

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information has been incorporated by reference in this short form prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Colossus Minerals Inc. at its head office and principal place of business at 130 King Street West, Suite 2500, Toronto, Ontario, M5X 1A9 (Telephone: 416-643-7655), and copies are also available electronically at www.sedar.com.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), and may not be offered, sold or delivered, directly or indirectly in the United States of America, its territories or possessions or to or for the account or benefit of a U.S. person as defined in Regulation S of the U.S. Securities Act (a "U.S. Person") except in transactions exempt from the registration requirements of the U.S. Securities Act. This prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States of America, its territories or possessions or to, or for the account or benefit of, a U.S. Person. See "Plan of Distribution".

SHORT FORM PROSPECTUS

New Issue

February 27, 2009



\$21,500,000

10,000,000 Units

Price: \$2.15 per Unit

This short form prospectus (the "**Prospectus**") qualifies the distribution (the "**Offering**") of 10,000,000 units (the "**Units**") of Colossus Minerals Inc. ("**Colossus**" or the "**Company**") at a price of \$2.15 per Unit (the "**Offering Price**") pursuant to the terms of an underwriting agreement (the "**Underwriting Agreement**") dated February 18, 2009 among Macquarie Capital Markets Canada Ltd., Canaccord Capital Corporation, GMP Securities L.P., Dundee Securities Corporation, Haywood Securities Inc. and Blackmont Capital Inc. (collectively, the "**Underwriters**") and the Company. Each Unit will be comprised of one common share (each, a "**Unit Share**") in the capital of the Company and one-half of one common share purchase warrant (each whole common share purchase warrant, a "**Warrant**"). The Units will separate into Unit Shares and Warrants immediately upon issue. Each Warrant will entitle the holder thereof to acquire one common share in the capital of the Company (each, a "**Warrant Share**") at an exercise price of \$2.70 at any time before 4:00 p.m. (Toronto time) on the date that is 24 months following the Closing Date (as defined herein) (the "**Expiry Date**"). In the event that the closing price of the outstanding common shares of the Company (the "**Common Shares**") on the Toronto Stock Exchange (the "**TSX**") is greater than \$3.75 for a period of 20 consecutive trading days at any time after the Closing Date, the Company may, at its option, accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire at 4:00 p.m. (Toronto time) on the date which is the earlier of: (i) the 30th day after the date on which such notice is given by the Company; and (ii) the Expiry Date. See "Plan of Distribution".

	Price to Public	Underwriters' Fee ⁽¹⁾	Net Proceeds to the Company⁽²⁾
Per Unit	\$2.15	\$0.129	\$2.021
Total ⁽³⁾	\$21,500,000	\$1,290,000	\$20,210,000

Notes:

- (1) The Underwriters will be paid a cash commission (the "**Underwriters' Fee**") equal to 6% of the gross proceeds of the Offering. The Underwriters will also receive, as additional compensation, non-transferable compensation options (the "**Compensation Options**") to purchase that number of Units that is equal to 6% of the Units sold pursuant to the Offering (including any Additional Units (as defined herein) sold pursuant to the exercise of the Over-Allotment Option (as defined herein)). Each Compensation Option is exercisable to purchase one Unit at a price of \$2.15 for a period of 24 months from the Closing Date. This Prospectus also qualifies the distribution of the Compensation Options. See "Plan of Distribution".
- (2) Before deducting legal, accounting and administrative expenses of the Offering, including listing fees and all reasonable expenses of the Underwriters incurred in the Offering, estimated to be \$600,000, which will be paid by the Company from the proceeds of the Offering. See "Use of Proceeds".
- (3) The Company has granted to the Underwriters an over-allotment option (the "**Over-Allotment Option**") exercisable, in whole or in part, in the sole discretion of the Underwriters, to purchase additional Units (the "**Additional Units**") and/or additional Warrants (the "**Additional Warrants**"), exercisable at the Offering Price per Additional Unit or \$0.30 per Additional Warrant for a period of 30 days from the Closing Date, for market stabilization purposes and to cover the Underwriters' over-allocation position, if any. The aggregate number of Common Shares and Warrants which may be issued under the Over-Allotment Option shall not exceed 1,500,000 Common Shares and 750,000 Warrants. If the Over-Allotment Option is exercised in full, the total Price to Public, Underwriters' Fee and Net Proceeds to the Company will be \$24,725,000, \$1,483,500 and \$23,241,500, respectively. This Prospectus also qualifies the distribution of the Over-Allotment Option and the Additional Units and/or Additional Warrants issuable upon the exercise of the Over-Allotment Option. See "Plan of Distribution". A purchaser who acquires securities forming part of the Underwriters' over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. Unless the context otherwise requires, references herein to the "Offering" assumes the exercise of the Over-Allotment Option in whole and references to "Units" means the Units and the Additional Units, references to "Warrants" means the Warrants, the Additional Warrants and the Warrants underlying the Compensation Options and references to "Warrant Shares" means the Warrant Shares and the Common Shares issuable upon exercise of the Additional Warrants and the Warrants underlying the Compensation Options.

Underwriters' Position	Maximum Size or Number of Securities Available	Exercise Period	Exercise Price
Over-Allotment Option	1,500,000 Common Shares or 750,000 Warrants, or any combination thereof	30 days from the Closing Date	\$2.15 per Additional Unit or \$0.30 per Additional Warrant
Compensation Options	690,000 Units	24 months from the Closing Date	\$2.15 per Unit
Total securities under option issuable to the Underwriters	2,190,000		

The Offering Price of the Units offered hereunder was determined by negotiation between the Company and the Underwriters. The Underwriters, as principals, conditionally offer these securities, subject to prior sale, if, as and when issued by the Company and accepted by the Underwriters in accordance with the conditions contained in the Underwriting Agreement referred to under "Plan of Distribution".

Subscriptions for the Units will be received subject to rejection or allotment in whole or in part and the right is reserved to close the subscription books at any time without notice. It is expected that definitive certificates evidencing the Unit Shares and the Warrants offered hereunder will be available for delivery at closing, which is expected to occur on or about March 10, 2009 (the "**Closing Date**") or such later date as the Company and the Underwriters may agree, but in any event not later than April 10, 2009.

Subject to applicable laws, the Underwriters may effect transactions intended to stabilize or maintain the market price for the Common Shares at levels at or above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. See "Plan of Distribution". Certain legal matters relating to the Offering will be passed upon by Fogler, Rubino LLP, on behalf of the Company, and by Wildeboer Dellelce LLP, on behalf of the Underwriters.

The outstanding Common Shares are listed and posted for trading on the TSX under the symbol "CSI". On February 26, 2009, the closing price for the Common Shares on the TSX was \$2.01. The TSX has conditionally approved the

listing of the Unit Shares and the Warrant Shares issuable pursuant to the Offering. Listing of these securities is subject to the fulfillment by the Company of the requirements of the TSX on or before May 13, 2009. **There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this Prospectus. The Company does not intend to apply to list the Warrants on the TSX. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation. See "Risk Factors".**

There are risks associated with an investment in Units. See "Risk Factors" for a discussion of factors that should be considered by prospective investors and their advisors in assessing the appropriateness of an investment in Units.

The Units and Additional Units and/or Additional Warrants may only be sold in those jurisdictions where offers and sales are permitted. This Prospectus is not an offer to sell or a solicitation of an offer to buy Units, Additional Units or Additional Warrants in any jurisdiction in which it is unlawful. Prospective investors should be aware that the acquisition or disposition of the securities described in this Prospectus may have tax consequences in Canada or elsewhere, depending on each particular existing or prospective investor's specific circumstances. Prospective investors should consult their own tax advisors with respect to such tax considerations.

Prospective investors should rely only on the information contained in this Prospectus and the documents incorporated by reference herein. The Company has not authorized anyone to provide prospective investors with information different from that contained in this Prospectus. The information contained in this Prospectus is accurate only as of the date of this Prospectus, regardless of the time of delivery of this Prospectus or any sale of the Units.

The Company's corporate and registered office is located at 130 King Street West, Suite 2500, Toronto, Ontario, Canada M5X 1A9.

TABLE OF CONTENTS

ELIGIBILITY FOR INVESTMENT.....	1
CURRENCY EXCHANGE RATES.....	2
DOCUMENTS INCORPORATED BY REFERENCE.....	2
CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS	3
SUMMARY.....	4
COLOSSUS MINERALS INC.	5
USE OF PROCEEDS.....	6
CONSOLIDATED CAPITALIZATION.....	7
DESCRIPTION OF OFFERED SECURITIES.....	7
PRIOR SALES.....	9
TRADING PRICE AND VOLUME	10
RISK FACTORS	11
PLAN OF DISTRIBUTION	19
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	20
INTERESTS OF EXPERTS.....	23
PROMOTER.....	23
AUDITORS, TRANSFER AGENT AND REGISTRAR	23
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	23
AUDITORS' CONSENT.....	24
CERTIFICATE OF THE COMPANY.....	C-1
CERTIFICATE OF THE UNDERWRITERS.....	C-2

ELIGIBILITY FOR INVESTMENT

In the opinion of Fogler, Rubinoﬀ LLP, counsel to the Company and Wildeboer Dellelce LLP, counsel to the Underwriters, subject to the qualiﬁcations and assumptions discussed under the heading "Certain Canadian Federal Income Tax Considerations", the Unit Shares, the Warrants and the Warrant Shares, if issued on the date hereof, would be qualiﬁed investments under the *Income Tax Act* (Canada) (the "**Tax Act**") and the regulations thereunder for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, deferred proﬁt sharing plans, registered disability savings plans and tax-free savings accounts ("**Registered Trust**"), provided that, in the case of the Warrants, each person who is an annuitant, a beneficiary, an employer or a subscriber under the Registered Trust deals at arm's length (within the meaning of the Tax Act) with the Company.

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

CURRENCY EXCHANGE RATES

Unless otherwise indicated, all currency amounts herein are stated in Canadian dollars (\$). The following tables sets out the exchange rates for Canadian dollars per Brazilian Reais in effect at the end of the following periods based on the Bank of Canada noon spot rate of exchange.

Brazilian Reais	Year Ended December 31		
	2006	2007	2008
Closing	0.5458	0.5551	0.5291
High	0.5482	0.5751	0.6634
Low	0.4747	0.5107	0.4672
Average	0.5216	0.5513	0.5868

On February 26, 2009, the noon spot rate for Brazilian Reais reported by the Bank of Canada was R\$1.00 = \$0.5297.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed with the securities commission or other similar authority in each of the provinces of Canada (except Quebec) are specifically incorporated by reference into and form an integral part of this Prospectus:

- (a) the annual information form of the Company for the year ended July 31, 2008 dated October 28, 2008 (the "AIF");
- (b) the audited consolidated financial statements of the Company, including the notes thereto, as at and for the years ended July 31, 2008 and 2007 together with the auditors' report thereon;
- (c) management's discussion and analysis of operating results and financial condition of the Company dated October 25, 2008 for the year ended July 31, 2008;
- (d) the restated unaudited interim consolidated financial statements of the Company, including the notes thereto, as at and for the three month periods ended October 31, 2008 and 2007;
- (e) the amended management's discussion and analysis of operating results and financial condition of the Company dated December 15, 2008 for the three month period ended October 31, 2008;
- (f) the management information circular dated December 1, 2008 prepared in connection with the Company's annual meeting of shareholders held on January 14, 2009; and
- (g) the material change report dated February 12, 2009 relating to the Offering;

Any document of the Company of the type referred to above, filed by the Company with the securities commissions or similar authorities in each of the provinces of Canada (except Quebec) after the date of this Prospectus and prior to the termination of the Offering (excluding confidential material change reports) will be deemed to be incorporated by reference into this Prospectus.

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in each of the provinces of Canada (except Quebec). Copies of the documents so incorporated by reference may be obtained on request without charge from the Company at 130 King Street West, Suite 2500, Toronto, Ontario, M5X 1A9 (Telephone: 416-643-7655).

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

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus, including the documents incorporated by reference, contains "forward-looking statements" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Company and its projects, the future price of gold or other metal prices, the estimation of mineral resources, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation of mining operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of regulatory matters. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "believes" or variations (including negative variations) of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors that may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others: general business, economic, competitive, political and social uncertainties; the actual results of current exploration and development activities; risks relating to title to properties; risks associated with obtaining necessary permits; risks associated with foreign operations, including government regulation and political stability risks; fluctuations in the value of the Canadian dollar relative to the U.S. dollar or Brazilian real; changes in project parameters as plans continue to be refined; future prices of gold; possible variations of mineral grade or recovery rates; accidents, labour disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavourable operating conditions and losses, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities, and the factors discussed in the section entitled "Risk Factors" in this Prospectus and under the heading "Description of the Business - Risk Factors" in the AIF incorporated herein by reference.

Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this Prospectus and the Company disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by law. There can be no assurance that forward-looking 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 statements.

SUMMARY

The following is a summary of the principal features of the Offering and should be read together with, and is qualified in its entirety by, the more detailed information and financial data and statements contained elsewhere or incorporated by reference in this Prospectus. Certain terms used in this summary and in the Prospectus are defined elsewhere herein. Unless otherwise stated, all references in this Prospectus to dollar amounts are in Canadian funds.

Issuer: Colossus Minerals Inc.

The Offering: 10,000,000 Units of the Company. Each Unit will be comprised of one Unit Share and one-half of one Warrant. Each Warrant entitles the holder thereof to purchase one Warrant Share at an exercise price of \$2.70 at any time prior to the Expiry Date. In the event that the closing price of the outstanding Common Shares on the TSX is greater than \$3.75 for a period of 20 consecutive trading days at any time after the Closing Date, the Company may, at its option, accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire at 4:00 p.m. (Toronto time) on the date which is the earlier of: (i) the 30th day after the date on which such notice is given by the Company; and (ii) the Expiry Date.

Offering Price: \$2.15 per Unit.

Over-Allotment Option: The Company has granted to the Underwriters the Over-Allotment Option, exercisable, in whole or in part, in the sole discretion of the Underwriters, to purchase Additional Units and/or Additional Warrants, at the Offering Price per Additional Unit or \$0.30 per Additional Warrant, for a period of 30 days from the Closing Date, for market stabilization purposes and to cover the Underwriters' over-allocation position, if any. The aggregate number of Common Shares and Warrants which may be issued under the Over-Allotment Option shall not exceed 1,500,000 Common Shares and 750,000 Warrants.

Commission: Cash commission of 6% of gross proceeds of the Offering (including the sale of any Additional Units). The Underwriters will also receive, as additional compensation, Compensation Options to purchase that number of Units that is equal to 6% of the Units sold pursuant to the Offering (including the sale of any Additional Units). Each Compensation Option is exercisable to purchase one Unit at a price of \$2.15 per Unit for a period of 24 months from the Closing Date.

Use of Proceeds: The Company intends to use the net proceeds of the Offering to fund property payments to Coomigasp on the Serra Pelada Property, to fund the Phase II drilling program at the Serra Pelada Property, to fund the remaining payments to Phoenix in respect of the purchase of the 15% net profit interest, to initiate a baseline environmental study at the Serra Pelada Property and to supplement the working capital of the Company. See "Use of Proceeds".

Listing and Trading: The TSX has conditionally approved the listing of the Unit Shares and the Warrant Shares issuable pursuant to the Offering. Listing of these securities is subject to the fulfillment by the Company of the requirements of the TSX on or before May 13, 2009. The Company has not applied nor does it intend to apply to list the Warrants on the TSX.

Risk Factors: **An investment in the Units is subject to a number of risk factors. See "Risk Factors".**

COLOSSUS MINERALS INC.

The Company was incorporated under the *Business Corporations Act* (Ontario) on February 9, 2006 for the purpose of the acquisition, exploration and development of gold (and other precious metals) properties in Brazil. The Company's acquisition and exploration activities are currently focused on the Company's sole material property, the Serra Pelada Property.

The Serra Pelada Property consists of one Exploration License No. 1485, under the Brazilian Departamento Nacional de Produção Mineral ("**DNPM**") Process No. 850.425/90 covering 100 hectares in Para State, Brazil. The license covers the Serra Pelada gold mine.

In July 2007, the Company's principal subsidiary, Colossus Geologia e Participações Ltda. ("**Colossus Brazil**"), entered an option agreement (the "**Serra Pelada Agreement**") with Coomigasp – Cooperative de Mineração dos Garimpeiros de Serra Pelada ("**Coomigasp**") to form a joint venture company which holds the exploration license relating to the Serra Pelada Property. Colossus Brazil's interest in the joint venture company was previously subject to a 15% net profit interest held by Phoenix Gems do Brasil Ltda. ("**Phoenix**") which interest was purchased by Colossus Brazil in August, 2008 for aggregate consideration of US\$4.2 million, payable in instalments.

Pursuant to the Serra Pelada Agreement, Colossus Brazil holds a 51% interest in the joint venture company, while Coomigasp holds a 49% interest. Exploration License No. 1485 has been transferred to the joint venture company and Colossus Brazil has committed to make exploration and development expenditures of R\$6,000,000 on the Serra Pelada Property pursuant to the Serra Pelada Agreement. Colossus Brazil has the right to earn up to an additional 5,769,230 shares (representing up to an additional 24% interest) in the joint venture company which are to be issued from treasury at a price of R\$2.08, representing an aggregate additional expenditure of up to R\$12,000,000. On payment of the full additional R\$12,000,000, Colossus Brazil will hold 75% of the issued and outstanding shares of the joint venture company.

Pursuant to the Serra Pelada Agreement, Colossus Brazil is also required to make premium payments to Coomigasp based on the mineable gold reserve that is established prior to beginning mineral production. The premium ranges are set out below, of which R\$3,600,000 has been paid to date. Canadian dollar amounts indicated below are based on the Bank of Canada noon spot rate for Brazilian Reais on February 26, 2009.

Tonnes of Gold	Colossus' Interest 51% (R\$million / Cdn\$ million)	Colossus' Interest 75% (R\$million / Cdn\$ million)
20 - 63	40.8 / 21.6	60.0 / 31.8
64 - 149	91.8 / 48.6	135.0 / 71.5
150 - 319	187.7 / 99.4	276.0 / 146.2
320 - 549	377.4 / 199.9	555.0 / 294.0
549 +	555.9 / 294.5	817.5 / 433.0

Pursuant to the Serra Pelada Agreement, certain advance payments of the premium are payable as follows:

- (i) R\$100,000 (Cdn\$52,970) due on execution of the Serra Pelada Agreement (paid);
- (ii) R\$300,000 (Cdn\$158,910) due within 10 days of certain conditions being fulfilled (paid);
- (iii) R\$1,600,000 (Cdn\$847,520) due within four months of conditions in (ii) being fulfilled (paid);
- (iv) R\$1,600,000 (Cdn\$847,520) due within four months of payment date for the instalment listed in (iii) being paid (paid);
- (v) R\$3,600,000 (Cdn\$1,906,920) due within eight months of payment date for the instalment listed in (iv) being paid;
- (vi) R\$4,000,000 (Cdn\$2,118,800) due within 12 months of payment date for the instalment listed in (v) being paid;

- (vii) R\$13,000,000 (Cdn\$6,886,100) due within 60 days after the approval granted by the DNPM of the Economic Benefit plan regarding the Serra Pelada Property being granted; and
- (viii) the balance resulting from the difference between the premiums calculated in accordance with tonnage calculations listed above and advance payments of the premium outlined in (i) through (vii) shall be paid in three annual instalments, the first of which is due one year after payment of the instalment listed in (vii) above.

Approximately \$4,200,000 of the amount indicated under the heading Use of Proceeds as "Property payments payable to Coomigasp on the Serra Pelada Property" is an estimated Canadian dollar value of the amounts listed in (v) and (vi) above. These advance payments of the premium will be paid out of the proceeds of the Offering. Additional funds will be required to be raised in the future to pay the remaining advance payments of the premium.

In addition to the Serra Pelada Property, the Company also has interests in the Natividade Property (consisting of two licences covering 10,000 hectares in Tocantins, Brazil) and the Rio Cristalino Property (consisting of 13 concessions totalling 108,000 hectares in Para, Brazil). These properties are not considered to be material by the Company at this time. Over the next two years, the Company anticipates spending an aggregate of between \$500,000 and \$900,000 in respect of option payments and exploration expenses in respect of these two properties.

The resource industry is extremely competitive in all respects and the Company competes or will compete with more established companies that may possess greater financial and technical resources. Notwithstanding the foregoing, the Company believes that it is currently well positioned in terms of its technical personnel and following the completion of the Offering will be well positioned in terms of its working capital position to pursue its business plan.

The Company has filed a National Instrument 43-101 ("NI 43-101") compliant technical report dated December 17, 2007 (the "**Serra Pelada Technical Report**") in respect of the Serra Pelada Property with the applicable Canadian securities regulators. This report can be accessed at www.sedar.com.

The Company's corporate and registered office is located at 130 King Street West, Suite 2500, Toronto, Ontario, Canada M5X 1A9.

USE OF PROCEEDS

The aggregate net proceeds of the Offering are estimated to be approximately \$19,610,000 after deducting the Underwriters' Fee and the estimated expenses of the Offering (or \$22,641,500 if the Over-Allotment Option is exercised in full). See "Plan of Distribution".

The Company currently intends to use the net proceeds of the Offering for the following purposes (in descending order of priority):

Use of Net Proceeds

Property payments payable to Coomigasp on the Serra Pelada Property.....	\$9,300,000
Phase II drilling on the Serra Pelada Property.....	\$3,500,000
Balance of purchase of 15% net profit interest from Phoenix.....	\$1,920,000
General and administration expenses.....	\$1,750,000
Environmental consulting and baseline study at the Serra Pelada Property.....	\$1,000,000
Assaying and geochemistry.....	\$750,000
Field office and general logistical expenses.....	\$450,000
Geomechanical testwork.....	\$200,000
Data compilation, management and modelling.....	\$150,000
Metallurgical testwork.....	\$100,000
Unallocated working capital.....	\$490,000
Total.....	\$19,610,000

In the event that the Over-Allotment Option is exercised in full, the additional estimated net proceeds of \$3,031,500 from the exercise of the Over-Allotment Option will be allocated to unallocated working capital.

While Colossus currently anticipates that it will use the net proceeds of this Offering received by it as set forth above, depending upon market and other conditions in effect at the time, Colossus may re-allocate the net proceeds as it considers appropriate from time to time.

The Company intends to use the proceeds of the Offering principally to fund property payments in respect of the Serra Pelada Property, to advance the drilling and testing (assaying, geochemistry, geomechanical and metallurgical), as well as to initiate the environmental baseline study at the Serra Pelada Property. The Company expects that the results of the testing and environmental baseline study to be available by spring 2010. The Company intends to use certain of the drilling and testing results and the preliminary environmental study conclusions in the application for a mining license in respect of the Serra Pelada Property.

Until required for the Company's purposes, the proceeds realized from the sale of securities under this Prospectus will be invested only in securities of, or those guaranteed by, the Government of Canada or any province of Canada, or in certificates of deposit or interest bearing accounts of Canadian chartered banks or trust companies.

CONSOLIDATED CAPITALIZATION

Since October 31, 2008, there have been no material changes in the share and loan capital of the Corporation. As at February 26, 2009, there were 43,496,481 Common Shares issued and outstanding (66,250,455 Common Shares on a fully-diluted basis). Upon completion of the Offering, there will be an aggregate of 53,496,481 Common Shares issued and outstanding (82,150,455 Common Shares on a fully-diluted basis), or 54,996,481 Common Shares if the Over-Allotment Option is exercised in full (84,535,455 Common Shares on a fully-diluted basis).

DESCRIPTION OF OFFERED SECURITIES

Authorized and Issued Share Capital

The authorized share capital of the Company consists of an unlimited number of Common Shares. As of the date of this Prospectus, 43,496,481 Common Shares are issued and outstanding as fully paid and non-assessable shares.

The holders of the Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of the Company and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders of the Company. The holders of the Common Shares, subject to the prior rights, if any, of any other class of shares of the Company, are entitled to receive such dividends in any financial year as the board of directors of the Company may by resolution determine. In the event of the liquidation, dissolution or winding-up of the Company, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares of the Company, the remaining property and assets of the Company.

Warrants

The Warrants will be created and issued pursuant to a warrant indenture (the "**Warrant Indenture**") to be entered into on the Closing Date between the Company and Equity Transfer & Trust Company (the "**Warrant Agent**"), as warrant agent. The Unit Shares and the Warrants comprising the Units will separate immediately upon closing of the Offering. Each Warrant will be exercisable by the holder thereof to acquire one Warrant Share at an exercise price of \$2.70 at any time before 4:00 p.m. (Toronto time) on the Expiry Date, after which time the Warrants will expire and become null and void. In the event that the closing price of the outstanding Common Shares on the TSX is greater than \$3.75 for a period of 20 consecutive trading days after the Closing Date, the Company may, at its option, accelerate the expiry date of the Warrants by giving notice to the holders thereof and in such case the Warrants will expire at 4:00 p.m. (Toronto time) on the date which is the earlier of: (i) the 30th day after the date on which such notice is given by the Company; and (ii) the Expiry Date.

The following summary of certain provisions of the Warrant Indenture does not purport to be complete and is qualified in its entirety by reference to the provisions of the Warrant Indenture.

The Warrant Indenture will provide for adjustment in the exercise price and number of Warrant Shares issuable upon the exercise of the Warrants upon the occurrence of certain events, including the issuance of Common Shares or securities exchangeable or convertible into Common Shares as a stock dividend, the subdivision, redivision, reduction, combination or consolidation of the Common Shares, the issuance of rights, options or warrants to substantially all of the holders of Common Shares that entitle them to subscribe for Common Shares and the merger, sale or conveyance of all or substantially all of the assets of the Company, other than to one of its subsidiaries.

The Warrant Indenture will also provide for adjustment in the class and/or number of Warrant Shares issuable upon the exercise of the Warrants and/or exercise price per security in the event of the following additional events: (i) reclassifications of the Common Shares; or (ii) consolidations, amalgamations, plans of arrangement or mergers of the Company with or into another entity (other than consolidations, amalgamations, plans of arrangement or mergers which do not result in any reclassification of the Common Shares or a change of the Common Shares into other shares).

No adjustment in the exercise price or the number of Warrant Shares issuable upon the exercise of the Warrants will be required to be made unless the cumulative effect of such adjustment or adjustments would change the exercise price by at least 1% or the number of Warrant Shares purchasable upon exercise by at least one one-hundredth of a Warrant Share.

The Company will covenant in the Warrant Indenture that, during the period in which the Warrants are exercisable, it will give notice to holders of the Warrants of certain stated events, including events that would result in an adjustment to the exercise price for the Warrants or the number of Warrant Shares issuable upon exercise of the Warrants, at least ten days prior to the record date or effective date, as the case may be, of such event.

No fractional Warrant Shares will be issuable upon the exercise of any Warrants, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Warrants will not, by virtue of holding such warrants, have any voting or pre-emptive rights or any other rights which a holder of Common Shares would have.

From time to time, the Company and the Warrant Agent, without the consent of the holders of Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interests of the holders of Warrants may only be made by "extraordinary resolution", defined in the Warrant Indenture as a resolution which is either (i) presented at a meeting of the holders of Warrants at which there are holders of Warrants present in person or represented by proxy representing at least 10% of the aggregate number of the then outstanding Warrants and then passed by the affirmative vote of holders of Warrants representing not less than 66.6% of the votes cast on such resolution, or (ii) signed by the holders of Warrants representing not less than 66.6% of the aggregate number of the then outstanding Warrants.

The Company has not applied nor does it intend to apply to list the Warrants on the TSX.

Compensation Options

Under the terms of the Underwriting Agreement, the Company has agreed to issue to the Underwriters Compensation Options entitling the Underwriters to purchase that number of Units equal to 6% of the number of Units sold pursuant to the Offering (including any Additional Units), at a price of \$2.15 per Unit, for a period of 24 months following Closing Date. See "Plan of Distribution".

PRIOR SALES

The following table summarizes the sales of securities of the Company within the twelve months prior to the date of this Prospectus.

Common Shares

Date of Issuance	Number of Shares	Price	Description of Issuance
February 19, 2009	103,193	\$0.55	Issued on exercise of warrants
February 11, 2009	300,000	\$1.25	Issued on exercise of broker options
January 14, 2009	378,100	\$1.33	Issued as partial consideration for purchase of 15% net profit interest from Phoenix
December 9, 2008	50,000	\$0.40	Issued on exercise of stock options
October 7, 2008	20,000	\$0.55	Issued on exercise of warrants
September 16, 2008	250,000	\$0.55	Issued on exercise of warrants
July 22, 2008	2,500	\$0.55	Issued on exercise of warrants
July 17, 2008	12,500	\$0.55	Issued on exercise of warrants
July 2, 2008	52,050	\$2.00	Issued on exercise of warrants
June 12, 2008	5,000	\$1.00	Issued on exercise of stock options
May 28, 2008	5,000	\$0.55	Issued on exercise of warrants
May 5, 2008	15,000	\$0.55	Issued on exercise of warrants
April 24, 2008	6,250	\$0.40	Issued on exercise of warrants
March 7, 2008	12,500	\$0.55	Issued on exercise of warrants
February 29, 2008	10,000	\$0.55	Issued on exercise of warrants
February 28, 2008	20,000	\$0.55	Issued on exercise of warrants
February 25, 2008	2,580,000	\$1.25	Issued on exercise of over-allotment option granted in connection with the Company's initial public offering

Common Share Purchase Warrants

Date of Issuance	Number of Warrants	Price	Description of Issuance
February 11, 2009	150,000	\$0.10	Issued on exercise of broker options
February 25, 2008	1,290,000	\$0.10	Issued on exercise of over-allotment option granted in connection with the Company's initial public offering

Options to Purchase Common Shares

Date of Issuance	Number of Options	Price	Description of Issuance
December 10, 2008	885,000	\$0.48	Grant of options
September 8, 2008	290,000	\$2.39	Grant of options
May 29, 2008	200,000	\$2.05	Grant of options
February 25, 2008	630,000	\$1.70	Grant of options
February 19, 2008	280,000	\$1.56	Grant of options

TRADING PRICE AND VOLUME

The outstanding Common Shares are listed and posted for trading on the TSX under the trading symbol "CSI". The following table sets forth the market price ranges and the aggregate volume of trading of the Common Shares on the TSX for the periods indicated:

Period	High (\$)	Low (\$)	Volume (Shares)
2009			
February (1 - 26)	2.70	1.38	6,348,700
January	1.78	0.88	1,983,200
2008			
December	0.85	0.43	2,097,000
November	0.98	0.45	1,318,600
October	1.70	0.70	2,166,900
September	2.95	1.51	952,000
August	3.05	2.30	665,500
July	3.75	2.33	1,327,200
June	4.00	2.00	5,711,600
May	2.18	1.28	1,934,000
April	2.18	1.51	1,814,600
March	2.57	1.85	1,478,200
February (13-29)	2.50	1.25	2,624,500

Certain of the Company's outstanding common share purchase warrants are listed and posted for trading on the TSX under the trading symbol "CSI.WT". The following table sets forth the market price ranges and the aggregate volume of trading of such warrants on the TSX for the periods indicated:

Period	High (\$)	Low (\$)	Volume (warrants)
2009			
February (1 - 26)	1.00	0.59	735,100
January	0.80	0.45	183,300
2008			
December	0.40	0.20	56,100
November	0.40	0.25	29,500
October	0.65	0.20	172,400
September	1.22	0.55	274,600
August	1.30	0.75	196,500
July	1.92	0.67	507,100
June	2.09	0.81	1,354,500
May	0.90	0.55	262,700
April	0.95	0.70	155,300
March	1.01	0.60	452,400
February (13-29)	1.05	0.20	727,800

RISK FACTORS

An investment in the Units is subject to a number of risks. A prospective purchaser of such securities should carefully consider the information and risks faced by the Company described in this Prospectus and the documents incorporated by reference including, without limitation, the risk factors set out under the heading "Description of the Business - Risk Factors" in the AIF. The risks described herein are not the only risk factors facing the Company and should not be considered exhaustive. Additional risks and uncertainties not currently known to the Company, or that the Company currently considers immaterial, may also materially and adversely affect the business, operations and financial condition of the Company.

General Economic Conditions

The recent unprecedented events in global financial markets have had a profound impact on the global economy. Many industries, including the mining sector, are impacted by these market conditions. Some of the key impacts of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including, but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company.

Limited Operating History

The Company has a very limited history of operations, is in the early stage of development and could be considered a start-up. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations. The Company has no history of earnings. The purpose of the Offering is to raise funds to continue exploration and development of the Serra Pelada Property, with the objective of establishing economic quantities of mineral deposits.

No History of Earnings

The Company has limited financial resources, has earned nominal revenue since commencing operations (revenues), has no source of operating cash flow and there is no assurance that additional funding will be available to it for exploration and development of its mineral properties or for required future property payments. Furthermore, additional financing will be required to continue the development of the Company's properties even if the Company's exploration program is successful. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties with the possible loss of such properties.

Competitive Conditions

The mineral exploration and mining business is competitive in all phases of exploration, development and production. The Company competes with a number of other entities in the search for and the acquisition of productive mineral properties. As a result of this competition, the majority of which is with companies with greater financial resources than the Company, the Company may be unable to acquire attractive properties in the future on terms it considers acceptable. The Company also competes for financing with other resource companies, many of whom have greater financial resources and/or more advanced properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company.

The ability of the Company to acquire properties depends on its success in exploring and developing its present properties and on its ability to select, acquire and bring to production suitable properties or prospects for mineral

exploration and development. Factors beyond the control of the Company may affect the marketability of gold mined or discovered by the Company.

Exploration, Development and Operating Risks

The exploration for, discovery and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of gold and other minerals may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site.

It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of the minerals and proximity to infrastructure; mineral prices, which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection. The exact effect of these factors cannot be accurately predicted but could have a material adverse effect upon the Company's operations and financial results.

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

There is no certainty that the expenditures made by the Company towards the search and evaluation of gold and other minerals will result in discoveries of mineral reserves and resources (as defined by applicable securities laws), or any other mineral occurrences.

Title Risks

Although the nature and extent of the interests of the Company in the properties in which it holds an interest has been reviewed by or on behalf of the Company, and title opinions have been obtained by the Company with regard to certain of such properties, there may still be undetected title defects affecting such properties. Title insurance generally is not available, and the ability of the Company to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt.

Accordingly, the properties in which the Company holds an interest may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects which could have a material adverse impact on the Company's operations. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

The Company is not the registered holder of any of the exploration licences and applications which comprise the Serra Pelada Property and the Company's other non-material properties. The Company's interest in the properties, title to which is currently held by third parties, is derived pursuant to option agreements and joint venture agreements relating to the respective properties. Any non-compliance with the terms of these agreements by the Company or Colossus Brazil could affect the ability of the Company and/or Colossus Brazil to earn their interests in the properties. Such terms include the satisfaction of the option payments due to property owners under such agreements, and the requirements to undertake minimum exploration expenditures during certain periods. Failure to

meet these requirements could result in a loss by the Company and/or Colossus Brazil of its interest in the options, which could in turn have an adverse impact on the Company.

No assurances can be given that title defects to the properties in which the Company has an interest do not exist. The properties may be subject to prior unregistered agreements, interests or native land claims and title may be affected by undetected defects. If title defects do exist, it is possible that the Company may lose all or a portion of its right, title, estate and interest in and to the properties to which the title defect relates. There is no guarantee that title to the properties will not be challenged or impugned.

There is no guarantee that the applications for exploration licences currently pending will be granted by the DNPM. The DNPM may refuse any of the applications. Persons may object to the grant of exploration licences and the DNPM will take objections into consideration when making the decision on whether or not to grant the licence.

If exploration licences are granted, they will be subject to various standard conditions including, but not limited to prescribed licence conditions. Any failure to comply with the expenditure conditions or with the other conditions on which the licences are held, can result in licence forfeiture. Generally, the licences are granted for a term of three years and further renewal of an exploration licence is at the discretion of the DNPM and on such conditions as the DNPM may in its discretion impose. Renewal conditions may include increased expenditures and work commitments or compulsory relinquishment of areas of the licences comprising the Serra Pelada Property and the Company's other non-material properties. The imposition of new conditions or the inability to meet those conditions may adversely affect the operations, financial position and/or performance of the Company.

An ongoing lawsuit has been brought by an individual in Brazil seeking the annulment of the general meeting at which the members of the board of directors and officers of Coomigasp were elected. If this individual is successful with this lawsuit a new election may be required and further actions may be brought to nullify any prior activities or agreements entered into by the current directors and officers, which may include the Serra Pelada Agreement. The Company does not believe that this result is likely due to numerous factors including the merits of the current lawsuit and the fact that the Serra Pelada Agreement was approved not only by management of Coomigasp but also the members (shareholders) of Coomigasp at a general meeting. Furthermore, in January 2009, Coomigasp held another annual general meeting of its members to elect its board of directors. This meeting was overseen by an independent court appointed monitor. As this meeting, a new board of directors was elected who have since re-affirmed the Serra Pelada Agreement. However, if the Serra Pelada Agreement is nullified this would have a material adverse affect on the Company. The Company is not a party to the lawsuit and does not have any information with respect to the developments of the suit, except those that are publicly available.

Uncertainty of Acquiring Necessary Permits

Although Company currently holds all consents which it requires in order to carry out its current drilling program on the Serra Pelada Property and the Company's other non-material properties, the Company cannot be certain that it will receive the necessary permits on acceptable terms to conduct further exploration and to develop its properties. The failure to obtain such permits, or delays in obtaining such permits, could increase the Company's costs and delay its activities, and could adversely affect the operations of the Company.

Government Regulation Risks

The mining, processing, development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people, and other matters. Although the exploration and development activities of the Company are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail production or development. Amendments to current laws and regulations governing operations and activities of exploration, development, mining and milling or more stringent implementation thereof could have a substantial adverse impact on the Company.

Risks Associated with Foreign Operations

The Company's mineral interests are located in the Federative Republic of Brazil, which may be affected by varying degrees of political change and labour unrest, fluctuations in currency exchange rates, high rates of inflation, terrorism or expropriation. The Company's exploration and development activities may be affected by changes in government or judiciary, political instability and the nature of various government regulations relating to the mining industry. A change in government positions on foreign investment, mining concessions, land tenure, environmental regulation, or taxation could adversely affect the Company's business and/or its holdings, assets and operations in the Brazil. Any changes in regulations or shifts in political conditions are beyond the control of the Company. The Company's operations in Brazil will entail governmental, economic, social, medical and other risk factors common to all countries in the region.

Results of Prior Exploration Work

In preparing the Serra Pelada Technical Report, the authors of such report relied on data generated by exploration work previously carried out by geologists employed by others. There is no guarantee that data generated by prior exploration work is 100% reliable and discrepancies in such data not discovered by the Company may exist. Such errors and/or discrepancies, if they exist, could impact on the accuracy of the Serra Pelada Technical Report.

Additional Capital

The development and exploration of the properties in which the Company currently holds an interest will require substantial additional financing. Failure to obtain sufficient financing may result in the delay or indefinite postponement of exploration, development or production on any or all such properties, or even a loss of property interest. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favourable to the Company. In addition, any future financing may be dilutive to existing shareholders of the Company.

Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the operations, financial condition and results of operations of the Company.

Political Stability Risks

The principal operations of the Company are currently conducted in Brazil and, as such, the operations of the Company are exposed to various levels of political, economic and other risks and uncertainties. These risks include, but are not limited to: terrorism; hostage taking; military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licences, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction.

Changes, if any, in mining or investment policies or shifts in political attitude in Brazil may adversely affect the operations or profitability of the Company. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The occurrence of these various factors and uncertainties cannot be accurately predicted and could have an adverse effect on the operations or profitability of the Company.

Government Royalties

A royalty must be paid to the landowner if the surface rights do not belong to the mining titleholder. This royalty amounts to 50% of the financial compensation for the federal royalty levied by the Brazilian government, and which is currently at 0.2% of the net sales of mineral product. This level, and the level of any other royalties, payable to the Brazilian government in respect of the production of minerals may be varied at any time as a result of changing legislation which could materially adversely affect the Company's results of operations. See "Brazilian Regulatory Framework" in the AIF.

Environmental Risks and Hazards

All phases of the Company's operations are subject to environmental regulation in the various jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste.

Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations.

Environmental hazards may exist on the properties on which the Company holds an option, which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties. Previous mining by *gaimpeiros* has occurred at the Serra Pelada Property and continues today on a more limited basis.

Government approvals, approval of indigenous people and permits are currently and may in the future be required in connection with the operations of the Company. To the extent such approvals are required and not obtained; the Company may be curtailed or prohibited from continuing its mining operations or from proceeding with planned exploration or development of mineral properties.

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

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs, or reduction in levels of production at producing properties, or require abandonment or delays in development of new mining properties.

Environmental Licenses

In order to be granted a mining concession on any property, the Company will be required to obtain environmental licenses with respect to such properties. The Company has not yet obtained any such environmental licenses in connection with any of its properties. In the event that the Company is unable to obtain such environmental licenses, it may not be able to commence mining activities on its properties, which could have a material adverse effect upon the results of operations and financial condition of the Company.

Costs of Land Reclamation

It is difficult to determine the exact amounts which will be required to complete all land reclamation activities in connection with the properties in which the Company holds an option.

Reclamation bonds and other forms of financial assurance represent only a portion of the total amount of money that will be spent on reclamation activities over the life of a mine. Accordingly, it may be necessary to revise planned expenditures and operating plans in order to fund reclamation activities. Such costs may have a material adverse impact upon the financial condition and results of operations of the Company.

Reliance on Limited Number of Properties

At this time, the Company holds limited interests in the Serra Pelada Property as well its two other non-material properties. As a result, unless the Company acquires additional property interests, any adverse developments affecting these properties could have a material adverse effect upon the Company and would materially and adversely affect the potential mineral resource production, profitability, financial performance and results of operations of the Company.

No History of Mineral Production

The Company has never had an interest in a mineral producing property. There is no assurance that commercial quantities of minerals will be discovered at any of the properties of the Company or any future properties, nor is there any assurance that the exploration programs of the Company thereon will yield any positive results. Even if commercial quantities of minerals are discovered, there can be no assurance that any property of the Company will ever be brought to a stage where mineral resources (as defined in NI 43-101) can profitably be produced thereon. Factors which may limit the ability of the Company to produce mineral resources from its properties include, but are not limited to, the price of the mineral resources which are currently being explored for, availability of additional capital and financing and the nature of any mineral deposits.

Insurance and Uninsured Risks

The business of the Company is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to properties of the Company or others, delays in mining, monetary losses and possible legal liability.

Although the Company may maintain insurance to protect against certain risks in such amounts as it considers reasonable, its insurance will not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Hedging

The Company does not have a hedging policy and has no current intention of adopting such a policy. Accordingly, the Company has no protections from declines in mineral prices which could have a material adverse effect on the financial condition of the Company.

Fluctuations in Metal Prices

The consolidated financial results and exploration, development and mining activities of the Company may in the future be significantly and adversely affected by declines in the price of gold or other minerals. The price of gold or other minerals fluctuates widely and is affected by numerous factors beyond the control of the Company such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the United States dollar and foreign currencies, global and regional supply and demand, the political and economic conditions and production costs of major mineral producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges.

Future serious price declines in the market value of gold or other minerals could cause continued development of the properties in which the Company has an option to be impracticable. Depending on the price of gold and other minerals, cash flow from mining operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mining properties is dependent upon the prices of gold and other minerals being adequate to make these properties economic.

In addition to adversely affecting the reserve estimates of the Company and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if a project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Exchange Rate Fluctuations

Exchange rate fluctuations may affect the costs that the Company incurs in its operations. Gold and other minerals are generally sold in US dollars and the costs of the Company are incurred principally in Brazilian Reais. The appreciation of non-US dollar currencies against the US dollar can increase the cost of exploration and production in US dollar terms, which could materially and adversely affect the Company's profitability, results of operations and financial condition.

Key Executives

The Company is dependent upon the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the inability of the Company to attract and retain additional highly-skilled employees may adversely affect its business and future operations.

Conflicts of Interest

Certain of the directors and officers of the Company also serve as directors and/or officers of other companies involved in natural resource exploration and development and, consequently, there exists the possibility for such directors and officers to be in a position of conflict. Any decision made by any of such directors and officers involving the Company should be made in accordance with their fiduciary duties and obligations to deal fairly and in good faith with a view to the best interests of the Company and its shareholders.

In addition, each of the directors is required to declare and refrain from voting on any matter in which such directors may have a conflict of interest in accordance with the procedures set forth in the *Business Corporations Act* (Ontario) and other applicable laws. The Company has also adopted a formal code of ethics to govern the activities of its directors, officers and employees.

Enforcement of Legal Rights

In the event of a dispute arising from the Company's foreign operations, the Company may be subject to the exclusive jurisdiction of foreign courts or may not be successful in subjecting foreign persons to the jurisdictions of courts in Canada. Similarly, to the extent that the Company's assets are located outside of Canada, investors may

have difficulty collecting from the Company any judgments obtained in the Canadian courts and predicated on the civil liability provisions of securities provisions. The Company may also be hindered or prevented from enforcing its rights with respect to a governmental entity or instrumentality because of the doctrine of sovereign immunity.

Two of the directors of the Company and certain experts retained by the Company reside outside of Canada. Substantially all of the assets of the persons are located outside of Canada. It may not be possible for investors to effect service of process within Canada upon such directors or experts. It may also not be possible to enforce against the Company, certain of its directors and officers, and certain experts named herein, judgments obtained in Canadian courts predicated upon the civil liability provisions of applicable securities laws in Canada.

Litigation

From time to time, the Company may be involved in lawsuits. The outcomes of any such legal actions may have a material adverse effect on the financial results of the Company on an individual or aggregate basis.

Price Volatility of Publicly Traded Securities

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings. The value of the securities distributed hereunder may be affected by such volatility. The Offering Price of the Units has been determined by negotiations between the Company and representatives of the Underwriters and this price may not necessarily reflect the prevailing market price of the Common Shares following the Offering. If an active public market for the Common Shares does not develop, the liquidity of a shareholder's investment may be limited and the share price may decline below the Offering Price.

Use of Proceeds

The Company currently intends to allocate the net proceeds received from this Offering as described under "Use of Proceeds". However, management will have discretion in the actual application of the net proceeds, and may elect to allocate net proceeds differently from that described under "Use of Proceeds" if they believe it would be in the Company's best interests to do so. Shareholders may not agree with the manner in which management chooses to allocate and spend the net proceeds. The failure by management to apply these funds effectively could have a material adverse effect on the Company's business.

Tax Issues

Income tax consequences in relation to the Units will vary according to the circumstances of each investor. Prospective investors should seek independent advice from their own tax and legal advisors prior to subscribing for the Units.

The Company's estimates regarding the exploration costs at the Serra Pelada Property have assumed current Brazilian tax rates, which may be increased in the future. Accordingly, the cost estimates may not represent an accurate statement of the Company's future tax costs.

Dividends

The Company has no earnings or dividend record and does not anticipate paying any dividends on its Common Shares in the foreseeable future.

Repatriation of Earnings

Currently, Brazil has no limitation on profit or capital remittances to foreign shareholders provided that all applicable Brazilian taxes have been paid. However, there can be no assurance that restrictions on the repatriation of earnings in Brazil will not be imposed in the future.

PLAN OF DISTRIBUTION

Pursuant to the terms of the Underwriting Agreement, the Company has agreed to sell and the Underwriters have severally agreed to purchase, as principals, on the Closing Date, 10,000,000 Units at the Offering Price, payable in cash to the Company against delivery of certificates representing the Unit Shares and the Warrants comprising the Units, subject to compliance with all necessary legal requirements and to the conditions contained in the Underwriting Agreement. The Company also has granted to the Underwriters the Over-Allotment Option exercisable, in whole or in part, in the sole discretion of the Underwriters, to purchase up to 1,500,000 Additional Units and/or up to 750,000 Additional Warrants, exercisable at the Offering Price per Additional Unit or \$0.30 per Additional Warrant for a period of 30 days from the Closing Date, for market stabilization purposes and to cover the Underwriters' over-allocation position, if any. The aggregate number of Common Shares and Warrants which may be issued under the Over-Allotment Option shall not exceed 1,500,000 Common Shares and 750,000 Warrants. A purchaser who acquires securities forming part of the Underwriters' over-allotment position acquires those securities under this Prospectus, regardless of whether the over-allotment position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

The obligations of the Underwriters under the Underwriting Agreement may be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Units if any of the Units are purchased under the Underwriting Agreement. The Offering Price of the Units was determined by negotiation between the Company and the Underwriters. The Company has also agreed to indemnify the Underwriters against certain liabilities, including liabilities for misrepresentation in this Prospectus, and contribute to payments that the Underwriters may be required to make in respect of those liabilities.

Pursuant to the Underwriting Agreement, the Company has agreed to pay to the Underwriters a commission equal to 6% of the gross proceeds from the issue and sale of the Units (including any Additional Units issued upon the exercise of the Over-Allotment Option) and to reimburse the Underwriters for certain expenses relating to the Offering. The Company has also agreed to grant the Underwriters non-transferable Compensation Options to purchase that number of Units that is equal to 6% of the Units sold pursuant to the Offering (including any Additional Units issued upon exercise of the Over-Allotment Option). Each Compensation Option is exercisable to purchase one Unit at a price of \$2.15 for a period of 24 months from the Closing Date. This Prospectus qualifies the distribution of the Compensation Options.

The Company further agreed that it will not, for a period of 90 days from the Closing Date without prior written consent of the Underwriters (such consent not to be unreasonably withheld or delayed) issue any additional securities except in conjunction with: (i) the grant or exercise of stock options and other similar issuances pursuant to the share option plan of the Company; (ii) the exercise of outstanding convertible securities; or (iii) the issuance of securities in connection with a bona fide arms' length acquisition of a business which does not exceed 10% of the issued and outstanding number of Common Shares after completion of the Offering.

The Underwriting Agreement provides that each of the officers and directors and certain other principal shareholders will enter into standstill agreements whereby such persons will be restricted from trading in securities of the Company for a period of 90 days following the Closing Date without the prior written consent of the Underwriters, such consent not to be unreasonably withheld.

The TSX has conditionally approved the listing of the Unit Shares and the Warrant Shares issuable pursuant to the Offering. Listing of these securities is subject to the fulfillment by the Company of the requirements of the TSX on or before May 13, 2009. There is no market through which the Warrants may be sold and purchasers may not be able to resell the Warrants purchased under this Prospectus. The Company does not intend to apply to list the Warrants on the TSX. This may affect the pricing of the securities in the secondary market, the transparency and availability of trading prices, the liquidity of the securities and the extent of issuer regulation.

Subscriptions for the Units will be received, subject to rejection or allotment in whole or in part, and the right is reserved to close the subscription books at any time without notice. It is expected that the closing of the Offering will occur on the Closing Date, or such other date that may be agreed to by the Company and the Underwriters but in any event not later than April 10, 2009. Certificates in definitive form evidencing the Unit Shares and the Warrants will be available for delivery at the closing of the Offering.

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

The securities offered under this Prospectus have not been and will not be registered under the United States Securities Act of 1933 (the "**U.S. Securities Act**"), or the securities laws of any state. Such securities may not be offered or sold or otherwise transferred or disposed of within the United States or to, or for the account or benefit of a U.S. Person without registration unless an exemption from registration is available. Accordingly, such securities may only be offered and sold within the United States to "accredited investors" as defined in Rule 501(a) pursuant to the exemption from the registration requirements provided by Rule 506 of Regulation D under the U.S. Securities Act (the "**U.S. Private Placement**"), and outside the United States in compliance with Regulation S under the U.S. Securities Act ("**Regulation S**"), and thereafter may only be reoffered, resold or otherwise transferred or disposed of in the United States or to or for the account or benefit of a U.S. Person pursuant to the registration requirements of the U.S. Securities Act and applicable state securities laws or an exemption therefrom. The Underwriters have agreed not to offer or sell the securities offered under this Prospectus without registration under the U.S. Securities Act and applicable state securities laws except as set forth above. In addition, until 40 days after the commencement of the Offering, an offer or sale of such securities in the United States by any dealer, whether or not participating in the Offering, may violate the registration provisions of the U.S. Securities Act unless made in compliance with Rule 144A under the U.S. Securities Act. The securities issued in the U.S. Private Placement will be restricted securities within the meaning of Rule 144(a)(3) of the U.S. Securities Act.

The Warrants issued pursuant to the Offering may not be exercised in the United States or by or on behalf of a U.S. Person unless: (i) exercised by a holder that purchased such Warrants in the U.S. Private Placement, for its own account, at a time that such person remains an "accredited investor" (as defined in Regulation D under the U.S. Securities Act); or (ii) the person exercising such Warrants provides the Company with a written opinion of counsel satisfactory to the Company that the exercise of the Warrants and the issuance of the Warrant Shares upon such exercise is exempt from registration under the U.S. Securities Act and applicable state securities laws.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Fogler, Rubinoff LLP, counsel to the Company, and Wildeboer Dellelce LLP, counsel to the Underwriters, the following summary describes the principal Canadian federal income tax considerations generally applicable to a holder who acquires Unit Shares and Warrants pursuant to the Offering and who, for purposes of the Tax Act, at all relevant times, holds such Unit Shares and Warrants as capital property and deals at arm's length with and is not affiliated with the Company and the Underwriters (a "**Holder**").

This summary is not applicable to a holder that is a "financial institution", as defined in the Tax Act, for purposes of the mark-to-market rules, "specified institutions", as defined in the Tax Act, or a holder an interest in which would be a "tax shelter investment" as defined in the Tax Act. Such holders should consult their own tax advisors.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder in force as of the date hereof (the "**Regulations**"), and counsel's understanding of the current published administrative and assessing

practices and policies of the Canada Revenue Agency. This summary takes into account all specific proposals to amend the Tax Act and the Regulations publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the "**Proposed Amendments**") and assumes that all Proposed Amendments will be enacted in the form proposed. However, there can be no assurance that the Proposed Amendments will be enacted in their current form or at all. This summary does not otherwise take into account or anticipate any changes in the law or administrative or assessing practice or policy whether by legislative, regulatory, administrative, or judicial action, nor does it take into account tax legislation or considerations of any province, territory or foreign jurisdiction, which may differ significantly from those discussed herein.

This summary is of a general nature only and does not take into account or consider the tax laws of any province or territory or of any jurisdiction outside Canada. This summary is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder, and no representations concerning the tax consequences to any particular Holder are made. Holders should consult their own tax advisors regarding the income tax considerations applicable to them having regard for their particular circumstances.

Residents of Canada

The following portion of the summary applies to a Holder who at all relevant times is resident or deemed to be resident in Canada for the purposes of the Tax Act (a "**Resident Holder**"). Certain Resident Holders whose Unit Shares might not otherwise be capital property, may, in certain circumstances, be entitled to have the Unit Shares and all other "Canadian securities", as defined in the Tax Act, treated as capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. This election does not apply to the Warrants.

Allocation of Purchase Price

Resident Holders will be required to allocate the cost of each Unit between the Unit Shares and the Warrants on a reasonable basis in order to determine their respective costs for the purposes of the Tax Act. The Company will also be required to allocate the amount received for each Unit between the Unit Shares and the Warrants on a reasonable basis for the purposes of the Tax Act. However, such allocation will not be binding on the Canada Revenue Agency or a Resident Holder.

The adjusted cost base to a Resident Holder of Unit Shares and Warrants acquired pursuant to the Offering will generally be determined by averaging the cost of such Unit Shares and Warrants with the adjusted cost base of all other Common Shares and Warrants, respectively, owned by the Resident Holder as capital property at that time.

Exercise or Expiry of Warrants

No gain or loss will be realizable by a Resident Holder of a Warrant upon the exercise of such Warrant. When a Warrant is exercised, the Holder's cost of the Warrant Share acquired thereby will be the aggregate of the Holder's adjusted cost base of the Warrant and the exercise price paid for the Warrant Shares. In the event of the expiry of an unexercised Warrant, a Holder will generally realize a capital loss equal to the adjusted cost base of the Warrant. See "Capital Gains and Capital Losses" below.

Disposition of Unit Shares and Warrants

Generally, on a disposition or deemed disposition of a Unit Share or a Warrant (other than on the exercise thereof), a Resident Holder will realize a capital gain (or capital loss) equal to the amount, if any, by which the proceeds of disposition, net of any reasonable cost of disposition, exceed (or are less than) the adjusted cost base to the Resident Holder of the Unit Share or the Warrant, as the case may be, immediately before the disposition or deemed disposition. See "Capital Gains and Capital Losses" below.

Capital Gains and Capital Losses

One-half of any capital gain will be included in income as a taxable capital gain and one-half of a capital loss may normally be deducted as an allowable capital loss against taxable capital gains realized in the year of disposition.

Any unused allowable capital losses may be applied to reduce net taxable capital gains realized in the three preceding taxation years or any subsequent taxation year, subject to the provisions of the Tax Act in that regard.

The amount of any capital losses realized on the disposition or deemed disposition of Unit Shares by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on such shares or shares substituted for such shares to the extent and in the circumstances described in the Tax Act. Similar rules may apply where a Resident Holder that is a corporation is a member of a partnership or beneficiary of a trust that owns such shares or that is itself a member of a partnership or a beneficiary of a trust that owns Unit Shares.

Additional Refundable Tax

A Resident Holder that is a Canadian controlled private corporation as defined in the Tax Act may be liable to pay an additional 6 2/3% refundable tax on certain investment income, including taxable capital gains.

Taxation of Dividends

A Resident Holder will be required to include in computing its income for a taxation year any dividends received, or deemed to be received, by it on the Unit Shares. In the case of a Resident Holder who is an individual (other than certain trusts), such dividends will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received from taxable Canadian corporations. A dividend received or deemed to be received by a Resident Holder that is a corporation will generally be deductible in computing the corporation's taxable income.

A "private corporation" as defined in the Tax Act, or any other corporation controlled, whether because of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts) will generally be liable to pay a refundable tax of 33 1/3% under Part IV of the Tax Act on dividends received or deemed to be received on the Unit Shares to the extent such dividends are deductible in computing taxable income for the year. This refundable tax generally will be refunded to a corporate Resident Holder at a rate of \$1.00 for every \$3.00 of taxable dividends paid while it is a "private corporation" as defined in the Tax Act.

Non-Residents of Canada

The following portion of the summary applies to Holders who, at all relevant times, for purposes of the Tax Act and any applicable income tax convention, are not, and are not deemed to be resident in Canada and do not use or hold, and will not be deemed to use or hold Unit Shares or Warrants in a business carried on in Canada (a "**Non-Resident Holder**"). Special rules, which are not discussed in this summary, may apply to a Holder that is an insurer that carries on an insurance business in Canada and elsewhere. Such Holders should consult their own tax advisors.

Taxation of Dividends

Dividends received or deemed to be received by a Non-Resident Holder of the Unit Shares will be subject to Canadian withholding tax under the Tax Act. The rate of withholding tax is 25%, although such rate may be reduced under the provisions of an applicable income tax convention between Canada and the Non-Resident Holder's country of residence.

Disposition of Unit Shares and Warrants

A Non-Resident Holder will generally not be subject to a tax under the Tax Act in respect of any gain realized on the disposition or deemed disposition of a Unit Share or Warrant, unless the Unit Share or Warrant, as the case may be, constitutes "taxable Canadian property" of the Non-Resident Holder. Provided the Unit Shares are listed on a designated stock exchange (which includes the TSX) at the relevant time, Unit Shares and Warrants, as the case may be, generally will not constitute "taxable Canadian property" to a Non-Resident Holder unless the Non-Resident Holder, persons with whom the Non-Resident Holder does not deal with at arm's length, or the Non-Resident Holder

together with such persons have owned 25% or more of any class or series of shares of the Company at any time within the sixty-month period that ends at the particular time.

A Non-Resident Holder whose Unit Shares or Warrants constitute or are deemed to constitute "taxable Canadian property" (and are not "treaty-protected property" as defined in the Tax Act) should consult their own tax advisors with respect to the Canadian tax consequences, including the effect thereon of any applicable income tax treaty or convention, of disposing of such Unit Shares or Warrants.

INTERESTS OF EXPERTS

Certain legal matters relating to the Offering and the Units to be distributed pursuant to this Prospectus will be passed upon on behalf of the Company by Fogler, Rubinoff LLP and on behalf of the Underwriters by Wildeboer Dellelce LLP. As at February 26, 2009, the partners and associates of Fogler, Rubinoff LLP, as a group, and the partners and associates of Wildeboer Dellelce LLP, as a group, the partners and associates of Silva Martins Vilas Boas Lopes e Frattari, the Company's Brazilian Counsel, as a group, own beneficially, directly or indirectly, less than 1%, respectively, of the securities of the Company.

McCarney Greenwood LLP, Chartered Accountants, Licensed Public Accountants, is the independent auditor of the Company that prepared the Auditors' Report to shareholders with respect to the consolidated balance sheets of the Company as at July 31, 2008 and 2007 and the consolidated statements of loss and comprehensive loss, changes in shareholder equity and cash flows for the years then ended. McCarney Greenwood LLP is independent with respect to the Company within the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

The Serra Pelada Technical Report was authored by David G. Jones and Gregory C. Hall of Vidoro Pty Ltd. The authors of the Serra Pelada Technical Report are "qualified persons" and were "independent" of the Company as those terms are defined in NI 43-101 at the time the report was filed. The authors and their firm do not own any securities of the Company. Greg C. Hall subsequently joined the board of directors of the Company.

PROMOTER

Ari Sussman is a promoter of the Company. Mr. Sussman holds 1,721,501 Common Shares (which represents approximately 4% of the Common Shares outstanding before giving effect to the Offering and 3.2% after giving effect to the Offering). Mr. Sussman received salary and options as consideration for his role in founding and organizing the business of the Company. See "Executive Compensation" in the management information circular of the Company incorporated herein by reference.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditors of the Company are McCarney Greenwood LLP, independent chartered accountants, located in Toronto, Ontario.

The Company's registrar and transfer agent for the Common Shares and the warrant agent for the Warrants is Equity Transfer & Trust Company at its principal offices in Toronto, Ontario.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment thereto. The legislation further provides a purchaser with remedies for rescission or damages if the prospectus or any amendment contains a misrepresentation or are not delivered to the purchaser, provided that the remedies for rescission or damages are exercised by the purchaser within the time limit prescribed by the securities legislation in 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 advisor.

AUDITORS' CONSENT

We have read the short form prospectus (the "**Prospectus**") of Colossus Minerals Inc. (the "**Company**") dated February 27, 2009 relating to the issue of units of the Company. We have complied with Canadian generally accepted standards for an auditors' involvement with offering documents.

We consent to the incorporation by reference in the Prospectus of our report to the shareholders of the Company on the consolidated balance sheets of the Company as at July 31, 2008 and July 31, 2007 and the consolidated statements of loss and comprehensive loss, changes in shareholder equity and cash flows for the years then ended and for the period from February 9, 2006 (date of inception) to July 31, 2008. Our report is dated September 30, 2008.

Toronto, Canada
February 27, 2009

(signed) MCCARNEY GREENWOOD LLP
Chartered Accountants
Licensed Public Accountants

CERTIFICATE OF THE COMPANY

Dated: February 27, 2009.

This short form prospectus, together with the documents incorporated herein by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this short form prospectus as required by the securities legislation of each of the provinces of Canada (except Quebec).

(Signed) ARI SUSSMAN
Chief Executive Officer

(Signed) JOHN ROSS
Chief Financial Officer

On behalf of the Board of Directors

(Signed) DOUGLAS REESON
Director

(Signed) JOHN FROSTIAK
Director

PROMOTER

(Signed) ARI SUSSMAN

CERTIFICATE OF THE UNDERWRITERS

Dated: February 27, 2009.

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

MACQUARIE CAPITAL MARKETS CANADA LTD.

By: (Signed) RON D'AMBROSIO

CANACCORD CAPITAL CORPORATION

By: (Signed) ALI PEJMAN

GMP SECURITIES L.P.

By: (Signed) KEVIN REID

DUNDEE SECURITIES CORPORATION

By: (Signed) TOM PANOULIAS

HAYWOOD SECURITIES INC.

By: (Signed) JOHN WILLETT

BLACKMONT CAPITAL INC.

By: (Signed) RICK VERNON