PRELIMINARY SHORT FORM PROSPECTUS

New Issue — May 21, 2008

QUADRA MINING LTD.
Cdn$175,052,500
7,145,000 Common Shares

This short form prospectus qualifies the distribution (the "Offering") of 7,145,000 common shares (each an "Offered Share") of Quadra Mining Ltd. ("Quadra" or the "Company") at a price of Cdn$24.50 per Offered Share (the "Offering Price"). The Offered Shares will be sold pursuant to an underwriting agreement (the "Underwriting Agreement") dated May 21, 2008 between the Company and Macquarie Capital Markets Canada Ltd., Raymond James Ltd., BMO Nesbitt Burns Inc., Cormark Securities Inc. and GMP Securities L.P. (collectively, the "Underwriters"). The Offering Price was determined by negotiation between the Company and the Underwriters.

The common shares of Quadra (the "Common Shares") are listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the symbol "QUA". On May 13, 2008, the last trading day before the announcement of the Offering, the closing price of the Common Shares on the TSX was Cdn$25.61. The Company has applied to the TSX to list the Offered Shares distributed hereunder on the TSX. Listing on the TSX will be subject to the Company fulfilling all of the listing requirements of the TSX.

Investing in the Offered Shares involves a high degree of risk. See "Cautionary Statement Regarding Forward-Looking Information" and "Risk Factors" beginning on pages 4 and 12 of this short form prospectus, respectively.

Price: Cdn$24.50 per Offered Share

	Price to the Public	Underwriters' Fee(1)	Net Proceeds to the Company(2)
Per Offered Share	Cdn$24.50	Cdn$0.98	Cdn$23.52
Total(3)	Cdn$175,052,500	Cdn$7,002,100	Cdn$168,050,400

Notes:

(1) Pursuant to the terms and conditions of the Underwriting Agreement, the Company has agreed to pay a cash commission to the Underwriters (the "Underwriters' Fee") equal to 4.0% of the gross proceeds of the Offering. See "Plan of Distribution".

(2) After deducting the Underwriters' Fee, but before deducting the other expenses of the Offering, estimated to be Cdn$400,000, which will be paid from the proceeds of the Offering.

(3) The Company has granted the Underwriters an option (the "Over-Allotment Option"), exercisable in whole or in part in the sole discretion of the Underwriters until 5:00 p.m. (Toronto time) on the date which is 30 days after the Closing Date (as defined below), to purchase up to an additional 1,071,750 Common Shares (the "Additional Shares") of the Company on the same terms as set forth above, solely to cover over-allotments, if any, and for market stabilization purposes. If the Over-Allotment Option is exercised in full, the total number of Common Shares issued pursuant to the Offering will be 8,216,750, the total price to the public under the Offering will be Cdn$201,310,375, the total Underwriters' Fee will be Cdn$8,052,415 and the net proceeds to the Company will be Cdn$193,257,960, before deducting the other expenses of the Offering. This short form prospectus also qualifies the grant of the Over-Allotment Option and the distribution of the Additional Shares to be issued upon the exercise of such Over-Allotment Option. See "Plan of Distribution."

The Offering Price and the number of Offered Shares being distributed hereunder was publicly disclosed in a press release of the Company issued on May 14, 2008 and filed electronically at www.sedar.com on the same date.

The following table sets out the number of Additional Shares that may be issued by the Company to the Underwriters:

Underwriters' Position	Maximum Size	Exercise Period	Exercise Price
Over-Allotment Option	1,071,750 Additional Shares	Up to 30 days after to the Closing Date	Cdn$24.50 per Additional Share

Subject to applicable laws, the Underwriters may, in connection with the Offering effect transactions intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time, to an amount not greater then the Offering Price. The compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company. See "Plan of Distribution".

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

Subscriptions will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. A book-entry only certificate or certificates representing the Offered Shares to be issued to Canadian purchasers pursuant to the Offering will be issued in registered form to CDS & Co. ("CDS") or its nominee and will be deposited with CDS on the date of the closing of the Offering which is expected to occur on or about June 5, 2008 or such other date as the Company and the Underwriters may agree (the "Closing Date"). A Canadian purchaser of Offered Shares will receive only a customer confirmation or confirmations from a registered dealer who is a CDS participant and from or through which the Offered Shares are purchased. For all Offered Shares sold within the United States, certificates evidencing the Offered Shares will be available for delivery on the Closing Date.

The Company's principal address and head office is located at Suite 2000 - 1177 West Hastings Street, Vancouver, British Columbia, Canada, V6E 2K3. The Company's registered and records office is located at Suite 2600, Three Bentall Centre, 595 Burrard Street, Vancouver, British Columbia, Canada, V7X 1L3.

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CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This short form prospectus contains "forward-looking information" that is based on Quadra's expectations, estimates and projections as of the dates as of which those statements were made. This forward-looking information includes, among other things, statements with respect to Quadra's business strategy, plans, outlook, long-term growth in cash flow, shareholder value, projections, targets and expectations as to reserves, resources, results of exploration (including targets) and related expenses, property acquisitions, mine development, mine operations, mine production costs, drilling activity, sampling and other data, estimating grade levels, future recovery levels, future production levels, capital costs, cash and total costs of production of copper, gold, molybdenum and other minerals, expenditures for environmental matters, projected life of Quadra's mines, reclamation and other post closure obligations and estimated future expenditures for those matters, completion dates for the various development stages of mineral properties, availability of water for milling and mining, future copper, gold, molybdenum and other mineral prices (including the long-term estimated prices used in calculating Quadra's mineral reserves), currency exchange rates, debt reductions, timing of expected sales and final pricing of concentrate sales, the percentage of anticipated production covered by option contracts or agreements, anticipated outcome of litigation and personnel issues. Generally, this forward-looking information can be identified by the use of forward-looking terminology such as "outlook", "anticipate", "project", "target", "believe", "estimate", "expect", "intend", "should", "scheduled", "will", "plan" and similar expressions. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause Quadra's actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information, including but not limited to:

- Uncertainties related to the accuracy of reserve and resource estimates and estimates of future production and future cash and total costs of production and the geotechnical or hydro-geological nature of ore deposits, diminishing quantities or grades of reserves and variable metallurgical performance of these reserves.
- Uncertainties related to expected production rates, timing of production and the cash and total costs of production and milling.
- Uncertainties with respect to the quantity or quality of gold and molybdenum that may be produced at the Robinson Mine.
- Uncertainties relating to copper, gold, molybdenum and other mineral prices, which are beyond the Company's control.
- Provisional payments on concentrate material that the Company sells; uncertainty in the final metal prices used for the computation of final settlement exists such that final settlement could be less than the cost of production plus other liquidity requirements.
- Operating and technical difficulties in connection with mining development or production activities.
- Uncertainties and costs related to Quadra's exploration and development activities, such as those associated with determining whether copper, gold, molybdenum or other mineral reserves exist on a property.
- Uncertainties related to feasibility studies and other studies that provide estimates of expected or anticipated costs, expenditures and economic returns from a mining project.
- Uncertainties related to capital cost estimates for mine construction activities.
- Uncertainties relating to the availability of adequate water resources for mining and milling operations and uncertainties related to whether the Company will be able to pump water in the expected quantities from the properties on which it holds water rights.
- Uncertainties related to the ability to obtain and retain necessary licences, permits, electricity, surface rights, water rights and title for development projects and project delays due to third party opposition.
- Uncertainties in obtaining additional financing that may result in delay or postponement of development projects.
- Uncertainties related to the future development or implementation of new technologies, research and development and, in each case, related initiatives and the effect of those on the Company's operating performance.
- Uncertainties related to judicial or regulatory proceedings, including whether the permits required for development and operating activities will be obtained and whether existing permits will be challenged.
- Changes in, and the effects of, the laws, regulations and government policies affecting Quadra's mining operations, particularly laws, regulations and policies relating to:
    - mine expansions, environmental protection and associated compliance costs arising from exploration, mine development, mine operations, reclamation and mine closures;

- expected effective future tax rates in jurisdictions in which Quadra's operations are located;
    - the protection of the health and safety of mine workers; and
    - mineral rights ownership in Chile and other countries where Quadra's mineral deposits are located.
- Changes in general economic conditions, the financial markets and in the demand and market price for copper, gold, molybdenum and other minerals, diesel fuel, petroleum, steel, concrete, sulphuric acid, explosives, truck tires and other operating supplies, refining and treatment costs, transportation charges, electricity and other forms of energy, mining equipment, and fluctuations in exchange rates, particularly with respect to the value of the U.S. dollar, Chilean Peso and Canadian dollar.
- The effects of derivative instruments to protect against fluctuations in copper, gold, molybdenum and other metal prices and exchange rate movements and the risks of counterparty defaults, and mark to market risk.
- Unusual or unexpected formations, seismic activity, cave-ins, flooding, pressures, pit wall failures and other similar incidents (and the risk of inadequate insurance or inability to obtain insurance to cover these risks).
- Changes in accounting policies and methods used to report Quadra's financial condition.
- Uncertainties associated with critical accounting assumptions and estimates.
- Environmental issues and liabilities associated with mining including processing, stock piling ore and impoundment of tailings.
- Geopolitical uncertainty and political and economic instability in countries in which Quadra operates.
- Labour strikes, work stoppages, or other interruptions to, or difficulties in, the employment of labour in markets in which Quadra operates mines, or extreme weather conditions, environmental hazards, industrial accidents or other events or occurrences, including third party interference that interrupt the production of minerals in Quadra's mines or interrupt the delivery of Quadra's product to customers.
- Quadra's reliance on a single producing property.
- Uncertainties relating to development projects, including whether the Carlota copper project, the Sierra Gorda project and the Malmbjerg molybdenum project can be brought into production.
- Uncertainties related to potential future breaches of covenants and undertakings contained in agreements, by Quadra or its suppliers, that could result in a significant loss to Quadra.

A discussion of these and other factors that may affect Quadra's actual results, performance, achievements or financial position is contained in the filings by Quadra with the Canadian provincial securities regulatory authorities, including Quadra's annual information form dated March 25, 2008 for the year ended December 31, 2007 (the "AIF"). This list is not exhaustive of the factors that may affect the Company's forward-looking information. These and other factors should be considered carefully and readers should not place undue reliance on such forward-looking information. Investors should carefully consider the risks set out below under the heading "Risk Factors" as well as those contained in the AIF incorporated by reference in this short form prospectus.

The Company's forward-looking statements are based on the beliefs, expectations and opinions of management on the date the statements are made, and the Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change, except as required by law. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents of the Company, which have been filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into, and form an integral part of, this short form prospectus:

(a) the Company's annual information form dated March 25, 2008 for the year ended December 31, 2007;

(b) the Company's audited consolidated financial statements as at and for the year ended December 31, 2007 and the report of the auditors thereon;

(c) the Company's management's discussion and analysis of financial results for the year ended December 31, 2007;

(d) the Company's unaudited interim consolidated financial statements as at and for the three month period ended March 31, 2008;

(e) the Company's management's discussion and analysis of financial results as at and for the three month period ended March 31, 2008;

(f) the Company's information circular dated March 17, 2008, prepared in connection with the Company's annual general meeting of shareholders held on April 23, 2008;

(g) the Company's material change report dated and filed on May 15, 2008 in respect of the updated National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") compliant mineral resource estimate for the Company's Sierra Gorda project (the "Sierra Gorda Project") in Chile and the acquisition of certain water rights; and

(h) the Company's material change report dated and filed on May 15, 2008 in respect of this Offering.

Any document of the type referred to in section 11.1 of Form 44-101F1 – *Short Form Prospectus Distributions*, if filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this short form prospectus and prior to the termination of the distribution under this Offering shall also be deemed to be incorporated by reference into this short form prospectus.

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

ELIGIBILITY FOR INVESTMENT

In the opinion of Blake, Cassels & Graydon LLP, counsel to the Company, and Cassels Brock & Blackwell LLP, counsel to the Underwriters, provided the Offered Shares are listed on a designated stock exchange (which currently includes the TSX), based on the law as of the date hereof, the Offered Shares, if issued on the date hereof, would be qualified investments under the *Income Tax Act* (Canada) and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, deferred profit sharing plans, registered education savings plans, and registered disability savings plans. **Investors are advised to consult their own tax advisors.**

CURRENCY & EXCHANGE RATE INFORMATION

The Company presents its consolidated financial statements in United States dollars. All references to "$" in this short form prospectus refer to United States dollars and all references to "Cdn$" refer to Canadian dollars. The noon exchange rate on May 20, 2008 as reported by the Bank of Canada for the conversion of Canadian dollars was Cdn$1.00 equals $1.0070.

THE COMPANY

Summary Description of the Business

Quadra is a base metals development and operating company that has assembled a portfolio of copper and other base metal projects located in the Americas and Greenland. Quadra currently has one producing operation, the Robinson Mine, located in Nevada, with the remaining projects in varying stages of development and exploration. Quadra is focused on the following principal assets:

Robinson Mine (Nevada) – The Robinson Mine is an open pit copper and gold mine located in eastern Nevada near the town of Ely. Quadra acquired the mine from BHP Billiton in 2004 and recommenced operations that year. In 2007, the Robinson Mine produced 131.9 million pounds of copper and approximately 108,000 ounces of gold.

Carlota Project (Arizona) – The Carlota copper project is a heap leach – SX-EW operation that is currently under construction in the west end of the Miami-Globe mining district of east-central Arizona. Construction is proceeding on schedule with the first production of copper cathode expected in the fourth quarter of 2008.

Sierra Gorda Project (Chile) – The Sierra Gorda Project is a late-stage copper exploration project located in the Atacama Desert of Region II, northern Chile. The Company previously had a number of options to acquire interests in the Sierra Gorda Project, and recently agreed to make accelerated payments totalling $22.5 million to exercise eight of such options. As a result, the Company now has a 100% ownership interest in the Sierra Gorda Project. Based on the NI 43-101 technical report dated May 16, 2008, the project has an indicated mineral resource estimate of 10.6 billion pounds of copper and 474 million pounds of molybdenum and an additional inferred mineral resource estimate of 5.5 billion pounds of copper and 211 million pounds of molybdenum. See "Recent Developments – Sierra Gorda Technical Report."

Malmbjerg Project (Greenland) – Quadra holds a 98.2% interest in the Malmbjerg molybdenum project as a result of its acquisition of 98.2% of International Molybdenum Plc ("InterMoly"). Quadra commenced engineering and cost studies in 2007 in order to generate the information required to make a development decision for the project and to produce a NI 43-101 compliant mineral reserve estimate. Further development of the project will depend on the results of the ongoing permitting activities and cost studies, and Quadra may seek a partner or partners to advance the project through to production.

Recent Developments

Sierra Gorda Technical Report

On May 12, 2008, the Company announced the completion of an updated NI 43-101 compliant mineral resource estimate for its 100%-owned Sierra Gorda Project in Chile, which was included in an updated technical report entitled "Updated Technical Report on the Sierra Gorda Project, Region II, Chile" dated May 16, 2008 (the "Updated Technical Report"). The Updated Technical Report reflects the work undertaken by Mine Development Associates Inc. ("MDA") at the request of the Company, to provide an updated resource estimate in compliance with NI 43-101.

The Updated Technical Report was prepared by Steven Ristorcelli, P.Geo., of MDA, assisted by Peter Ronning, P.Eng., of New Caledonian Geological Consulting, Gary Lustig, P. Geo, of G.N. Lustig Consulting Ltd. and Patrick Fahey, P. Geo., Vice President, Exploration of Quadra, each of whom is a "qualified person" as such term is defined in NI 43-101. The QA/QC work was reviewed by Mr. Lustig. The Updated Technical Report, which was prepared in accordance with NI 43-101, has been filed on the System for Electronic Documents Analysis and Retrieval located at www.sedar.com. The information set out below is a summary of information contained in the Updated Technical Report and is subject to important qualifications, assumptions and exclusions, all of which are set out in the Updated Technical Report. For a complete description of the Sierra Gorda property, including its accessibility, climate, local resources, infrastructure, physiography, geological setting, mineralization, past drilling programs and history, as well as the assumptions, qualifications, and procedures associated with the following information, reference should be made to the full text of the Updated Technical Report. Any information with respect to developments after the effective date of the Updated Technical Report is solely attributable to the Company and has not been verified by the authors of the Updated Technical Report.

The Updated Technical Report recalculates the resource estimate for the property, taking into account the drilling work undertaken by the Company since the date of the previous technical report dated August 3, 2005 which was also prepared by MDA. The description of the Sierra Gorda Project set out in the AIF remains accurate in all material respects, except to the extent supplemented or amended by the following information which is extracted from the Updated Technical Report.

General Description

The Sierra Gorda property has been explored by numerous companies who defined modest molybdenum and copper, breccia-controlled, stockwork mineralization. In 2006, Quadra's drill hole QSG06-281 changed the perspective of the property by intersecting long intervals of copper, gold, and minor molybdenum mineralization. This drill hole initiated a large exploration program resulting in the substantial resource reported in the Updated Technical Report. The project is essentially composed of four centers of mineralization: Catalina, Salvadora and two newly discovered areas, 281 Zone and 285 Zone. The mineralization is best described as porphyry style. From the surface down to about 150 meters, the oxidized rock contains remnant and enriched oxide copper mineralization and a weakly developed zone of supergene-enriched copper. The principal metal is copper, occurring throughout the mineralized area, while molybdenum occurs dominantly at Catalina and Salvadora and gold in low but potentially economic quantities with the higher grades of copper.

Location and Mineral Rights

The Sierra Gorda property is located in Region II (formally II Región de Antofagasta) in the Atacama Desert of northern Chile. Quadra acquired most of the exploitation concessions pursuant to six option agreements entered into in January and February of 2004, all of which have been exercised. Additionally, Quadra has entered into three further option agreements, regarding four new exploitation concessions located in the project area – two of which agreements have recently been exercised.

In July 2007 and March 2008, Quadra received notice that legal claims had been filed in Chilean courts against Quadra's wholly-owned Chilean subsidiary, Minera Quadra Chile Limitada ("Quadra Chile"). The claimant is a minority shareholder of the corporations with which Quadra Chile signed two of the option agreements entered into in 2004 (the "Optioners"). The claimant is seeking to nullify these option agreements. These agreements are two of the nine option agreements relating to the Sierra Gorda mineral property. Based on advice of Chilean counsel, Quadra believes that the option agreements are valid and that the legal claims are without merit.

Eight of the nine options to acquire the mining properties with respect to the Sierra Gorda mineral property were exercised by Quadra Chile on April 4th, 25th, and 30th, 2008. As a result, as of those dates, Quadra Chile is the exclusive and full owner of such mining properties.

Resource Estimate

The Updated Technical Report contains a new estimate of the resource available at the Sierra Gorda property. The resource estimate relied heavily on logged geology and statistical evaluations to define mineral domains for copper and molybdenum. The domains were interpreted on cross sections and taken to plan or long section prior to coding the block model. The copper grade reported is for total copper. This estimate does not address the issue of soluble copper; that is, the portion of the total copper that could be recovered using relatively low-cost leaching technology. Copper and molybdenum were estimated separately; gold has not been assayed sufficiently for reporting although it was estimated. The copper and gold resource estimate was done using ordinary Kriging.

The cutoffs chosen to report the Sierra Gorda resource are based upon preliminary economic assessments and information from the Sierra Gorda project operators concerning anticipated mining, processing, general and administration costs. The differences between the oxide and sulfide costs are due to increased costs for extracting the copper and molybdenum from unoxidized material. MDA also considered reported costs for similar mining and processing operations in northern Chile. The two chosen cutoff grades are 0.20% total copper for the oxide and 0.30% copper equivalent for the sulfide. As molybdenum will not be recovered in the oxidized material using anticipated heap-leach processing, no credit is given for the molybdenum in oxides. As such, the resource tabulation in the oxide material includes only the copper mineralization, such that the equivalent copper grade in the oxide is the same as the total copper grade. The sulfide mineralization, on the other hand, is expected to yield both recoverable copper and molybdenum. The copper equivalent calculation is based on long-term average copper and molybdenum metal prices to arrive at a ratio of 5 to 1. Copper equivalent calculations reflect gross metal content and have not been adjusted for metallurgical recoveries or relative processing and smelting costs. The Sierra Gorda resource estimate is summarized in the following table:

Summary of the Sierra Gorda Copper and Molybdenum Mineral Resources
As at May 16, 2008

Sierra Gorda: Sulfide Indicated

Cutoff CuEq%	Tonnes	CuEq (%)	Cu (%)	Cu (tonnes)	Cu (lbs)	Mo%	Mo (tonnes)	Mo (lbs)
0.30	923,173,000	0.56	0.44	4,101,000	9,040,600,000	0.023	215,000	474,210,000

Sierra Gorda: Sulfide Inferred

Cutoff CuEq%	Tonnes	CuEq (%)	Cu (%)	Cu (tonnes)	Cu (lbs)	Mo%	Mo (tonnes)	Mo (lbs)
0.30	590,269,000	0.46	0.38	2,253,000	4,966,700,000	0.016	96,000	210,870,000

Sierra Gorda: Oxide Indicated

Cutoff CuEq%	Tonnes	CuEq (%)	Cu (%)	Cu (tonnes)	Cu (lbs)	Mo%	Mo (tonnes)	Mo (lbs)
0.20	206,011,000	0.34	0.34	705,000	1,554,900,000	NA	NA	NA

Sierra Gorda: Oxide Inferred

Cutoff CuEq%	Tonnes	CuEq (%)	Cu (%)	Cu (tonnes)	Cu (lbs)	Mo%	Mo (tonnes)	Mo (lbs)
0.20	83,298,000	0.30	0.30	249,000	549,500,000	NA	NA	NA

The above resource table does not include all of the most recent drilling results which are designed to confirm the continuity of mineralization through much of the resource area. The following table prepared by the Company includes the results of the additional holes with Cu results over 0.20%:

Hole #	Total Depth (m)	From (m)	To (m)	Interval (m)	Cu %	Mo %	Au gpt
QSGRC5-52	350-762	604	700	96	0.40	0.490	0.07
QSGRC5-62	176-764	234	248	14	0.40	<0.005	NA
QSG 06-294	200-1204	1112	1204	92	0.64	0.003	NA
QSG07-377	0-1035	44	74	30	0.32	-	-
and		162	188	26	0.30	-	-
and		444	904	460	0.40	0.046	0.08
Including		662	830	168	0.50	0.029	0.09
QSG07-384	0-224	6	224	218	0.24	-	-
QSG07-385	0-212	6	86	80	0.24	-	-
and		112	212	100	0.33	-	-
QSG07-386	0-222	18	222	204	0.30	-	-
QSG07-389	0-246	6	86	80	0.48	0.027	-

Hole #	Total Depth (m)	From (m)	To (m)	Interval (m)	Cu %	Mo %	Au gpt
and		118	232	114	0.27	0.065	-
QSG07-392	0-222	66	134	68	0.28	-	-
QSG07-394	0-240	6	44	38	0.28	-	-
QSG08-401	0-166	26	146	120	0.24	-	-
QSG08-406	0-234	6	16	10	0.27	-	-
QSG08-413	0-212	12	36	24	0.22	-	-
and		70	96	26	0.23	-	-
QSG08-416	0-910	6	52	46	0.43	-	-
		196	370	174	NA	NA	NA
and		370	588	218	0.87	0.087	0.17
and		588	910	322	0.3	0.026	0.06
QSG08-417	0-224	52	148	96	0.32	-	-
and		210	224	14	0.28	-	-
QSG08-419	0-232	12	32	20	0.37	-	-
QSG08-421	0-162	16	26	10	0.26	-	-
and		36	46	10	0.32	-	-
QSG08-427	0-176	118	140	22	0.48	-	-

Recommendations

The Updated Technical Report concludes that the Sierra Gorda Project merits considerable work to advance the project through scoping study and pre-feasibility stages. That recommended work program includes considerable additional drilling and analytical work, further economic analysis, planning and organizing for production including preliminary engineering work, environmental and permitting review and detailed analysis of the need for water, power and other resources. The Updated Technical Report estimates that all these activities will take two years and cost approximately $55 million. On this basis, the Company has approved a $37 million development program for the next 12 months.

Acquisition of Water Rights in Chile

On May 8, 2008, the Company acquired the permitted water rights to 319 litres per second (“lps”) of water capacity located in Pampa Llalqui, Calama, in Region II, northern Chile, pursuant to the terms of a purchase agreement entered into between Compañia de Servicios de Aguas Yalqui Limitada, Quadra and Quadra’s wholly-owned subsidiary Aguas de la Sierra Limitada. The consideration payable for the water rights was $10,000,000 in cash and 1,231,916 Common Shares. Information regarding this acquisition is not included in the Updated Technical Report.

As of the end of March 2008, Quadra had acquired the pumping rights to 129.5 lps of water from various sellers in Region II, northern Chile. Quadra now holds water rights totaling 448 lps, which represents a significant portion of the estimated overall water requirements for the Sierra Gorda Project and its potential development.

Buy-out of Minority Shareholders of International Molybdenum Plc.

On May 16, 2008, the Company acquired an aggregate of 21,467,502 common shares in the capital of InterMoly (“InterMoly Shares”), from two minority shareholders of InterMoly who retained their InterMoly Shares following the acquisition by the Company of 82.5% of the outstanding share capital of InterMoly in 2007. As consideration for their InterMoly Shares, the InterMoly shareholders received an aggregate of 650,529 Common Shares. As a result of this acquisition, Quadra has increased its ownership of InterMoly from 82.5% to 98.2%.

USE OF PROCEEDS

Quadra expects to receive approximately Cdn$167,650,400 in net proceeds from the Offering, not including any proceeds received from the exercise of the Over-Allotment Option and after deducting fees payable to the Underwriters and the estimated expenses of the Offering.

The Company currently intends to use a portion of the proceeds of the Offering to repay the $150 million First Lien Secured Credit Facility (the "First Facility") entered into by the Company in connection with a syndicated private loan financing completed in March 2007. The loan financing was for an aggregate amount of $200 million and consisted of the First Facility and a $50 million Second Lien Junior Secured Credit Facility (the "Second Facility"). The Second Facility was repaid in full in June 2007. The First Facility remains outstanding. The Company has the right to prepay the First Facility at a premium of 3% for the first three years, 2% in the fourth year and 1% in the fifth year. The Company is also obligated to make a semi-annual offer to repay a portion of the First Facility in an amount equal to 50% of Excess Cash Flow, as computed under the terms of the First Facility.

The First Facility and Second Facility were used to advance construction of the Company's Carlota copper project in Arizona. During 2007, construction of the primary access and haul roads were completed and work progressed on concrete work, pre-production mining activities and development of the leach pad grading and drainage. During 2007, the Company incurred capital expenditures of $93.3 million for construction, purchase of equipment and other project development costs.

At current exchange rates, a total of Cdn$153,426,018 ($154,500,000) of the proceeds from the Offering will be used to repay the First Facility.

The Company currently intends to use the balance of the net proceeds of the Offering for general corporate purposes, including the exploration and development of the Sierra Gorda Project, and acquisitions of additional water rights for the Sierra Gorda Project.

Notwithstanding the foregoing, there may be circumstances where for sound business reasons a reallocation of funds may be necessary. The Company reserves the right to reallocate the proceeds of the Offering in these circumstances. See "Risk Factors".

CONSOLIDATED CAPITALIZATION

The following table sets forth the consolidated capitalization, cash, cash equivalents and long-term debt of the Company as at March 31, 2008 on an actual basis and as adjusted to give effect to the Offering. The table should be read in conjunction with the unaudited interim consolidated financial statements of the Company for the three month period ended March 31, 2008 and the management's discussion and analysis thereof, incorporated in each case by reference in this short form prospectus.

	($ in thousands, unaudited)	
	As at March 31, 2008	**As at March 31, 2008 following completion of the Offering [1] [2]**
Cash and cash equivalents	$305,292	$474,116
Long-term debt	$137,988	$137,988
Common Shares	$343,307	$512,131
(1,000,000,000 authorized)	(55,782,374 Common Shares)	(62,927,374 Common Shares)
Stock Options	$9,914	$9,914
(5,578,237 authorized)	(3,533,712 options)	(3,533,712 options)

Warrants	$17,326	$17,326
(7,480,544 authorized)	(7,480,544 warrants)	(7,480,544 warrants)
Retained earnings	$214,526	$214,526
Total capitalization (3)	$723,061	$891,885

Notes:

(1) After deduction of the fees payable to the Underwriters and the estimated expenses of the Offering, but before application of the proceeds, and assuming an exchange rate of Cdn$1.00 = $1.0070.

(2) Assuming the issue of 7,145,000 Offered Shares. If the Over-Allotment Option granted to the Underwriters is exercised in full, the cash and cash equivalents, after deducting the fees payable to the Underwriters and the estimated expenses of the Offering, would be $499,500,000 (assuming an exchange rate of Cdn$1.00 = $1.0070) and the Common Shares would be 63,999,124.

(3) Total capitalization presented in this table is a non-GAAP financial measure.

RISK FACTORS

Investors should carefully consider the risks set out below and other information contained in or incorporated by reference in this short form prospectus, including those risks contained in the AIF under the heading "Description of the Business – Risks."

The operations of the Company are highly speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration and development of mining properties. The risks and uncertainties incorporated by reference herein are not the only ones facing the Company. Additional risks and uncertainties not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. If any of the risks actually occur, the Company's business, financial condition and operating results could be adversely affected. As a result, the trading price of the Common Shares could decline and investors could lose part or all of their investment.

Quadra's business is subject to significant risks and past performance is no guarantee of future performance.

Risks Associated with the Offering

Market Price of Common Shares

There can be no assurance that there will be an active market for the Common Shares after the Offering. Securities of mid-cap companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the securities of Quadra is also likely to be significantly affected by short-term changes in commodity prices, other precious metal prices or other mineral prices, currency exchange fluctuation or in its financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of Quadra that may have an effect on the price of the securities of Quadra include the following: the extent of analytical coverage available to investors concerning the business of Quadra may be limited if investment banks with research capabilities do not follow Quadra's securities; lessening in trading volume and general market interest in Quadra's securities may affect an investor's ability to trade significant numbers of securities of Quadra; the size of Quadra's public float may limit the ability of some institutions to invest in Quadra's securities; and a substantial decline in the price of the securities of Quadra that persists for a significant period of time could cause Quadra's securities, if listed on an exchange, to be delisted from such exchange, further reducing market liquidity. If an active market for the securities of Quadra does not continue, the liquidity of an investor's investment may be limited and the price of the securities of Quadra may decline below the Offering Price. If such a market does not develop, investors may lose their entire investment in the Offered Shares.

As a result of any of these factors, the market price of the securities of Quadra at any given point in time may not accurately reflect the long-term value of Quadra. Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. Quadra may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Future Sales

If Quadra's shareholders sell substantial amounts of Common Shares following the Offering, the market price of the Offered Shares could decrease. Upon the completion of the Offering, Quadra will have outstanding approximately 65,881,569 Common Shares (assuming the Over-Allotment Option is exercised in full and there is no exercise of Quadra's outstanding stock options or warrants). Additionally, as of March 31, 2008, Quadra has reserved for issuance 5,578,237 Common Shares under Quadra's stock option plan (the "Option Plan") and 7,480,544 Common Shares pursuant to outstanding warrants. Quadra has agreed not to issue any additional Common Shares for a period of 90 days following the closing of the Offering, subject to certain exceptions. See "Plan of Distribution". Macquarie Capital Markets Canada Ltd., on behalf of the Underwriters, may permit the sale of Common Shares in its sole discretion at any time and without prior public announcement.

Quadra may not successfully develop the Sierra Gorda Project

Quadra intends to use a portion of the net proceeds from the Offering for the further exploration and development of the Sierra Gorda Project. There are numerous activities that need to be completed in order to successfully develop the project, including, without limitation, negotiating contracts for the purchase of water rights and obtaining and maintaining licenses and permits from various governmental authorities in Chile. While the Company believes it holds sufficient water rights to support its current exploration and development activities, the Company will need to identify sources of water for the Sierra Gorda Project for future development. New water development projects, or climatic conditions such as extended drought, could adversely affect the Company. There can be no guarantee that Quadra will be able to negotiate agreements for water rights on terms acceptable to Quadra, or obtain or maintain all necessary licenses and permits as are required to explore and develop the project.

Chilean Litigation

In July 2007 and March 2008, Quadra received notice that legal claims had been filed in Chilean courts against Quadra's wholly-owned Chilean subsidiary, Minera Quadra Chile Limitada ("Quadra Chile"). The claimant is a minority shareholder of the corporations with which Quadra Chile signed two of the option agreements entered into in 2004 (the "Optioners"). The claimant is seeking to nullify these option agreements on the basis that the Optioners did not have the requisite consent of their shareholders to execute the option agreements. These agreements are two of the nine option agreements relating to the Sierra Gorda mineral property. Although Quadra believes that the option agreements are valid and that the allegations are without merit, the outcome is uncertain. The proceedings are subject to the procedural and substantive laws of Chile, and the allegations are based on the actions of the Optioners, in respect of which Quadra has no direct knowledge. The Company intends to vigorously defend these claims, however there is no assurance that it will be successful. A negative outcome in these proceedings could have a material adverse effect on Quadra.

PLAN OF DISTRIBUTION

Under an agreement dated May 21, 2008 (the "Underwriting Agreement") between the Underwriters and the Company, the Company has agreed to sell and the Underwriters have agreed to purchase, as principals, on or about June 5, 2008 or such other date as may be agreed upon by the Company and the Underwriters (the "Closing Date"), all but not less than all of the Offered Shares offered hereunder at a price of Cdn$24.50 per Offered Share for aggregate gross proceeds of Cdn$175,052,500, payable in cash to the Company against delivery of certificates representing the Offered Shares, subject to compliance with all necessary legal requirements and to the conditions contained in the Underwriting Agreement. The Offering Price was determined by negotiation between the Company and the Underwriters.

Pursuant to the Underwriting Agreement, the Company has agreed to pay a commission to the Underwriters (the "Underwriters' Fee") of 4.0% of the gross proceeds of the Offering for their services in connection with the distribution of the Offered Shares offered by this short form prospectus, including in respect of any Additional Shares sold pursuant to the exercise of the Over-Allotment Option. Quadra has granted the Underwriters an Over-Allotment Option, exercisable in whole or in part in the sole discretion of the Underwriters until 5:00 p.m. (Toronto time) on the date that is 30 days after the Closing Date, to purchase up to 1,071,750 Additional Shares at the Offering Price to cover over-allotments, if any, and for market stabilization purposes. This short form prospectus also qualifies the grant of the Over-Allotment Option and the distribution of any Additional Shares issued on the exercise of the Over-Allotment Option.

Subscriptions for Offered Shares offered hereunder will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. One or more certificates representing each of the Offered Shares to be issued to Canadian purchasers will be issued in registered form and will be deposited with CDS on the Closing Date. A Canadian purchaser of the Offered Shares will not have the right to receive physical certificates evidencing the Offered Shares. For all Offered Shares sold within the United States, certificates evidencing the Offered Shares will be available for delivery at the Closing Date.

Pursuant to rules and policy statements of certain Canadian securities regulators, the Underwriters may not, at any time during the period ending on the date the selling process for the Offered Shares ends and all stabilization arrangements relating to the Offered Shares are terminated, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including (a) a bid for or purchase of Common Shares if the bid or purchase is made through the facilities of the TSX, in accordance with the Universal Market Integrity Rules of Market Regulation Services Inc., (b) a bid or purchase on behalf of a client, other than certain prescribed clients, provided that the client's order was not solicited by the Underwriters, or if the client's order was solicited, the solicitation occurred before the period of distribution as prescribed by the rules, and (c) a bid or purchase to cover a short position entered into prior to the period of distribution as prescribed by the rules. The Underwriters may engage in market stabilization or market balancing activities on the TSX where the bid for or purchase of the Common Shares is for the purpose of maintaining a fair and orderly market in the Common Shares, subject to price limitations applicable to such bids or purchases. Such transactions, if commenced, may be discontinued at any time.

The Offered Shares offered hereby have not been and will not be registered under the *United States Securities Act of 1933*, as amended (the "1933 Act"), or any securities or ''blue sky'' laws of any of the states of the United States. Accordingly, none of the Offered Shares may be offered or sold within the United States except in accordance with an exemption from the registration requirements of the 1933 Act and applicable state securities laws. In addition, the Underwriting Agreement provides that the Underwriters will offer and sell securities outside the United States only in accordance with Regulation S under the 1933 Act.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by any dealer, whether or not participating in the Offering, may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with an available exemption from registration under the 1933 Act.

The obligations of the Underwriters under the Underwriting Agreement are several and may be terminated at their discretion upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares by this short form prospectus at such price, the Offering Price may be decreased, and further changed from time to time to an amount not greater than the Offering Price. The compensation realized by the Underwriters will be decreased by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Company.

The Company has agreed to indemnify each of the Underwriters and their affiliates and their respective directors, officers, employees and agents against certain liabilities and expenses or will contribute to payments that the Underwriters may be required to make in respect thereof.

The Company has agreed not to, directly or indirectly, offer, sell or otherwise dispose of, or enter into any agreement to offer, sell or otherwise dispose of, any Common Shares or securities convertible into, exchangeable for or otherwise exercisable into Common Shares for a period of 90 days following the Closing Date without the prior written consent of Macquarie Capital Markets Canada Ltd., on behalf of the Underwriters, other than: (i) upon exercise of currently outstanding rights, or agreements, including options, warrants and other convertible securities and any rights which have been granted or issued, subject to any necessary regulatory approval; (ii) upon exercise of currently outstanding options granted to officers, directors, employees or consultants of the Company or any subsidiary thereof pursuant to the Option Plan; (iii) options issued pursuant to and in accordance with the Option Plan; or (iv) pursuant to any *bona fide* arm's length acquisition of a business, whether by way of purchase of shares or assets, merger, plan of arrangement, amalgamation or otherwise which does not exceed 10% of the basic shares outstanding of the Company immediately following the completion of the Offering. In addition, as a condition of closing of the Offering, certain of the Company's senior officers and director, will agree not to sell, transfer, assign, pledge or otherwise dispose of any Common Shares or securities exchangeable for or convertible into Common Shares for a period of 90 days from the closing of the Offering, without the prior written consent of Macquarie Capital Markets Canada Ltd., such consent not to be unreasonably withheld.

The Company has applied to the TSX to list the Offered Shares and the Additional Shares, if any, distributed under this short form prospectus on the TSX. Listing on the TSX will be subject to the Company fulfilling all of the listing requirements of the TSX.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Common Shares

The Company is authorized under its Notice of Articles to issue up to 1,000,000,000 Common Shares. As of May 21, 2008, the Company had 57,664,819 Common Shares issued and outstanding. Certain of the rights and attributes of the Common Shares are described below.

Priority

The holders of Offered Shares shall be entitled to receive dividends and the Company shall pay dividends thereon, as and when declared by the board of directors of the Company out of monies properly available for the payment of dividends, in amounts per share and at the same time on all such Offered Shares at the time outstanding as the board of directors of the Company may from time to time determine. In the event of the liquidation, dissolution or winding-up of the Company or other distribution of assets of the Company among its shareholders for the purpose of winding-up its affairs, all the property and assets of the Company which remain after payment to the holders of any shares ranking in priority to the Offered Shares in respect of payment upon liquidation, dissolution or winding-up of all amounts attributed and properly payable to such holders of such other shares in the event of such liquidation, dissolution or winding-up or distribution, shall be paid and distributed equally, share for share, to the holders of the Offered Shares, without preference or distinction.

Voting Rights

The holders of the Offered Shares shall be entitled to receive notice of and to attend (in person or by proxy) and be heard at all general meetings of the shareholders of the Company and to vote at all such general meetings with each holder of Offered Shares being entitled to one vote per Offered Share held at all such meetings.

PRIOR SALES

The following table summarizes the issuances of Common Shares within the 12 months prior to the date of this short form prospectus.

Date	Price per share (Cdn$)	Number of shares	Reason for issuance
June 22, 2007	12.47	3,293,111	Acquisition of 82.5% of InterMoly Shares
September 7, 2007	11.84	550,800	Acquisition of water rights
May 8, 2008	23.59	1,231,916	Acquisition of water rights
May 16, 2008	25.09	650,529	Acquisition of InterMoly Shares
12 month period ended May 20, 2008	4.91-14.37	1,040,586	Exercise of stock options
12 month period ended May 20, 2008	9.24	527,222	Exercise of warrants

TRADING PRICE AND VOLUME

Common Shares

The Common Shares are listed and posted for trading on the TSX under the symbol "QUA". The following table sets out the market price range and trading volumes of the Common Shares on the TSX for the periods indicated.

Month	Low (Cdn$)	High (Cdn$)	Volume
May 2008 (May 1 – 20)	21.52	27.00	9,750,478
April 2008	17.92	24.81	11,152,944
March 2008	15.98	20.65	10,179,675
February 2008	18.84	22.48	14,774,211
January 2008	15.29	20.28	10,070,458
December 2007	15.38	18.20	5,969,261
November 2007	15.53	20.30	13,241,608
October 2007	17.10	20.30	12,511,276
September 2007	15.10	18.77	16,326,602
August 2007	13.00	18.40	16,243,840
July 2007	14.41	18.69	14,125,049
June 2007	12.25	14.45	11,297,768
May 2007	11.03	13.80	12,091,366

Traded Warrants

The traded warrants of Quadra are listed and posted for trading on the TSX under the symbol "QUA.WT". The following table sets out the market price range and trading volumes of Quadra's traded warrants on the TSX for the periods indicated.

Month	Low (Cdn$)	High (Cdn$)	Volume
May 2008 (May 1 – 20)	7.00	12.00	702,536
April 2008	4.75	8.75	391,417
March 2008	4.00	6.44	75,140
February 2008	5.11	6.75	559,225
January 2008	3.56	5.75	362,820
December 2007	2.95	4.50	250,150
November 2007	2.90	6.00	376,575
October 2007	4.39	6.00	551,403
September 2007	3.49	5.25	88,853
August 2007	3.10	4.94	224,750
July 2007	2.90	5.10	515,011
June 2007	2.45	3.35	371,920
May 2007	2.00	3.25	822,876

INTEREST OF EXPERTS

None of Blake, Cassels & Graydon LLP, counsel to the Company, Cassels Brock & Blackwell LLP, counsel to the Underwriters, Steven Ristorcelli, P.Geo., of MDA, Peter Ronning, P.Eng., of New Caledonian Geological Consulting, Gary Lustig, P. Geo, of G.N. Lustig Consulting Ltd. or Patrick Fahey, P. Geo., Vice President, Exploration of Quadra, or any associate or partner thereof, has a direct or indirect interest in the property of the Company or any associate or affiliate of the Company.

As at the date hereof, the aforementioned persons beneficially own, directly or indirectly, in the aggregate, less than one percent of the securities of the Company. None of the aforementioned persons is currently expected to be elected, appointed or employed as a director, officer or employee of the Company or of an associate or affiliate of the Company, other than Mr. Fahey, who is Vice President, Exploration of the Company.

The consolidated financial statements of Quadra as at and for the year ended December 31, 2007 incorporated by reference in this short form prospectus have been audited by PricewaterhouseCoopers LLP, independent chartered accountants, located at 700 - 250 Howe Street, Vancouver, British Columbia. PricewaterhouseCoopers LLP report that they are independent of the Company in accordance with the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia, Canada.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

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

AUDITORS' CONSENT

We have read the short form prospectus of Quadra Mining Ltd. (the "Company") dated ●, 2008 relating to the issue and sale of 7,145,000 common shares of the Company. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the shareholders of the Company on the consolidated balance sheets of the Company as at December 31, 2007 and December 31, 2006 and the consolidated statements of operations, comprehensive income and retained earnings and cash flows for the years then ended. Our report is dated February 19, 2008.

Vancouver, BC	●
May ●, 2008	CHARTERED ACCOUNTANTS

CERTIFICATE OF THE COMPANY

Date: May 21, 2008

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

(Signed) *Paul M. Blythe* Chief Executive Officer	(Signed) *Stuart McDonald* Chief Financial Officer

On behalf of the Board of Directors

(Signed) *Gregory Van Staveren* Chairman of the Audit Committee	(Signed) *William Myckatyn* Director

CERTIFICATE OF THE UNDERWRITERS

Date: May 21, 2008

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

MACQUARIE CAPITAL MARKETS CANADA LTD.

By: (Signed) *Douglas Bell*

RAYMOND JAMES LTD.

By: (Signed) *Lon Shaver*

BMO NESBITT BURNS INC.

By: (*Signed*) *Jason Neal*

CORMARK SECURITIES INC.

By: (Signed) *Darren Wallace*

GMP SECURITIES L.P.

By: (Signed) *Mark Wellings*