



# MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE SIX MONTHS ENDED JUNE 30, 2015

(Containing information through August 13, 2015 unless otherwise noted)

## Background

This Management's Discussion and Analysis ("MD&A") has been prepared based on information available to Belo Sun Mining Corp. ("we", "our", "us", "Belo Sun" or the "Company") as of August 13, 2015 unless otherwise noted. The MD&A provides a detailed analysis of the Company's operations and compares its financial results with those of the previous periods and should be read in conjunction with our condensed interim consolidated financial statements as at and for the six months ended June 30, 2015 as well as our annual consolidated financial statements and related notes and MD&A as at and for the twelve months ended December 31, 2014. The financial statements and related notes of Belo Sun have been prepared in accordance with International Financial Reporting Standards ("IFRS"). Please refer to the notes of the December 31, 2014 annual consolidated financial statements for disclosure of the Company's significant accounting policies. Unless otherwise noted, all references to currency in this MD&A refer to Canadian dollars.

Additional information, including our press releases, has been filed electronically through the System for Electronic Document Analysis and Retrieval ("SEDAR") and is available online under the Company's profile at [www.sedar.com](http://www.sedar.com).

The Company's annual information form can be found under the Company's profile at [www.sedar.com](http://www.sedar.com). Additional information relating to the Company can be found on the Belo Sun website at [www.belosun.com](http://www.belosun.com).

Stéphane Amireault, P.Eng (B.Eng; MScA), Vice-President of Exploration for Belo Sun, is the in-house Qualified Person under National Instrument 43-101 for geology. Joseph C. Milbourne, FAusIMM, Vice-President of Technical Services for the Company, is the in-house Qualified Person under National Instrument 43-101 for all technical materials (except geology). Mr. Amireault and Mr. Milbourne have reviewed and approved the scientific and technical information in this MD&A.

## Cautionary Statement Regarding Forward Looking Information

Except for statements of historical fact relating to Belo Sun, certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking information includes, without limitation, statements with respect to: possible events, the future price of gold, the estimation of mineral reserves and mineral resources, the realization of mineral reserve and mineral resource estimates, the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of projects and new deposits, success of

exploration, development and mining activities, permitting timelines, currency fluctuations, requirements for additional capital, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage. The words “anticipates”, “plans”, “expects”, “indicative”, “intend”, “scheduled”, “timeline”, “estimates”, “forecasts”, “guidance”, “opportunity”, “outlook”, “potential”, “projected”, “schedule”, “seek”, “strategy”, “study” (including, without limitation, as may be qualified by “feasibility” and “pre-feasibility”), “targets”, “models”, or “believes”, or variations of or similar such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, or “should”, “might”, or “will be taken”, “occur” or “be achieved” and similar expressions identify forward-looking statements. Forward-looking information is necessarily based upon a number of estimates and assumptions that, while considered reasonable by Belo Sun and its external professional advisors as of the date of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. 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.

Forward-looking information is provided for the purpose of providing information about management’s expectations and plans relating to the future. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements and those made in our other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the “Risk Factors” section of our most recently filed Annual Information Form and this MD&A. These factors are not intended to represent a complete list of the factors that could affect Belo Sun. Belo Sun disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.

## **Overview of the Company**

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

Highlights for the six months ended June 30, 2015:

- On March 30, 2015, the Company announced the completion of a Feasibility Study on its 100% owned Volta Grande Project. Highlights include estimated gold production of 205,000 ounces per year averaged over a 17 year mine life; a post-tax Internal Rate of Return of 26% using a gold price of \$1,200/ounce; and a projected post-tax Net Present Value of \$665 million at a 5% discount rate. The Company filed on Sedar an associated technical report in May 2015.
- The Company appointed Mr. Stéphane Amireault, MScA, P.Eng., as Vice-President of Exploration.
- In May 2015, the Company completed a private placement financing raising \$15,000,000 through the issuance of 62,500,000 common shares.

The mineral exploration business is risky and most exploration projects will not become mines. The Company may offer an opportunity to a mining company to acquire an interest in a property in return for funding all or part of the exploration and development of the property. For the funding of property acquisitions and exploration that the Company conducts, the Company depends on the issuance of shares from treasury to investors. These stock issuances depend on numerous factors including a

positive mineral exploration environment, positive stock market conditions, a positive track record for the Company and the experience of management.

The Company's financial statements have been prepared in accordance with IFRS applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying financial statements.

## Outlook

Belo Sun's principal focus is the North Block of the Volta Grande Gold Project. The North Block has an estimated measured mineral resource of 1,512,000 ounces of gold (44.1 million tonnes grading 1.07 grams per tonne gold) and indicated mineral resource of 3,444,000 ounces of gold (112.5 million tonnes grading 0.95 grams per tonne gold) for a total measured and indicated mineral resource of 4,956,000 ounces of gold, and an estimated inferred mineral resource of 1,151,000 ounces of gold (39.8 million tonnes grading 0.90 grams per tonne gold) based on 0.40-gram-per-tonne-gold cut off (see the Press Release June 30, 2015). This mineral resource estimate is as of March 15, 2015. For details, see the Company's National Instrument 43-101 compliant technical report posted on Sedar on May 8, 2015.

The mineral resource estimate was used to prepare the mineral reserve estimate. A portion of the measured mineral resources were converted directly to proven mineral reserves and a portion of indicated mineral resources to probable reserves. As at March 25, 2015, proven reserves totaled 41,757,000 tonnes grading 1.07 grams per tonne gold for 1,442,000 ounces of contained gold, and probable reserves totaled 74,212,000 tonnes grading 0.98 grams per tonne gold for 2,346,000 ounces of contained gold. For details, see the Press Release dated March 30, 2015 and the Company's National Instrument 43-101 compliant technical report posted on Sedar on May 8, 2015.

## Summary of Quarterly Results

The following is a summary of the Company's financial results for the eight most recently completed quarters:

	30-Jun	31-Mar	31-Dec	30-Sep	30-Jun	31-Mar	31-Dec	30-Sep
	2015	2015	2014	2014	2014	2014	2013	2013
Net (loss)	(3,417,443)	(\$3,761,749)	(\$4,127,963)	(\$4,186,136)	(\$3,648,612)	(\$3,232,813)	(\$4,640,056)	(\$8,259,403)
Net (loss) per share	\$ (0.01)	(\$0.01)	(\$0.02)	(\$0.02)	(\$0.01)	(\$0.01)	(\$0.02)	(\$0.03)
Working Capital*	11,466,469	(\$301,341)	\$1,963,487	\$5,512,246	\$2,974,346	\$6,678,080	\$10,034,508	\$14,253,363
Total Assets	\$ 22,673,256	\$10,943,559	\$13,109,777	\$16,770,329	\$13,900,812	\$17,680,862	\$20,579,101	\$26,995,268
Total Non-current Liabilities	\$0	\$0	\$0	\$0	\$0	\$0	\$0	\$0

\* Working Capital is defined as current assets minus current liabilities.

## Factors Affecting Comparability of Quarters

Results of operations can vary significantly as a result of a number of factors. The Company's level of activity and expenditures during a specific quarter are influenced by a number of factors, including the level of working capital, the availability of external financing, the time required to gather, analyze and report on geological data related to its properties and the nature of activity, and the number of personnel required to advance each individual project.

In addition, the granting of stock options in a particular quarter gives rise to stock-based compensation expense. In the second quarter of 2015, the Company recorded stock-based compensation expense of \$180,000 (Q1-2015 – \$1,548,000; Q4-2014 – \$540,640; Q3-2014 – \$Nil; Q2-2014 – \$Nil; Q1-2014 – \$Nil; Q4-2013 – \$Nil; Q3-2013 – \$2,175,000). Exploration expenditures during quarters vary and can cause earnings to fluctuate. In the second quarter of 2015, the Company recorded exploration and evaluation expenses (including engineering studies) of \$862,633 (Q1-2015 – \$1,377,729; Q4-2014 – \$2,198,552; Q3-2014 – \$2,904,720; Q2-2014 – \$2,625,502; Q1-2014 – \$2,183,220; Q4-2013 – \$2,766,003; Q3-2013 – \$4,737,009). The Company's activities slowed down in 2014 and into 2015 as the Company completed its feasibility study in Q1-2015. The Company initiated a small drill program during Q2-2014 and also incurred expenditures related to the new training facility in Q2-2014 and Q3-2014. Work on the feasibility study continued during Q4-2014. During 2013, the Company completed 15,145 metres of drilling, completed work on its prefeasibility study, and continued work on its feasibility study.

Also contributing to fluctuating quarterly net (losses) are changes in foreign exchange rates. The Company holds a portion of its monetary assets and liabilities in Brazil and therefore changes in the rate of exchange between the Brazilian Real, United States dollar and the Canadian dollar result in reported gains and losses on foreign currency fluctuations.

## **Results of Operations – Financial**

The following is a discussion of the results of operations of the Company for the three and six months ended June 30, 2015. This should be read in conjunction with the Company's condensed interim consolidated financial statements for the six months ended June 30, 2015 and related notes.

For the quarters ended:

	Three months ended June 30,	
	2015	2014
Net loss	\$ 3,417,443	\$ 3,648,612
Interest income	(39,161)	(68,199)
Management fees to directors	621,241	122,490
Salaries, wages and consulting fees	1,351,317	635,457
Professional fees	32,059	43,994
General and administration	309,562	259,298
Amortization	67,921	59,408
Share-based payments	180,000	-
Exploration and evaluation expenses	664,170	2,000,749
Engineering studies	198,463	624,753
Loss/(gain) on foreign exchange	44,368	(29,338)
(Gain) on disposal of assets	(12,497)	-

For the three months ended June 30, 2014, the Company recorded a net loss of \$3,417,443 (\$0.01 per share) compared to a net loss of \$3,648,612 (\$0.01 per share) for the three months ended June 30, 2014.

Management fees to directors and salaries, wages and consulting fees combined increased by \$1,214,611 in Q2-2015 compared to Q2-2014 as a result of a bonus grant and severance costs.

General and administration costs increased by \$50,264 in Q2-2015 compared to Q2-2014 primarily as a result of higher travel costs.

Exploration and evaluation expenses, including engineering studies, were \$862,633 for the three months ended June 30, 2015 compared to \$2,625,502 for the three months ended June 30, 2014. The Company reduced expenditures in Brazil.

Interest income decreased by \$29,038 for the three months ended June 30, 2015 compared to the three months ended June 30, 2014.

Share-based payments were \$180,000 for the three months ended June 30, 2015 from the issuance of 1,200,000 stock options. During Q2-2014, no options were granted resulting in \$nil in share-based payments expense for the comparable quarter. All options vested immediately.

The Company also recognized a foreign exchange loss of \$44,368 during Q2-2015 (Q2-2014 – a gain of \$29,338) as a result of a slight weakening of the Brazilian Real compared to the US dollar.

During the three months ended June 30, 2015, the Company spent \$3,196,892 on operations (June 30, 2014: \$3,523,765), acquired capital assets for \$38,101 (June 30, 2014: \$53,491), sold capital assets for proceeds of \$12,541 (June 30, 2014: \$nil) and raised \$14,969,950 in net proceeds from a private placement financing (June 30, 2014: \$nil).

For the six months ended:

	Six months ended December 31,	
	2015	2014
Net loss	\$ 7,179,192	\$ 6,881,425
Interest income	(84,392)	(154,072)
Management fees to directors	788,103	250,645
Salaries, wages and consulting fees	1,958,815	1,254,658
Professional fees	42,711	71,494
General and administration	690,627	609,422
Amortization	138,146	140,487
Share-based payments	1,728,000	-
Exploration and evaluation expenses	1,377,103	3,290,577
Engineering studies	863,259	1,518,145
(Gain) on foreign exchange	(309,611)	(99,931)
(Gain) on sale of assets	(13,569)	-

For the six months ended June 30, 2014, the Company recorded a net loss of \$7,179,192 (\$0.02 per share) compared to a net loss of \$6,881,425 (\$0.03 per share) for the six months ended June 30, 2014.

Management fees to directors and salaries, wages and consulting fees combined increased by \$1,241,615 in 2015 compared to 2014 as a result of a bonus grant and severance costs.

General and administration costs increased by \$81,205 in 2015 compared to 2014 primarily as a result of higher travel costs.

Exploration and evaluation expenses, including engineering studies, were \$2,240,362 for the six months ended June 30, 2015 compared to \$4,808,722 for the six months ended June 30, 2014. The Company reduced costs in Brazil as it completed its feasibility study.

Interest income decreased by \$69,680 for the six months ended June 30, 2015 compared to the six months ended June 30, 2014. Cash balances held over the current period were on average less than that carried during the comparative period. Interest rates were also lower.

Share-based payments were \$1,728,000 for the six months ended June 30, 2015 from the issuance of 11,520,000 stock options. During 2014, no options were granted resulting in \$nil in share-based payments expense for the comparable quarter. All options vested immediately.

The Company also recognized a foreign exchange gain of \$309,611 during 2015 (2014 -\$99,931) as a result of a reduction of the net monetary assets in Brazil.

During the six months ended June 30, 2015, the Company spent \$5,911,198 on operations (June 30, 2014: \$6,736,111), acquired capital assets for \$44,075 (June 30, 2014: \$54,040), sold capital assets for proceeds of \$34,331 (June 30, 2014: \$nil) and raised \$14,969,950 in net proceeds from a private placement financing (June 30, 2014: \$nil).

## **Liquidity and Capital Resources**

Given the nature of the Company's operations, the most relevant financial information relates primarily to current liquidity, solvency and planned expenditures. The Company's financial success will be dependent upon the development of a property that leads to the production of gold. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

The Company currently has a negative operating cash flow and finances its mineral exploration activities through equity financing. The Company's financial success will be dependent on the economic viability of its mineral exploration properties and the extent to which it can establish economic reserves and operations.

The Company had a working capital of \$11,466,469 as at June 30, 2015 (December 31, 2014 - \$1,963,487) including cash and cash equivalents of \$14,427,127 (December 31, 2014 - \$5,413,418). None of the cash equivalents are invested in asset-backed securities.

In May 2015, the Company completed a private placement financing with Agnico Eagle Mines Limited ("Agnico Eagle") raising \$15,000,000. As a result of the transaction, Agnico Eagle owns 17.4% of the Company on a non-diluted basis. Under terms of the subscription agreement, Agnico Eagle purchased 62,500,000 common shares of the Company at a price of C\$0.24 per share. Agnico Eagle will have the right to participate in any future equity offerings by the Company in order to maintain its pro rata investment in the Company and to nominate one person to the board of directors of the Company. The common shares issued pursuant to the private placement are subject to a mandatory four-month hold period.

The Company is currently focusing its efforts on the Volta Grande Gold Project.

### Term Investment

The Company is carrying a term deposit with Banco do Brasil to fund potential amounts owing to Companhia de Pesquisa de Recursos Minerais ("CPRM"). As at June 30, 2015, the balance of this deposit was R\$1,287,360 (\$515,974) (December 31, 2014: R\$1,253,690 Reais (\$547,236)).

### **Capital Risk Management**

The Company includes cash and equity, comprised of issued common shares, share-based payment reserve and deficit, in the definition of capital. The Company's objectives when managing capital is to maintain its ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders.

The Company manages its capital structure and makes adjustments to it based on the funds available to the Company in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management and consultants to sustain future development of the business.

The Company's properties are in the exploration stage and, accordingly, the Company is dependent upon external financings to fund activities. In order to carry out planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise the additional funds required.

Management reviews its capital management approach on an ongoing basis and believes that this approach is reasonable given the relative size of the Company. There were no changes in the Company's approach to capital management during the six months ended June 30, 2015. The Company is not subject to externally imposed capital requirements.

### **Commitments and contingencies**

#### Management Contract Commitments

The Company is party to certain management contracts. These contracts require that additional payments of up to \$6,800,000 be made upon the occurrence of certain events such as a change of control. Minimum commitments remaining under these contracts were approximately \$769,000, all due within one year.

#### Legal contingencies

The Company is, from time to time, involved in various claims and legal proceedings. The Company cannot reasonably predict the likelihood or outcome of these activities. The Company does not believe that adverse decisions in any pending or threatened proceedings related to any matter, or any amount which may be required to be paid by reasons thereof, will have a material effect on the financial condition or future results of operations. As at June 30, 2015, no amounts have been accrued related to such matters.

#### Environmental Commitments

The Company's mining and exploration activities are subject to various federal, state and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company conducts its operations so as to protect public health and the environment and believes its operations are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The only capital resource of the Company is the property and equipment at \$7,346,736 (net book value).

## **Results of Operation - Exploration**

### **VOLTA GRANDE PROPERTY**

Volta Grande, the Company's primary focus, is an advanced-stage exploration project located in Para State, Brazil where a gold mineral reserve has been estimated.

#### Agreement

In 2005, the Company signed an agreement modifying the terms of the acquisition of a 100 percent interest in the Volta Grande Gold Property located in the Para State, approximately 60 kilometres southwest of the city of Altamira in northern Brazil (the "Volta Grande Property"). Under the original terms of the contract signed in 2004, the Company was to pay US\$3 million over four years. Under the modified agreement the Company agreed to pay to the Vendor a total of US\$600,000 which was paid in 2006. The transfer of title to the Volta Grande Property occurred following the arrangements with CPRM, whereby the Company has committed to pay CPRM 3,740,000 Reais if a mineable deposit is defined on the Volta Grande Property. Payments would begin two years following production and could be paid over ten years on a quarterly basis. As security, the Company had purchased a term deposit of 3,740,000 Reais.

In March 2008, the Company successfully renegotiated the agreement with CPRM. Under the new terms, CPRM released to the Company 3,525,087 Reais of the total term deposit of 4,273,087 Reais held in security to cover the Company's debt owed to CPRM. In addition the Company allocated the balance of the original term deposit that was not released, amounting to 748,000 Reais, to be retained in an interest bearing term deposit to cover future royalty payments.

#### Background

The 100% owned Volta Grande Gold Project is located approximately 60 kilometres southwest of the town of Altamira (pop. 100,000) in the northern region of Para State. The geological setting at the project areas is part of the same sequences present in the Carajas "World Class" mineral province.

Gold mineralization was identified at numerous sites in the 1990s by past operators TVX Gold Inc. (now part of Kinross Gold Corporation) and Battle Mountain Exploration (now part of Newmont Mining Corporation). Historical drilling by these companies included more than 27,000 metres of combined core, auger, and reverse circulation drilling and several thousand channel and soil samples. Preliminary metallurgical work indicated that Volta Grande mineralization is amenable to conventional milling and cyanidation process methods, with gold recoveries of up to 95% in bottle roll tests.

The shear-hosted mineral resource at Volta Grande is contained in three main areas (Ouro Verde and Grota Sêca located in the North Block, and the South Block), all of which have or have had development in the form of artisanal workings into them. Within these areas, there are numerous narrow zones of high-grade gold mineralization, with potential for expansion along strike and at depth. There is also potential for the discovery of additional mineralized zones within the large alteration envelope in the host intrusives which has been traced for more than seven kilometres along strike. Two types of gold mineralization are present: primary gold in intrusive rocks and secondary gold in the saprolitic zone overlying the primary mineralization.



The property has been mined historically by garimpeiros (informal miners) for several decades using both open pit and underground mining methods with several shafts of 80 to 300 metres along high-grade veins. Grab samples from these shafts have assayed as high as 474.9 g/t Au.

Since 2010, the company has carried out a large drill exploration program that consisted of over 700 drill holes for a total of over 180,000m drilled (mostly by diamond drilling) at Ouro Verde and Grota Sêca. The results confirmed the important size of the mineralizing system with a pit-constrained resource extending over 4km on strike and over 0.5km depth-wise.

### Feasibility Study

In March 2015, the Company completed a Feasibility Study on its 100% owned Volta Grande Project. The Feasibility Study was prepared in accordance with the definitions set out in National Instrument 43-101 (NI 43-101) of the Canadian Securities Administrators. Highlights include:

- Annual gold production of 205,000 oz averaged over a 17.2 year mine life
- Post-tax Internal Rate of Return of 26% using a gold price of US\$1,200/oz
- Post-tax Net Present Value of US\$665 million at a 5% discount rate
- Initial capital costs of US\$298 million, including pre-production costs and taxes
- Average cash operating costs of US\$618/oz and all-in sustaining costs of US\$779/oz
- Proven and Probable mineral reserves of 3.8 million ounces of gold

#### Summary of Volta Grande Economic Results by Gold price

	High Case	Base Case	Low Case
Gold Price (US\$ per oz)	\$1,300	\$1,200	\$1,100
Pre-Tax NPV (5%)	\$1,171 million	\$941 million	\$712 million
Pre-Tax IRR	43%	36%	29%
Post-Tax NPV (5%)	\$855 million	\$665 million	\$472 million
Post-Tax IRR	32%	26%	20%

The Feasibility Study capital and operating cost estimates for the Volta Grande Project are summarized below.

#### Volta Grande Project Capital Expenditures Estimates Breakdown (Post-tax)

<b>Initial Capital</b>	
Process & Infrastructure	\$244 million
Mining	\$20 million
Pre-Production Costs - Process	\$3 million
Pre-Production Costs - Mining	\$32 million
<b>Total -- Initial Capital</b>	<b>\$299 million</b>
<b>Total -- Expansion Capital</b>	<b>\$63 million</b>
<b>Average Sustaining Capital over life of mine</b>	<b>\$7.3 million / year</b>

### Summary of Volta Grande Project Operating Cost Estimates Average Life-of-Mine Operating Cost

Mining	\$10.62/tonne milled
Processing	\$7.26/tonne milled
G&A	\$0.84/tonne milled
Total Operating Cost	\$18.72/tonne milled
Cash Operating Cost	\$618/oz
All in Sustaining Cost	\$779/oz

### Volta Grande Mineral Reserves

The mineral reserves for the Volta Grande Project are based on the conversion of measured and indicated mineral resources within the current Feasibility Study mine plan. A portion of the measured mineral resources are converted directly to proven mineral reserves and a portion of the indicated mineral resources to probable reserves. The total fully diluted mineral reserves for the Volta Grande Project are shown below.

### Volta Grande Project Proven and Probable Reserves\*

Classification	Tonnes (t)	Gold Grade (g/t)	Contained Gold (oz)
Proven	41,757,000	1.07	1,442,000
Probable	74,212,000	0.98	2,346,000
<b>Proven + Probable</b>	<b>115,969,000</b>	<b>1.02</b>	<b>3,788,000</b>

*\*This mineral reserve estimate is as of March 25, 2015 and is based on the new mineral resource estimate dated March 2015. The mineral reserve calculation was completed under the supervision of Gordon Zurowski, P.Eng of AGP Mining Consultants Inc, who is a Qualified Person as defined under NI 43-101. Mineral reserves are stated within the final design pit based on a \$1020 gold price pit shell with a \$1,200 gold price for revenue. The cutoff grade was 0.37 g/t for Ouro Verde and 0.40 g/t for Grotta Seca. The mining cost averaged \$10.90/tonne milled, processing was \$7.25/tonne milled and G&A was \$0.84/tonne milled. The process recovery averaged 93%. The exchange rate assumption applied was R\$3.10 equal to US\$1.00. The Feasibility Study only considers the Volta Grande open pit mineralized zones. The Feasibility Study does not include the South Block, nor the Greia Zone. Mineral resources that were part of the March 2015 mineral resource associated with South Block and underground mineral resources were left outside of the scope of the Feasibility Study.*

### Mining

The Feasibility Study considers open pit mining using a 100% owner operated equipment fleet including trucks, loaders and drills. The mine has been designed to deliver an initial 3.5 million tonnes per year (10,000 tonnes per day) of mill feed and expand to 7 million tonnes per year (20,000 tonnes per day) reaching full production in Year 3. The Feasibility Study contemplates a mine that will extract ore over a 17.2-year period not including eight months of pre-production stripping. The Feasibility Study optimizes the mine plan for the first 11 years with a delivered head grade of 1.30 g/t. Material from the last three months of pre-production stripping will be used to commission the process plant.

The average strip ratio for the life of the mine is estimated at 4.3:1. Open pit bench heights of 10 meters will be mined and ore hauled with 136-tonne haul trucks and matching loading equipment. Best practice grade control drilling will be done with reverse circulation drilling and rock sampling on mine benches prior to blasting. This provides the greatest flexibility for grade control during operations while maintaining reasonable mine operating costs and production capability.

During the mining operation a stockpile will be maintained adjacent to the primary crushing plant to be used as supplemental feed as required to meet production targets, weather events and as mill feed in the later years of the operation. Waste rock will be hauled to dedicated waste management facilities near the open pits.

### Metallurgy

Extensive feasibility level test work was completed by SGS, using representative run-of-mine composites, that confirmed the material from the Volta Grande mineral deposits is amenable to a conventional crush, grind, gravity concentration, cyanide leach and carbon-in-pulp (CIP) flow sheet. Test work results indicated that 40% to 50% of the gold will be recovered in a gravity concentrate. The overall estimated gold recovery based on all ore types being processed during the life of mine is 93%.

The Company also completed feasibility level test work of bond work indices, JK drop weight and SMC tests. These results were used to model the crushing and grinding circuits that confirmed the run-of-mine material is amenable to semi-autogenous (SAG) and ball mill grinding circuit configuration.

### Infrastructure

The Volta Grande Project is located in Pará State, approximately 60 kilometres south-east of the city of Altamira. Altamira is a major regional centre with a population of 150,000 and is serviced by a local airport and the Trans-Amazonian Highway. Altamira acts as the service center for many large industrial projects in the region.

The climate in the area of the Project is tropical with a rainy season from January to April and a dry season from May to December. The mean temperature is constant throughout the year (25°C to 30°C) and the relative humidity ranges from 65% to 85%.

Access to the mine site from the city of Altamira is by an existing 60 kilometer road that is paved for the first 30 kilometers. The remaining 30km of access road will be upgraded and paved during the mine operation.

Power for the Project will originate from a sub-station located 20 kilometres away and will be brought to the mine project by a 230 kV power line.

Water requirements for the Project will be provided by capturing precipitation and surface run-off. The water collected in storage ponds and augmented by reclaimed water from the tailings management facility will be sufficient to meet the operating requirements.

The scientific and technical information contained in the feasibility study pertaining to the Volta Grande Project has been reviewed and approved by the following Qualified Persons under NI 43-101: Dr. Jean Francois Couture, PGeo and Dr. Oy Leuangthong, P.Eng (Mineral Resource), of SRK Consulting (Canada) Inc.; Gordon Zurowski, P.Eng (Mining), of AGP Mining Consultants Inc.; Alexandre Luz, MAusIMM (Economic Analysis) of L&M Advisory; Aron Cleugh (Metallurgy and Process) and Stefan Gueorguiev, P.Eng (Infrastructure and Author of the Technical Report), of Lycopodium Minerals Canada Ltd., each of whom are independent of Belo Sun.

The revised mineral resource estimate for the North Block of the Volta Grande Gold Project is outlined in the table below.

Deposit	Category	Quantity Mt	Gold Grade g/t Au	Contained Gold KOz
Ouro Verde Open Pit				
Saprolite	Measured	750	0.96	23
	Indicated	709	0.78	18
	Inferred	216	0.67	5
Unweathered	Measured	18,532	1.16	693
	Indicated	52,647	1.06	1,796
	Inferred	22,576	0.89	643
Grotta Seca Open Pit				
Saprolite	Measured	249	0.96	8
	Indicated	1,386	0.74	33
	Inferred	832	0.61	16
Unweathered	Measured	24,270	1.00	782
	Indicated	54,611	0.87	1,519
	Inferred	12,557	0.82	332
Junction Open Pit				
Saprolite	Measured	2	1.53	0
	Indicated	215	0.78	5
	Inferred	82	0.66	2
Unweathered	Measured	271	0.71	6
	Indicated	2,950	0.77	73
	Inferred	1,491	0.75	36
Greia Open Pit				
Saprolite	Inferred	512	1.06	17
Unweathered	Inferred	1,503	2.04	98
Total Open Pit				
	Measured	44,075	1.07	1,512
	Indicated	112,518	0.95	3,444
	Measured + Indicated	156,593	0.98	4,956
	Inferred	39,767	0.90	1,151

Notes:

(1) The 0.4 g/t Au open pit cut-off grade underlying the resource estimates is based on a number of parameters and assumptions including gold price of US\$1,400 per troy ounce, pit angles set at 31 degrees for saprolite and 53 degrees for hard rock, and metallurgical gold recovery of 94% for unweathered and weathered rock. Assumed costs are as follow: open pit mining costs of US\$2.05/tonne of ore, process costs of US\$8.12/tonne, general & administrative costs of US\$0.99/tonne, royalty of 1%.

(2) The quantity and grade of reported inferred mineral resources in this estimation are uncertain in nature and there has been insufficient exploration to define the inferred mineral resources as Indicated or measured mineral resources and it is uncertain if further exploration will result in upgrading them to indicated or measured mineral resource categories.

(3) The mineral resources have been classified according to the Canadian Institute of Mining, Metallurgy and Petroleum Standards for Mineral Resources and Reserves (November 2010). The effective date of this mineral resource estimate is March 30, 2015.

(4) The mineral resource estimate was authored Dr. Oy Leuangthong, P.Eng, a Qualified Person as defined by National Instrument 43-101 and is independent of Belo Sun. SRK Consulting (Canada) Inc. is not aware of any legal, political, environmental or other risks that could materially affect the potential development of the mineral resources.

Below is a summary of the mineral resource estimation parameters pertinent to the current resource.

The estimation was prepared for the gold deposits located in the North Block. Four zones were separated. The majority of the estimation was carried out for the Ouro Verde and Grota Sêca deposits. The Greia zone was separated from Grota Sêca, it consists of a near-pit target to the North of the Grota Sêca deposit. The Junction Zone is the connection between Ouro Verde and Grota Sêca. It highlights some exploration potential along strike length between the two deposits.

The database consists of a total of 33,191 metres of drilling obtained from previously reported drilling and from 180,650 metres of drilling completed and assayed by Belo Sun since April 2010, for the Ouro Verde and Grota Sêca deposits.

The mineralized zones at the Ouro Verde deposit extend for about 2,400 m along strike whereas the Grota Sêca extends for 2,900m along strike.

For each deposit, Very Low, Low, Medium and High Grade domains were modelled in hard rock as well as in saprolite. The gold mineralization thickness ranges from 2 to 70 metres.

The composite length selected was 2.0 m. Residual composite of length of 0.5m and longer were included in the resource estimation.

Capping analysis was performed on composites for all grade domains. All domains were capped except High Grade Saprolite.

All estimations are based on a fully diluted block model with unitary dimension of 5 m E, 5 m N and 5 m elevation rotated -17° clockwise.

Three estimation passes with progressively relaxed parameters were used for each grade domain. The grade estimation was done using ordinary kriging interpolation. Additional restrictions were set to constrain the grade and radius of influence for the high grade part of the Mid Grade Domain.

Classification was performed using the density of the informing composites. Measured blocks are informed by composites at average distances of 25m (maximum distance is 40m). Indicated blocks are informed by composites at average distances of 50m (maximum distance of 80m).

Tonnage estimates are based on rock specific gravity of 2.75 tonnes per cubic metre for the Grota Sêca and Ouro Verde deposits, and 1.36 tonnes per cubic metre for saprolite.

### Environmental licensing

In December 2013, the Environmental Council of Para State, Brazil (COEMA) approved the Environmental Impact Assessment ("EIA") for Belo Sun's Volta Grande Project (see press release dated November 18, 2013). The approval of the Environmental Impact Assessment and receipt of the Previous Licence (LP) is a key milestone in the advancement of the project towards construction phase. The Company received its Previous Licence in February 2014, which was issued with conditions

related to training and capacity building, environmental monitoring, social education and development of local industries.

The Company has built a training centre in the local village and has commenced training and capacity building workshops in conjunction with the Federal and Pará State agencies. As well, the Company has commenced a study on the indigenous peoples in the region as part of the conditions of the LP. This study will involve consultation with the indigenous tribes and other potential indigenous stakeholders in the region.

In February 2015 Belo Sun submitted its application for the Installation Licence (LI).

### Community relations

The Company has opened a new office in the city of Senador Jose Porfirio, the municipality that hosts the Volta Grande Project, in order to improve communication and opportunities between the Company and the local community. The office is located in the downtown core, near the City Hall where City Council and other public institutions are located.

Belo Sun is also contributing to the improved accessibility of public services such as health care and education to the local population near the Volta Grande Project by helping to transport doctors, nurses, dentists and teachers to the area. These efforts are on the Company's behalf to promote the eradication of malaria in the Volta Grande area. Belo Sun also provides transportation on the weekends to 20 local area residents who take a four hour round trip boat ride to attend mining-oriented technical courses in the city of Altamira.

### **Off Balance Sheet Arrangements**

The Company is not committed to any off-balance sheet arrangements.

### **Related Party Transactions**

During the six months ended June 30, 2015 and 2014, the Company entered into the following transactions in the ordinary course of business with related parties that are not subsidiaries of the Company.

	Purchases of goods/services			
	Three months ended		Six months ended	
	June 30,		June 30,	
	2015	2014	2015	2014
2227929 Ontario Inc.	\$ 90,000	\$ 67,837	\$ 180,000	\$ 160,748
Forbes & Manhattan, Inc.	275,000	75,000	350,000	150,000
Falcon Metais Ltda.	43,688	43,356	73,676	84,588

The Company shares office space with other companies who may have common officers and directors. The costs associated with the use of this space, including the provision of office equipment and supplies, are administered by 2227929 Ontario Inc. to whom the Company pays a fee. 2227929 Ontario Inc. does not have any officers or directors in common with the Company.

Mr. Stan Bharti, a director of the Company, is the Executive Chairman of Forbes & Manhattan, Inc., a corporation that provides administrative and consulting services to the Company, including but not

limited to strategic planning and business development. Forbes & Manhattan, Inc. charges a monthly consulting fee of \$25,000.

Mr. Helio Diniz, a former director of the Company, is an officer of Falcon Metais Ltda., a company providing exploration and administration services to the Company in Brazil, including bookkeeping and secretarial services. In addition to the above referenced transactions, the Company sold various computer and office equipment to Falcon Metais Ltda. during the six months ended June 30, 2015 for proceeds of R\$50,000 (\$21,790).

The following balances were outstanding at the end of the reporting period:

	Amounts owed by related parties		Amounts owed to related parties	
	30-Jun-15	31-Dec-14	30-Jun-15	31-Dec-14
Falcon Metais Ltda.	-	-	69,193	44,293
Directors of the Company	-	-	60,050	233,393

The amounts outstanding are unsecured and will be settled in cash. No guarantees have been given or received. No expense has been recognized in the current or prior periods for bad or doubtful debts in respect of the amounts owed by related parties.

#### *Compensation of key management personnel of the Company*

The remuneration of directors and other members of key management personnel during the period were as follows:

	Three months ended June 30,		Six months ended June 30,	
	2015	2014	2015	2014
Short-term benefits	\$1,506,250	\$ 408,000	\$ 1,934,250	\$ 820,000
Share-based payments	264,000	-	1,641,000	-

In accordance with IAS 24 Related Party Disclosures, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key executives is determined by the remuneration committee having regard to the performance of individuals and market trends.

More detailed information regarding the compensation of officers and directors of the Company is disclosed in the management information circular. The management information circular is available under profile of the Company on Sedar at [www.sedar.com](http://www.sedar.com).

#### **Financial Instruments and Other Instruments**

The carrying value of cash and cash equivalents, prepaid expenses, sundry receivable, accounts payable and finance leases approximate their fair values due to the short maturity of those instruments.

The Company's risk exposures and their impacts on the Company's financial instruments are summarized below. There have been no significant changes in the risks, objectives, policies and procedures for managing risk during the six months ended June 30, 2015.

#### Credit risk

Credit risk arises from the non-performance by counterparties of contractual financial obligations. The Company's primary counterparty related to its cash and cash equivalents and term investment carry an investment grade rating as assessed by external rating agencies. The Company maintains all of its cash and cash equivalents and term investment with major Canadian, British, US and Brazilian financial institutions. Deposits held with these institutions may exceed the amount of insurance provided on such deposits.

The Company's maximum exposure to credit risk at the balance sheet date is the carrying value of cash and cash equivalents, term investment and sundry receivables.

#### Liquidity risk

The Company manages liquidity risk by maintaining adequate cash and cash equivalent balances. The Company continuously monitors and reviews both actual and forecasted cash flows, and also matches the maturity profile of financial assets and liabilities.

As at June 30, 2015, the Company had current assets of \$14,810,546 to settle current liabilities of \$3,344,077. Approximately \$3,080,000 of the Company's financial liabilities as at June 30, 2015 have contractual maturities of less than 30 days and are subject to normal trade terms.

#### Market risk

##### (a) Interest rate risk

The Company's cash equivalents are subject to interest rate cash flow risk as they carry variable rates of interest. The Company's interest rate risk management policy is to purchase highly liquid investments with a term to maturity of one year or less on the date of purchase.

Based on cash and cash equivalent balances on hand at June 30, 2015, a 0.1% change in interest rates could result in a corresponding change in net loss of approximately \$14,400 (December 31, 2014 - \$5,400).

#### Currency Risk

As the Company operates on an international basis, foreign exchange risk exposures arise from transactions and balances denominated in foreign currencies. The Company's foreign currency risk arises primarily with respect to the United States dollar and Brazilian Reais. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

A strengthening of \$0.01 in the United States dollar against the Brazilian Reais would have decreased net income by approximately \$45,000 for the six months ended June 30, 2015 (June 30, 2014 - \$52,000). A strengthening of \$0.01 in the Canadian dollar against the United States dollar would have



decreased other comprehensive income by approximately \$14,000 for the six months ended June 30, 2015 (June 30, 2014 - \$24,000). At June 30, 2015, one Canadian dollar was equal to 0.8006 United States dollars (June 30, 2014 – 0.9372) and one Canadian dollar was equal to 2.4950 Brazilian Reais (June 30, 2014 – 2.0640).

As at June 30, 2015 the monetary balances in non-Canadian dollar currencies are as follows:

	Brazilian Reais	United States Dollar
Cash	\$ 1,257,689	\$ 9,672
Accounts receivable and prepaid expenses	237,464	-
Long term investment	1,287,360	-
Accounts payable	(6,863,540)	(555)
Lease payable	(389,082)	-
	<u>\$ (4,470,109)</u>	<u>\$ 9,117</u>

### Outstanding Share Data

Authorized unlimited common shares without par value – 359,642,915 are issued and outstanding as at August 13, 2015.

There were no warrants outstanding as at August 13, 2015.

Stock options outstanding as at August 13, 2015 are as follows:

50,000	\$	0.80	11-Nov-15
500,000	\$	0.89	5-Dec-15
2,024,000	\$	1.33	21-Apr-16
1,582,000	\$	1.15	31-Jan-17
100,000	\$	1.17	14-Jun-17
1,300,000	\$	1.15	3-Jul-17
805,000	\$	1.15	10-Jul-17
300,000	\$	1.70	29-Nov-17
200,000	\$	1.14	9-Apr-18
2,975,000	\$	0.71	19-Aug-18
6,678,000	\$	0.12	19-Nov-19
10,320,000	\$	0.22	6-Apr-20
1,200,000	\$	0.22	8-Jun-20
<u>28,034,000</u>			

### Risks and Uncertainties

The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration and development of mining properties. These risk factors could materially affect the Company's future operating results and could cause actual events to differ

materially from those described in forward-looking information relating to the Company. Please refer to the Company's Annual Information Form for the year ended December 31, 2014 filed on Sedar on March 27, 2015 for a full description of the Company's risks in addition to those highlighted below.

#### Nature of Mining, Mineral Exploration and Development Projects

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

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

#### Mineral Resource and Mineral Reserve Estimates May be Inaccurate

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

#### Uncertainty Relating to Mineral Resources

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

#### Licences and Permits, Laws and Regulations

The Corporation's exploration and development activities, including mine, mill and infrastructure facilities, require permits and approvals from various government authorities, and are subject to extensive federal, state and local laws and regulations governing prospecting, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Corporation may be required to compensate those suffering loss or damage by reason of its activities. The Corporation will be required to obtain additional licences and permits from various governmental authorities to continue and expand its exploration and development activities. There can be no

assurance that the Corporation will be able to maintain or obtain all necessary licences, permits and approvals that may be required to explore and develop its properties, commence construction or to operate its mining facilities.

The costs and potential delays associated with obtaining the necessary authorizations and licences and complying with these authorizations, licences and applicable laws and regulations could stop or materially delay or restrict the Corporation from proceeding with the development of the Volta Grande Gold Project. Any failure to comply with applicable laws, regulations, authorizations or licences, even if inadvertent, could result in interruption or termination of exploration, development or mining operations or logistics operations, or material fines, penalties or other liabilities which could have a material adverse effect on the Corporation's business, properties, results of operations, financial condition or prospects. The Corporation can make no assurance that it will be able to maintain or obtain all of the required mineral licences and authorizations on a timely basis, if at all. The Corporation only has exploration permits and the preliminary licence which was granted on December 2, 2013. There is no assurance that it will obtain the corresponding mining concessions, or that if they are granted, that the process will not be heavily contested and thus costly and time consuming to the Corporation. In addition, it may not obtain one or more licences. Any such failure may have a material adverse effect on the Corporation's business, results of operations and financial condition.

The Environmental Secretary Office of the State of Pará is the regulatory authority responsible for evaluating and determining the appropriateness of preliminary licences. As part of the standard application process the Environmental Secretary Office holds public hearings. There can be no assurances that the Environmental Secretary Office of the State of Pará will grant a licence to the Corporation.

#### Environmental

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

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

Many of the local, state and federal environmental laws and regulations require the Corporation to obtain licenses for its activities. The Corporation must update and review its licenses from time to time,

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

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

#### Liquidity Concerns and Future Financings

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

#### Nature of Mining, Mineral Exploration and Development Projects

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

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

and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

### Title to Properties

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

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

### Litigation

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

## **Disclosure Controls and Procedures**

Management of the Company is responsible for establishing and maintaining disclosure controls and procedures. Management has designed such disclosure controls and procedures, or caused them to be designed under its supervision, to provide reasonable assurance that material information relating to the Company, including its consolidated subsidiaries, is made known to the Chief Executive Officer and the Chief Financial Officer by others within those entities.

### Internal Control Over Financial Reporting

Belo Sun's management, including the CEO and CFO, is responsible for establishing and maintaining adequate internal control over financial reporting. Under their supervision, the Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. The Company's internal control over financial reporting includes policies and procedures that:

- Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions, acquisitions and dispositions of the assets of the Company;
- Provide reasonable assurance regarding the prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the annual or interim financial statements.

The CEO and CFO have certified that Internal Controls over Financial Reporting have been designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission on Internal Control (COSO - 1992) Framework to design the Company's internal control over financial reporting. The Audit Committee of the Company has reviewed this MD&A and the consolidated financial statements for the six months ended June 30, 2015, and Belo Sun's Board of Directors approved these documents prior to their release.

### Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that disclosure controls and procedures and internal control over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the controls. The design of any control system also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost effective control system, misstatements due to error or fraud may occur and not be detected.

### **Significant Accounting Policies**

The Company's significant accounting policies can be found in Note 2 of its annual consolidated financial statements for the twelve months ended December 31, 2014.

### New and Future Accounting Pronouncements

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods on or after January 1, 2015 or later periods. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IFRS 8 - Operating Segments ("IFRS 8") was amended to require an entity to disclose the judgments made by management in aggregating segments. IFRS 8 was also amended to clarify that an entity needs to present a reconciliation between the total reporting segment's assets to the entities' total assets if this information is usually provided to the chief operating decision maker. The amendments are effective for annual periods beginning on or after July 1, 2014. At January 1, 2015, the Company has adopted this pronouncement and has made the required disclosure.

IAS 24 – Related Party Disclosures ("IAS 24") was amended to clarify that an entity providing key management services to the reporting entity or the parent of the reporting entity is a related party of the reporting entity. The amendments also require an entity to disclose amounts incurred for key management personnel services provided by a separate management entity. The amendments to IAS 24 are effective for annual periods beginning on or after July 1, 2014. At January 1, 2015, the

Company has adopted this pronouncement and there was no material impact on the Company's financial statements.

IFRS 9 – Financial Instruments (“IFRS 9”) was issued by the IASB in November 2009 with additions in October 2010 and May 2013 and will replace IAS 39 Financial Instruments: Recognition and Measurement (“IAS 39”). IFRS 9 uses a single approach to determine whether a financial asset is measured at amortized cost or fair value, replacing the multiple rules in IAS 39. The approach in IFRS 9 is based on how an entity manages its financial instruments in the context of its business model and the contractual cash flow characteristics of the financial assets. Most of the requirements in IAS 39 for classification and measurement of financial liabilities were carried forward unchanged to IFRS 9, except that an entity choosing to measure a financial liability at fair value will present the portion of any change in its fair value due to changes in the entity's own credit risk in other comprehensive income, rather than within profit or loss. The new standard also requires a single impairment method to be used, replacing the multiple impairment methods in IAS 39. IFRS 9 is effective for annual periods beginning on or after January 1, 2018. Earlier adoption is permitted. The Company has not yet considered the potential impact of the adoption of IFRS 9.

IAS 1 – Presentation of Financial Statements (“IAS 1”) was amended in December 2014 in order to clarify, among other things, that information should not be obscured by aggregating or by providing immaterial information, that materiality consideration apply to all parts of the financial statements and that even when a standard requires a specific disclosure, materiality considerations do apply. The amendments are effective for annual periods beginning on or after January 1, 2016. Earlier adoption permitted.

IAS 16 – Property, Plant and Equipment and IAS 38 – Intangible Assets are applied retrospectively and clarify in IAS 16 and IAS 38 that the asset may be revalued by reference to observable data on either the gross or the net carrying amount. In addition, the accumulated depreciation or amortization is the difference between the gross and carrying amounts of the asset. This policy will become effective for annual periods starting after, or on January 1, 2016. Earlier adoption permitted.

#### Critical Accounting Estimates

The preparation of the Company's Financial Statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the Financial Statements and reported amounts of revenues and expenses during the reported period. Such estimates and assumptions affect the carrying value of assets, impact decisions as to when exploration and development costs should be capitalized or expensed, and impact estimates for asset retirement obligations and reclamation costs. Other significant estimates made by the Company include factors affecting valuations of stock based compensation and the valuation of income tax accounts. The Company regularly reviews its estimates and assumptions, however, actual results could differ from these estimates and these differences could be material.