.1 Disclosure in Information Circular -- The Corporation shall include in its Annual Information Form the disclosure required by Form 52-110F1.

PART 6

6.1 Meetings

1. Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
2. Opportunities shall be afforded periodically to the external auditor, the internal auditor, if any, and to members of senior management to meet separately with the Members.
3. Minutes shall be kept of all meetings of the Committee.