

COLOSSUS MINERALS INC.

QUALIFICATION CERTIFICATE

TO: Ontario Securities Commission (*Principal Regulator*)

AND TO: Alberta Securities Commission
British Columbia Securities Commission
Saskatchewan Financial Services Commission
The Manitoba Securities Commission
New Brunswick Securities Commission
Nova Scotia Securities Commission
Prince Edward Island Securities Office
Securities Commission of Newfoundland and Labrador
Toronto Stock Exchange

RE: Colossus Minerals Inc. (the "Corporation")
Preliminary Short Form Prospectus (NI 44-101) dated October 28, 2010
\$60,225,000 – Offering of 7,300,000 Common Shares - Price \$8.25 per Share

Pursuant to National Instrument 44-101, Section 2.2, the Corporation hereby certifies that it satisfies the basic qualification criteria to file a prospectus in the form of a short form prospectus in that:

- (a) the issuer is an electronic filer under National Instrument 13-101;
- (b) the issuer is a reporting issuer in at least one jurisdiction of Canada;
- (c) the issuer has filed with the securities regulatory authority in each jurisdiction in which it is a reporting issuer all periodic and timely disclosure documents that it is required to have filed in that jurisdiction under applicable securities legislation;
- (d) the issuer has, in at least one jurisdiction in which it is a reporting issuer, current annual financial statements and a current AIF; and
- (e) the issuer's equity securities are listed and posted for trading on a short form eligible exchange and the issuer is not an issuer whose operations have ceased.

Further, pursuant to National Instrument 44-101, Section 4.1(a)(ii), the Corporation hereby certifies that:

- (f) satisfied the requirements of Section 2.2 of National Instrument 44-101 as noted above;
- (g) the Corporation is not in default of any requirements of the securities legislation of any of the jurisdictions in which it has been a reporting issuer; and

all of the material incorporated by reference in the preliminary short form prospectus and not previously filed is being filed with the preliminary short form prospectus.

DATED the 28th day of October, 2010.

COLOSSUS MINERALS INC.

Per:



Name: Ari Sussman
Title: Chief Executive Officer