



MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2013

(Containing information through November 12, 2013 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 November 12, 2013 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 for the nine months ended September 30, 2013 and related notes as well as the Company's annual consolidated financial statements for the twelve months ended December 31, 2012 and the MD&A for the same period. 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, 2012 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.

The Company's annual information form can be found under the Company's profile at www.sedar.com. Additional information relating to the Company can be found on the Belo Sun website at www.belosun.com.

David Gower, P.Geo., an advisor to the Company, Carlos Cravo, P.Geo., Project Manager for Belo Sun and Michael Hoffman, P.Eng., Vice President Engineering for Belo Sun, who are Qualified Persons under National Instrument 43-101 of the Canadian Securities Administrators, 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 statements include, 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 statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by Belo Sun 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 statements are 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 full-year 2012 Management Discussion and Analysis. 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 nine months ended September 30, 2013:

- The Company’s ongoing metallurgical test work has returned an average recovery of 94% for both Grota Sêca and Ouro Verde ore, both of which are amenable to conventional gravity and gold leaching processes. Grind determination test results have indicated that Grota Sêca and Ouro Verde ore are also amendable to conventional primary crushing, SAG and ball milling. These results are providing the parameters for finalizing the plant design as the Company moves towards completion of the feasibility study.
- The Company received positive results from preliminary metallurgical leach test work conducted with samples from the South Block. Head grades varied from 2.2 g/t Au to 6.5 g/t Au with an average gold recovery of 95%, consistent with recovery for the Ouro Verde and Grota Sêca deposits. These results indicated that the ores from Ouro Verde, Grota Sêca and South Block deposits can all be blended and treated in the same plant under the same optimum process conditions.
- The Company filed a new technical report in June 2013 incorporating results from the pre-feasibility study.
- The Company released an updated mineral resource statement for the Volta Grande Project with an effective date of October 1, 2013, based on all holes completed as at September 30,

2013. Measured and indicated resources increased to 5.1 million ounces of gold at an average grade of 1.68 g/t Au representing an increase of 10% compared to the April 2013 mineral resource update. Inferred resources were estimated at 2.6 million ounces of gold at an average grade of 1.75 g/t Au.

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 Volta Grande Gold Project. The Volta Grande Gold Project has a National Instrument 43-101 compliant estimated measured mineral resource of 2,999,000 ounces of gold (55.4 million tonnes grading 1.68 grams per tonne gold) and indicated mineral resource of 2,085,000 ounces of gold (38.4 million tonnes grading 1.69 grams per tonne gold) for a total measured and indicated mineral resource of 5,084,994 ounces of gold, and an estimated inferred mineral resource of 2,565,000 ounces of gold (45.5 million tonnes grading 1.75 grams per tonne gold) based on 0.50-gram-per-tonne-gold cut off (see the Press Release issued October 3, 2013).

Belo Sun completed 74 drill holes (15,145 metres) at the Volta Grande Gold Project during 2013. From April 2010 to September 2013 the Company completed 767 drill holes (203,235 metres).

Belo Sun completed a preliminary feasibility study for the Volta Grande Gold Project, which was released on May 6, 2013 (see the Press Release issued May 6, 2013). Belo Sun intends to complete a definitive feasibility study for the project in Q1-2014. The results from the audited mineral resource statement published on October 3, 2013 will support the definitive feasibility study. In this context, Belo Sun is planning the programs set out for the Volta Grande Project as follows:

- Regional exploration programs (including regional permits) to follow up high resolution airborne geophysical surveys (magnetic and electromagnetic) completed in 2012.
- Continued metallurgical testwork on the Ouro Verde and Grota Sêca deposits which is forecast to be complete in Q4 of 2013.
- Continued permitting activities and exploring project financing options.

Summary of Quarterly Results

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

	30-Sep 2013	30-Jun 2013	31-Mar 2013	31-Dec 2012	30-Sep 2012	30-Jun 2012	31-Mar 2012	31-Dec 2011
Net (loss)	(\$8,259,403)	(\$8,166,717)	(\$11,360,487)	(\$8,460,407)	(\$12,931,632)	(\$16,823,928)	(\$10,191,667)	(\$8,042,719)
Net (loss) per share	(\$0.03)	(\$0.03)	(\$0.04)	(\$0.03)	(\$0.06)	(\$0.07)	(\$0.05)	(\$0.04)
Working Capital*	\$16,619,491	\$22,598,930	\$30,386,056	\$42,003,938	\$3,594,574	\$16,223,478	\$33,517,505	\$30,576,636
Total Assets	\$26,995,268	\$33,189,599	\$43,188,647	\$53,781,289	\$15,322,537	\$29,380,281	\$38,272,507	\$34,504,425
Total Non-current Liabilities	\$0	\$0	\$5,344	\$17,404	\$22,532	\$28,622	\$7,091	\$20,663

* 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 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 third quarter of 2013, the Company recorded stock-based compensation expense of \$2,175,000 (Q2-2013 – \$186,000; Q1-2013 – \$65,000, Q4-2012 – \$363,000, Q3-2012 – \$184,050, Q2-2012 – \$3,876,200, Q1-2012 – \$2,741,300, Q4-2011 – Nil). Exploration expenditures during quarters vary and can cause earnings to fluctuate. In the third quarter of 2013, the Company recorded exploration and evaluation expenses (including engineering studies) of \$4,737,009 (Q2-2013 – \$6,173,255; Q1-2013 – \$8,068,455, Q4-2012 – \$6,648,823, Q3-2012 – \$12,039,843, Q2-2012 – \$9,750,813, Q1-2012 – \$7,365,317, Q4-2011 – \$7,100,783, Q3-2011 – \$9,997,723). During 2013, the Company completed work on its prefeasibility study and initiated work on a definitive feasibility study, as well as completing 15,145 metres of drilling. During 2012, the Company incurred costs from its extensive drilling program of 98,514 metres, as well as costs in relation to prefeasibility and geophysical studies.

Also contributing to fluctuating quarterly net (losses) are changes in foreign exchange rates. The Company holds a large 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 nine months ended September 30, 2013. They should be read in conjunction with the Company's condensed interim consolidated financial statements for the nine months ended September 30, 2013 and related notes.

For the quarters ended:

	Three Months ended September 30,	
	2013	2012
Net loss	\$ 8,259,403	\$ 12,931,632
Interest income	(192,227)	(155,268)
Management fees to directors	124,059	94,298
Salaries, wages and consulting fees	670,788	430,026
Professional fees	39,333	21,550
General and administration	421,989	576,477
Amortization	119,785	62,861
Share-based payments	2,175,000	184,050
Exploration and evaluation expenses	1,569,295	10,158,107
Engineering studies	3,167,714	1,881,736
Loss/(gain) on foreign exchange	162,294	(322,976)
Loss on derivative liability	1,011	-
Loss on sale of assets	362	771

For the three months ended September 30, 2013, the Company recorded a net loss of \$8,259,403 (\$0.03 per share) compared to a net loss of \$12,931,632 (\$0.06 per share) for the three months ended September 30, 2012.

Salaries, wages and consulting fees were higher in Q3-2013 compared to Q3-2012 as a result of a larger management team and new consultants.

General and administration costs decreased in Q3-2013 compared to Q3-2012 primarily as a result of reduced travel costs.

Exploration and evaluation expenses, including engineering studies, were \$4,737,009 for the three months ended September 30, 2013 compared to \$12,039,843 for the three months ended September 30, 2012. In Q3-2013, the Company continued work on its definitive feasibility study and environmental technical studies, with significantly less drilling compared to Q3-2012.

Interest income was \$192,227 for the three months ended September 30, 2013 compared to \$155,268 for the three months ended September 30, 2012. Higher cash balances during Q3-2013 compared to Q3-2012 resulted in higher interest income.

Share-based payments were \$2,175,000 for the three months ended September 30, 2013 in relation to the 3,750,000 stock options granted to directors, officers, employees and consultants of the Company. During Q3-2012, 4,025,000 stock options were granted resulting in \$184,050 in share-based payments expense for the comparable quarter. All options vested immediately for both periods.

The Company recorded a loss on derivative liability of \$1,011 which is the foreign exchange effect on the change in the market value of the shares due in relation to a property acquisition. The liability was paid in cash in February 2013. The Company realized a total loss for the transaction of \$191,470, of which \$223,985 was recognized as an unrealized loss in 2012.

The Company also recognized a foreign exchange loss of \$162,294 during Q3-2013 (Q3-2012 –a gain of \$322,976). The US dollar strengthened throughout the current quarter compared to the Brazilian

Reais, and the Company carried significant monetary assets in Brazilian Reais during Q3-2013 resulting in this loss.

During the three months ended September 30, 2013, the Company spent \$5,564,708 on operations, raised \$72,000 from the exercise of options, paid lease obligations of \$4,650, purchased capital assets of \$3,137 and paid a liability related to the acquisition of land of \$252,945. During the three months ended September 30, 2012, the Company spent \$13,878,486 on operations, raised \$23,120 from the exercise of options, paid lease obligations of \$15,545, redeemed its term deposit for cash of \$513,534 and incurred \$140,290 in capital asset expenditures.

For the nine months ended:

	Nine months ended September 30,	
	2013	2012
Net loss	\$ 27,786,607	\$ 39,947,227
Interest income	(636,941)	(925,864)
Management fees to directors	577,067	465,307
Salaries, wages and consulting fees	3,840,836	2,382,708
Professional fees	87,327	63,740
General and administration	1,610,237	1,686,620
Amortization	303,195	159,050
Share-based payments	2,426,000	6,801,550
Exploration and evaluation expenses	10,190,593	24,050,321
Engineering studies	8,788,126	5,105,652
Loss on foreign exchange	644,830	158,511
(Gain) on derivative liability	(32,515)	-
(Gain) on sale of assets	(12,148)	(368)

For the nine months ended September 30, 2013, the Company recorded a net loss of \$27,786,607 (\$0.10 per share) compared to a net loss of \$39,947,227 (\$0.18 per share) for the nine months ended September 30, 2012.

Salaries, wages and consulting fees and management fees to directors were increased by \$1,458,128 in 2013 compared to 2012 as a result of a larger management team and more consultants, some of which were hired during the second half of 2012. Overall, bonuses were higher in 2013 compared to 2012 also as a result of the increased headcount.

Exploration and evaluation expenses, including engineering studies, were \$18,978,719 for the nine months ended September 30, 2013 compared to \$29,155,973 for the nine months ended September 30, 2012. In 2013, the Company completed its preliminary feasibility study, continued actively exploring its Volta Grande Gold Project completing approximately 74 drill holes (15,145 metres), working on environmental technical studies and began work on a definitive feasibility study.

Interest income was \$636,941 for the nine months ended September 30, 2013 compared to \$925,864 for the nine months ended September 30, 2012. Lower average cash balances for the year and lower interest rates earned in Brazil during 2013 compared to 2012 resulted in lower interest income.

Share-based payments were \$2,426,000 for the nine months ended September 30, 2013 in relation to the 4,000,000 stock options granted to directors, officers, employees and consultants of the Company.

During 2012, 8,445,000 stock options were granted resulting in \$6,801,550 in share-based payments expense for the comparable period.

The Company recorded a gain on derivative liability of \$32,515 related to change in the market value of the shares due in relation to a property acquisition. The liability was paid in cash in February 2013. The Company realized a total loss for the transaction of \$191,470, of which \$223,985 was recognized as an unrealized loss in 2012.

The Company also recognized a foreign exchange loss of \$644,830 during 2013 (2012 – \$158,511) as a result of fluctuations in the exchange rate between the US dollar and the Brazilian Reals.

During the nine months ended September 30, 2013, the Company spent \$25,264,889 on operations, raised \$72,000 from the exercise of options, paid lease obligations of \$21,213, purchased capital assets of \$191,659 and paid a liability related to the acquisition of land of \$1,185,663. During the nine months ended September 30, 2012, the Company spent \$31,800,594 on operations, raised \$11,028,524 from the exercise of warrants and options, paid lease obligations of \$57,254, and incurred \$2,959,594 in capital asset expenditures, net of accrued liabilities related to the acquisition of land.

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 discovery of economically recoverable reserves. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine.

The Company currently has 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 working capital of \$16,619,491 as at September 30, 2013 (December 31, 2012 - \$42,003,938) including cash and cash equivalents of \$19,087,392 (December 31, 2012 - \$45,977,241). None of the cash equivalents are invested in asset-backed securities.

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

Long 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 September 30, 2013, the balance of this deposit was 1,130,847 Reals (\$523,921). There has been no production at Volta Grande thus no royalties payable and no amounts were withdrawn by the CPRM.

Currency Risk

The Company operates internationally and is exposed to foreign exchange risk as certain expenditures are denominated in non-Canadian dollar currencies. Foreign exchange risk is predominantly due to the United States dollars and Brazilian Real.

A strengthening of \$0.01 in the United States dollar against the Brazilian Reals would have decreased net income by approximately \$100,000 for the nine months ended September 30, 2013 (September 30, 2012 - \$2,000). A strengthening of \$0.01 in the Canadian dollar against the United States dollar would have decreased other comprehensive income by approximately \$45,000 for the nine months ended

September 30, 2013 (September 30, 2012 - \$1,000). At September 30, 2013, one Canadian dollar was equal to 0.9706 United States dollars (September 30, 2012 – 1.0171) and one Canadian dollar was equal to 2.1584 Brazilian Reais (September 30, 2012 – 2.0618).

As at September 30, 2013 the monetary balances in non-Canadian dollar currencies are as follows:

	Brazilian Reais	United States Dollar
Cash	\$ 13,742,173	\$ 5,930
Accounts receivable and prepaid expenses	72,386	-
Long term investment	1,130,847	-
Accounts payable	(4,944,419)	(520)
Lease payable	(31,838)	-
	\$ 9,969,149	\$ 5,410

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 nine months ended September 30, 2013. The Company is not subject to externally imposed capital requirements.

Commitments

Management Contract Commitments

The Company is party to certain management contracts. These contracts require that additional payments of up to \$7,320,000 be made upon the occurrence of certain events such as a change of control. Minimum commitments remaining under these contracts were approximately \$854,000, all due within one year.

Environmental Commitments

The Company's mining and exploration activities are subject to various federal, provincial 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 plant and equipment at \$6,447,297 (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 measured and indicated and inferred gold resource has been delineated by the Company. The mineral resource is comprised of 5,084,000 measured and indicated ounces of gold (93.8 million tonnes grading 1.69 g/t Au) and 2,565,000 inferred ounces of gold (45.5 million tonnes grading 1.75 g/t Au) using a 0.50 g/t Au cut-off (see the Press Release issued October 3, 2013).

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. There has been no production at Volta Grande resulting in no royalties payable and no amounts were withdrawn by the CPRM.

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 (*Tres Palmeiras greenstone belt*) 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 at the North Block and the South Block), all of which have 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 intrusive which has been traced for more than three kilometres along strike. Two types of gold mineralization are present: primary gold in intrusive rocks and secondary gold in an extensive saprolitic zone overlying the primary mineralization.

Roscoe Postle Associates Inc (“RPA”) (formerly Scott Wilson Roscoe Postle Associates Inc.) reported that “there is potential for high grade shoots that may extend to depths of at least 200 metres or 300 metres below the surface, based on analogy with other Precambrian shear zone hosted gold deposits in Brazil.” The property has been mined historically by garimpeiros (artisanal miners) for several decades using both open pit and underground mining methods with several shafts of 80 to 200 metres along high-grade veins. Grab samples from these shafts have assayed as high as 474.9 g/t Au.

Belo Sun Preliminary Feasibility Study

The mineral resource estimate released in December 2012, excluding inferred resources, is the basis for a preliminary feasibility study carried out by AMEC, which was completed in May 2013 (see the Press Release dated May 6, 2013) and may be found under the Company’s profile on SEDAR. The full preliminary feasibility report is entitled “Pre-Feasibility Study on the Volta Grande Project, Pará, Brazil, NI 43-101 Technical Report” dated June 21, 2013 and was authored by Mr. Chantal Lavoie, Mr. Anthony Copland, Mr. Neil Morrison, Dr. Oy Leuangthong, Dr. Jean-Francois Couture, Dr. Lars Weiershauser, Mr. Carlos Guzman and Mr. Paulo Franca, all of whom are “qualified persons” under NI 43-101. This will provide the context for the Definitive Feasibility Study which is estimated to be completed in Q1-2014.

The following table summarizes the after tax results of the preliminary feasibility study:

Project Data	Prefeasibility Results
Production Data	
Life of mine	10 Years
Annual Mine Throughput	7 million tpy
Metallurgical Recovery Au	94%
Average Annual Gold Production	313,100 oz/y
Average Waste to Ore Strip Ratio	6.88:1
Average Grade of M&I Resource	1.72 g/t
Average Grade after mining dilution	1.48 g/t
Life of Mine Operating Costs/Tonne Ore Milled	
Mining	US\$17.36
Processing	US\$10.50
General and Administration	US\$2.52
Total Operating Cost/Ounce of Gold	US\$681.90
Cash Operating Costs including Royalties	US\$711.50
Capital Cost	
Initial Investment Capital	US\$ 749,114,400
Average Sustaining Capital over life of mine including closure costs	US\$19.62 million per annum

Access to the Volta Grande mine site will be via an existing 60 kilometre upgraded gravel road. Power for the Volta Grande project will originate from Belo Monte's Pimental distribution station requiring the construction of a 20 kilometre 230 kV high tension power line. Water sufficient to meet mining needs is readily available at the site. A camp will be established at the project site to house workers on a shift rotation basis.

The mine design, mineral reserve estimate, mining costs and mining fleet requirements for the Volta Grande project were prepared by NCL Brasil LTDA. Conventional open pit mining will utilize owner operated truck and shovel combinations to maximize production. The mine is designed as a two pit operation using three phases per pit mined over ten years (including ramp up and ramp down), plus a year of pre-stripping. The mine has a planned throughput of 7.0 million tonnes of ore per year.

The metallurgical test work program recently returned an average recovery of 94%. Highlights of the gold recovery tests included:

- Between 25% to 50% of the gold can be recovered in a gravity concentration step prior to leaching.
- The optimal leaching conditions for the Ouro Verde and Grota Sêca composites were a grind size of 80% passing 75 µm, slurry density of 50% by weight, 0.5 g/L NaCN concentration, 10 ppm dissolved oxygen concentration at a pH of 10.5.
- For the Ouro Verde ore, with a gold head grade varying between 1.17 g/t to 3.80 g/t, with an average gold recovery of 94%.
- For the Grota Sêca ore, with a gold head grade varying between 1.06 g/t to 3.90 g/t, with an average gold recovery of 94%.
- The Ouro Verde and Grota Sêca ores are amenable to conventional gravity and gold leaching processes including leach / CIP or CIL.

Grind determination test results indicate that the Ouro Verde and Grota Sêca ores are amenable to conventional primary crushing, SAG and ball milling.

Overall gold recovery using this process has been estimated at 94%. The plant will be operated continuously with a planned throughput of 7.0 million tonnes per year assuming an overall 90% availability. Annual gold production is projected to average approximately 313,100 ounces. Dore produced at the site will be sold for further refining.

Life of mine operating cost based on an annual production of 7.0 million tonnes of ore are estimated at US\$17.36 per tonne of ore mined or US\$2.26 per tonne of material mined, excluding production royalties. This estimated cost equates to US\$681.90 per ounce of gold produced, which includes: mining, process, general and administrative costs. The total operating costs are broken down as follows:

Category	Cost per tonne Ore in US\$	Cost per Ounce Produced in US\$
Mining Cost per Tonne material moved	2.26	
Mining	17.36	389.60
Processing	10.50	235.70
General and Administrative	2.52	56.60
Total	US\$30.38	US\$681.90

The strip ratio used for the operating costs was 6.88:1

Capital cost for the mine infrastructure, process plant and open pit development has been developed to provide an estimate suitable for the Construction Phase including cost to design, construct and commission the facilities. Mining costs include pre-stripping of the open pit in preparation for production. The total after-tax capital cost estimate is US\$749,114,000.

Based on a gold price of US\$1,450/ounce, and using a discounted cashflow model incorporating the mine production schedule, estimated capital and operating costs, Brazilian tax treatment and royalty schedules as they apply to the project, the Company completed the following financial analysis for the project:

Economics @ US\$1,450 Au After Tax	
Net Present Value @ 0% Discount Rate	US\$934.9 million
Net Present Value @ 5% Discount Rate	US\$474.2 million
Internal Rate of Return After Tax	15.2%

Assumptions: BRL/USD 2.077, Diesel US\$1.0/l, Power US\$0.88/kWh

The Company submitted its environmental assessment as part of the Volta Grande project permitting process in March 2012. Engineering studies are ongoing with the objective of finalising the Definitive Feasibility Study in Q1-2014 and assuming positive results from the Definitive Feasibility Study, targeting a construction decision by year end with production anticipated to commence in early 2016.

Effective October 1, 2013, the Company released an updated mineral resource estimate based on results from all holes completed at the Volta Grande Project to date. The results were independently audited by SRK Consulting (Canada) and will support the definitive feasibility study. Estimated measured and indicated pit constrained resources increased by approximately 10% compared to the previous April 2013 update to 5.1 million ounces of gold (93.68 million tonnes at an average grade of 1.68 g/t Au). Inferred pit constrained resources are 2.4 million ounces of gold (43.79 million tonnes at an average grade of 1.69 g/t Au), and underground indicated resources are 14,000 ounces of gold (140,000 tonnes at an average grade of 3.01 g/t Au), while underground inferred resources are 184,000 ounces of gold (1.72 million tonnes at an average grade of 3.33 g/t Au).

In response to the findings of the pre-feasibility study, two higher grade domains were modelled on the basis of geological interpretation and grade continuity. The modelled high grade zones can be traced for 540 metres along strike from the surface to a depth of 300 metres. This approach restricts the spatial influence of the higher grade gold mineralization, delivering a slightly more conservative resource model and mitigating the risks associated with the local impact of high grade intervals. The two high grade zones are estimated to contain approximately 424,000 ounces of gold at a grade of 3.09 g/t gold in the Measured and Indicated categories and 1,400 ounces of gold at a grade of 2.52 g/t gold in the Inferred category.

The Company will continue working on the following opportunities to optimise the project further as part of the Definitive Feasibility Study:

- Further optimization of the mine plan in regards to pit sequencing and waste management facilities;
- Further optimization of the process plant design.
- Continued permitting activities and sourcing of project financing.

Drill Program and Assay Highlights

Belo Sun has completed 767 drill holes at the Volta Grande Gold Project since April 2010. The drilling program was designed to upgrade the mineral resource designation in support of a planned feasibility study and to expand the existing mineral resource estimate. The Company's updated mineral resource estimate released in April 2013 incorporates results from core boreholes to January 30, 2013. The Company has released one more mineral resource update in October 2013 which will be used as the basis for the Definitive Feasibility Study. The Company is continuing the drilling program to upgrade and expand further mineral resources. Drilling highlights from 2013 include:

Ouro Verde

- Hole VVGD-628 intersected 9.75 metres grading 2.80 g/t Au (from 338.95 m depth) and 6.30 metres grading 4.46 g/t Au (from 379.00 m depth). (See the Press Release dated January 28, 2013.)
- A significant down dip intercept in hole VVGD-640 with 11.0 metres grading 2.08 g/t Au (from 256 m depth). (See the Press Release dated July 24, 2013.)

Grota Sêca

- Hole VVGD-529 intersected 12.07 metres grading 11.08 g/t Au (from 59.4 m depth) including 4.85 metres grading 26.78 g/t Au (from 63.4 m depth). This intercept represents a new high grade mineralized zone which is located parallel to the main "Central" zone. (See the Press Release dated January 28, 2013.)
- Hole VVGD-567 intersected 13.34 metres grading 4.60 g/t Au (from 119.56 m depth). (See the Press Release dated January 28, 2013.)
- Hole VVGD-689 intersected 11.65 metres grading 1.91 g/t Au (from 182.60 m depth). (See the Press Release dated July 24, 2013.)

The South Block

- Hole VVGD-633 intersected 9.02 metres grading 5.68 g/t Au (from 168.03 metres) and 4.52 metres grading 15.47 g/t Au (from 201.18 metres). (See the Press Release dated January 28, 2013.)
- Hole VVGD-688 intersected 14.09 metres grading 6.32 g/t Au (from 295.56 metres). (See the Press Release dated July 24, 2013.)
- Hole VVGD-693 intersected 5.88 metres grading 8.02 g/t Au (from 118.62 metres). (See the Press Release dated July 24, 2013.)
- Hole VVGD-656 intersected 4.4 metres grading 11.99 g/t Au (from 26.65 metres). (See the Press Release dated July 24, 2013.)

The Company's mineral resources also include those in the South Block, described as follows:

- Inferred Pit Constrained Mineral Resources of 5,368,000 tonnes at an average grade of 2.73 g/t Au containing 471,000 ounces of gold which are present in three different deposits named Pequi, Grande and Itata.

- Inferred Underground Mineral Resources of 408,000 tons at an average grade of 3.89 g/t Au containing 51,000 ounces of gold which are present in three different deposits named Pequi, Grande and Itata.

Measured and Indicated and Inferred Mineral Resource Estimate Increased at Volta Grande

The Company released an updated mineral resource estimate for its Volta Grande Gold Project in Para state, Brazil, in October 2013. Highlights are:

- An increase of 981,000 ounces of gold in the measured and indicated mineral resources category compared with the December 2012 update.

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

Volta Grande Resources Estimate

		MEASURED	INDICATED	MEASURED AND INDICATED	INFERRED
Ouro Verde Pit Constrained	Tonnes ('000's)	24,036	20,087	44,123	22,602
	Grade (g/t Au)	1.78	1.61	1.70	1.48
	Ounces @ 0.5 g/t cut-off ('000's)	1,379	1,037	2,416	1,079
Ouro Verde Underground	Tonnes ('000's)	-	64	64	831
	Grade (g/t Au)	-	2.66	3.88	3.13
	Ounces @ 0.2 g/t cut-off ('000's)	-	5	5	84
Grotta Seca Pit Constrained	Tonnes ('000's)	31,384	15,671	47,055	18,265
	Grade (g/t Au)	1.61	1.56	1.59	1.59
	Ounces @ 0.5 g/t cut-off ('000's)	1,620	788	2,408	932
Grotta Seca Underground	Tonnes ('000's)	-	53	53	695
	Grade (g/t Au)	-	2.88	3.03	3.38
	Ounces @ 0.2 g/t cut-off ('000's)	-	5	5	75
South Block Pit Constrained	Tonnes ('000's)	-	2,503	2,503	2,921
	Grade (g/t Au)	-	3.06	3.06	3.94
	Ounces @ 0.5 g/t cut-off ('000's)	-	246	246	370
South Block Underground	Tonnes ('000's)	-	24	24	193
	Grade (g/t Au)	-	4.24	4.24	4.05
	Ounces @ 0.2 g/t cut-off ('000's)	-	3	3	25
TOTAL	Tonnes ('000's)	55,420	38,402	93,822	45,507
	Grade (g/t Au)	1.68	1.69	1.69	1.75
	Ounces ('000's)	2,999	2,085	5,084	2,565

Notes:

(1) The 0.5 g/t Au open pit cut off grade and 0.2 g/t Au underground mineral resources cut off grade underlying the resource estimates are based on a number of parameters and assumptions including gold price of US\$1,400 per troy ounce, metallurgical gold recovery of 94% for unweathered and weathered rock, open pit mining costs of US\$1.41/tonne, process costs of US\$11.98/tonne, general & administrative costs of US\$2.89/tonne and selling costs (refining, transport, insurance and environment) of US\$ 13.82 per troy ounce.

(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 were estimated using the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by CIM Council. The effective date of this mineral resource estimate is October 1, 2013.

The mineral resource model was completed by the Belo Sun team under supervision of David Gower, P.Geol., and Carlos H. C. Costa, P.Geol., each of whom is a Qualified Person as defined by National Instrument 43-101.

Mineral resource estimate parameters

The database consists of a total of 36,561 metres of diamond drilling obtained from previously reported drilling and from 199,340 metres of drilling completed and assayed by Belo Sun since April 2010, for the Ouro Verde, Grota Sêca and South Block deposits.

The mineralized zones at the Ouro Verde deposit extend for about 2,400 m along strike. Eight gold mineralization domains were modeled in fresh rock, and one saprolite domain was modeled. The gold mineralization thickness ranges from 2 to 60 metres. The maximum allowed internal dilution is approximately 3 metres.

The mineralized zones at the Grota Sêca deposit extend 2,900 m along strike. Seven gold mineralization domains were modeled in fresh rock, and one saprolite domain was modeled. The gold mineralization thickness ranges from 2 to 70 metres. The maximum allowed internal dilution is approximately 3 metres.

The mineralized zones at the South Block deposits extend discontinuously for about 1,900 m along strike. Three gold mineralization domains were modeled in fresh rock, and one saprolite domain was modeled. The gold mineralization thickness ranges from 2 to 16 metres. The maximum allowed internal dilution is approximately 3 metres.

The grade estimation was done using ordinary kriging interpolation using 1.0 m composites. All estimations are based on a percent block model with unitary dimension of 12.5 m E, 5 m N and 10 m elevation rotated -17° clockwise in the Ouro Verde and Grota Sêca deposits and rotated -25° clockwise in the South Block. Measured mineral resources include all mineralized blocks within one time of the variogram range and estimated with minimum of 3 drill holes and minimum of 3 octants. Indicated mineral resources include all mineralized blocks within one time of the variogram range and estimated with minimum of 2 drill holes using an elliptical search. Inferred mineral resources include all mineralized blocks within two times of the variogram range and estimated with minimum of 2 drill holes including the isolated areas and the blocks that were estimated in the passes one and two (M&I) that not comprised the criteria of these two categories.

Calculations of the average grades of the mineralized zones are based on original samples top cut to a value that ranged from 9 - 40 g/t Au depending on the mineralized domain.

Tonnage estimates are based on rock specific gravity of 2.75 tonnes per cubic metre for the Grotta Sêca and Ouro Verde deposits and 2.77 for the South Block, and 1.36 tonnes per cubic metre for saprolite.

Purchase of Volta Grande Surface Rights

In May 2012, the Company acquired surface rights for an area covering 1,734 hectares, which was comprised of three distinct properties – *Fazenda Galo de Ouro* covering 824.8 hectares, *Fazenda Ouro Verde* covering 503.6 hectares and *Fazenda Ressaca* covering 405.9 hectares. The Company has also purchased all structures and other facilities located on the properties. The surface area acquired includes the entire known Volta Grande deposits of Ouro Verde and Grotta Sêca as well as potential sites for certain of the mining and process facilities that will be required for the future operation of the property. The total consideration agreed to be paid for the acquisition is R\$8.2 Million in cash (approximately \$4.1 Million Canadian Dollars) and the issuance of 281,217 common shares of Belo Sun (or the cash equivalent). The Company paid 50% of the purchase price upon signing the definitive agreement, and the balance is to be paid once the vendors complete the demobilization of all artisanal mining activities on these properties. In February 2013, the Company made a cash payment of R\$869,018 (\$437,985) which was the fair market value of the 281,217 common shares of the Company at the time of payment. In May 2013, the Company made another cash payment of \$494,733 against this liability.

Environmental licensing

The environmental licensing process continues in the ordinary course. A second public hearing was held in January 2013 as part of the standard application process, and at present this second hearing is the final scheduled hearing at this stage of the licensing process. The Company understands that the technical aspects of the license application are currently the subject of review, and to date, has not received any comments or recommended changes.

Off Balance Sheet Arrangements

There are no off-balance sheet arrangements to which the Company is committed.

Related Party Transactions

During the period, 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		Nine months ended	
	September 30,		September 30,	
	2013	2012	2013	2012
2227929 Ontario Inc.	\$ 151,768	\$ 116,272	\$ 410,575	\$ 329,013
Forbes & Manhattan, Inc.	75,000	75,000	238,000	240,000
Falcon Metais Ltda.	40,470	27,059	119,001	87,683

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. During the nine months ended September 30, 2013, the Company granted Mr. Bharti, through Forbes & Manhattan, Inc., a bonus of \$13,000.

Mr. Helio Diniz, Vice President of Exploration for 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.

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

	Amounts owed by related parties		Amounts owed to related parties	
	30-Sep-13	31-Dec-12	30-Sep-13	31-Dec-12
2227929 Ontario Inc.	\$ 101,700	\$ 90,000	\$ -	\$ -
Directors of the Company	-	-	-	53,280
Falcon Metais Ltda.	-	-	51,091	47,057

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		Nine months ended	
	September 30, 2013	September 30, 2012	September 30, 2013	September 30, 2012
Short-term benefits	\$ 408,000	\$ 338,638	\$ 2,701,833	\$ 1,969,054
Share-based payments	1,288,760	389,792	1,288,760	4,249,500

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.

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.

Outstanding Share Data

Authorized unlimited common shares without par value – 266,110,534 are issued and outstanding as at November 12, 2013.

There were no warrants outstanding as at November 12, 2013.

Stock options outstanding as at November 12, 2013:

Number of stock options outstanding	Exercise price	Expiry date
3,611,000	\$ 0.34	5-Mar-15
60,000	\$ 0.45	2-Jun-15
1,768,000	\$ 0.36	29-Jul-15
50,000	\$ 0.80	11-Nov-15
500,000	\$ 0.89	5-Dec-15
4,657,000	\$ 1.33	21-Apr-16
3,372,000	\$ 1.15	31-Jan-17
250,000	\$ 1.15	30-Apr-17
400,000	\$ 1.17	14-Jun-17
2,815,000	\$ 1.15	3-Jul-17
1,160,000	\$ 1.15	10-Jul-17
300,000	\$ 1.70	29-Nov-17
50,000	\$ 1.58	11-Jan-18
200,000	\$ 1.14	9-Apr-18
3,750,000	\$ 0.71	19-Aug-18
<hr/>		
22,943,000		

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.

Nature of Mining, Mineral Exploration and Development Projects

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 Minerals 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 establishment or expansion of mineral resources or 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.

Development projects have no operating history upon which to base estimates of future capital and operating costs. For development projects, mineral 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 ore body, 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 Resource Estimates May be Inaccurate

There are numerous uncertainties inherent in estimating mineral resources, including many factors beyond the control of the Company. Such estimates are a subjective process, and the accuracy of any mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and 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 Company's mineral resource estimates, financial position and results of operations.

Licenses and Permits, Laws and Regulations

The Corporation's exploration and development activities, including mine, road, rail and port facilities, require permits and approvals from various government authorities, and are subject to extensive federal, provincial and local laws and regulations governing prospecting, development, production, transportation, exports, taxes, labour standards, occupational health and safety, mine safety and other matters. Such laws and regulations are subject to change, can become more stringent and compliance can therefore become more time consuming and costly. In addition, the Corporation may be required to compensate those suffering loss or damage by reason of its activities. The Corporation will be required to obtain additional licenses 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 licenses, permits and approvals that may be required to explore and develop its properties, commence construction or operation of mining facilities.

The costs and potential delays associated with obtaining the necessary authorizations and licenses and complying with these authorizations, licenses and applicable laws and regulations could stop or materially delay or restrict the Corporation from proceeding with the development of an exploration project or the operation or further development of a mine. Any failure to comply with applicable laws, regulations, authorizations or licenses, 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 licenses and authorizations on a timely basis, if at all. The Corporation only has exploration permits. There is no assurance that it will obtain the corresponding mining concessions. In addition, it may not obtain one or more licenses, and such failure may have a material adverse effect on our business, results of operations and financial condition.

No Revenues

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

Mineral Commodity Prices

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

Liquidity Concerns and Future Financings

The Company 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 Company will be successful in obtaining the required financing as and when needed. Volatile markets may make it difficult or impossible for the Company to obtain debt or equity financing on favourable terms, if at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone or slow down its development plans, forfeit rights in some or all of the Company's properties or reduce or terminate some or all of its activities. In the event that the Company completes an equity financing at or near to current trading prices of its common shares, such financing could be extremely dilutive to current shareholders who invested in the Company at higher share prices.

Foreign Exchange

Gold is sold in United States dollars thus the Company is subject to foreign exchange risks relating to the relative value of the Canadian dollar and Brazilian real as compared to the United States dollar. To the extent that the Company generates revenues upon reaching the production stage on its properties, it will be subject to foreign exchange risks as revenues will be received in United States dollars while operating and capital costs will be incurred primarily in Canadian dollars and Brazilian Reais. A decline in the United States dollar would result in a decrease in the real value of the Company's revenues and adversely affect the Company's financial performance.

Acquisition of Surface Rights

The goal of the Company is to bring the Volta Grande project into production. The Company is still in the process of defining the footprint of the deposit and associated infrastructures. Among various factors that may affect the ability of the Company to develop and bring the Volta Grande project into

production is the necessity for the Company to acquire surface rights from land owners. Although the Company is confident that it will be successful in acquiring all necessary surface rights, there is no assurance that the Company will be able to do so in a timely manner and/or on reasonable terms.

Environmental

The Company's activities are subject to extensive federal, provincial 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 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 surroundings of the area where the Belo Monte hydroelectric plant is being constructed, at 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 may be more challenging and time consuming as compared to the environmental licensing process 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 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.

Title to Properties

The acquisition of title to mineral resource properties is a very detailed and time-consuming process. The Company 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 Company may have an interest, which, if successful, could result in the loss or reduction of the Company's interest in the properties. There are garimpeiros (informal miners) operating within the Company'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.

Informal Mining

Informal miners have been and continue to operate illegally on parts of the Volta Grande property. From time to time it is not uncommon that there are some clashes between the informal miners, security staff and law enforcement personnel. Given the nature of the current and future operations, the presence of the informal miners may create a safety issue for both the illegal miners and Volta Grande personnel and may cause disruptions to operations from the risk of the informal miners encroaching or attempting to encroach onto other areas of Belo Sun's concessions. The Company does not directly confront currently operating small illegal miners on its concession, but in accordance with the laws of Brazil, and in support of the local police, the Company does not allow encroachment onto new areas of its property. There is always a risk that from time to time confrontations from attempted encroachments may arise, resulting in violence and/or damage to the property.

Government measures designed to regulate the acquisition of rural property by foreigners

In August 2010, the Brazilian president approved an opinion of the Brazilian Attorney General's Office that limits purchases of land in Brazil by foreigners or Brazilian companies controlled by foreigners. Contrary to the understanding prevailing at the time, the new opinion defended the validity of Law No. 5,709/71 in light of the 1988 Brazilian Constitution, imposing limits on the purchase and leasing of rural property in Brazil by foreigners. The law provides, for example, that companies whose controlling equity capital is held by foreigners may only acquire rural properties for agricultural, livestock, industrial or settlement projects upon the approval of the competent authorities, up to an individual limit per company of 100 modules (a land-measurement unit that is equivalent to 25 ha in the City of Senador José Porfírio, Pará State) for indefinite exploration. Purchases or leases in excess of this limit require the approval of the Brazilian congress. Transactions made in violation of such rules shall be considered null and void. Despite the fact that we have acquired the possession rights for an area covering 1,734 ha, which is comprised of three distinct properties - Fazenda Galo de Ouro, Fazenda Ouro Verde and Fazenda Ressaca, where our mineral deposits are located, and also despite the fact that the legitimacy of the application of Law No. 5,709/71 and Brazilian Attorney General Office's opinion is disputable in court, the validity of the documents by which the possession rights have been acquired may be challenged, potentially resulting in the payment of compensation to the landowner or legal possessor, corresponding to 50% of the amount paid the holder of the mineral rights as Federal Royalties (i.e. CFEM) in the respective area in case the acquisition of such area is deemed null and void by the court. Federal Decree-law No. 3,365/41 granted mining activities the status of public utility and the holder of mineral rights is entitled to access the land where the deposits are located, irrespective of the acquiescence of the landowner, by means of legal mechanisms established in the Brazilian Mining Code (Federal Decree-law No. 227/67), at the exploration phase (i.e. right of access) and at the exploitation phase (i.e. mineral easement). Even if eventually the transactions relating to the acquisition of the possession rights are declared null and void in court, we would not be denied access to the land where our deposits are located and would be able to regularly operate our business under the legal mechanisms above.

Uninsured Risks

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

Competition

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

Dependence on Outside Parties

The Company has relied upon consultants, engineers and others and intends to rely on these parties for exploration, drilling, and local expertise. Substantial expenditures are required to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company.

Dependence on Key Personnel

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

Dependence on Qualified Personnel

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

Litigation

Legal proceedings may arise from time to time in the course of the Company's business. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The process of defending such claims could take away from management time and effort and the resolution of any particular legal proceeding to which the Company or one or more of its subsidiaries may become subject could have a material effect on the Company's financial position and results of operations.

Availability of Reasonably Priced Raw Materials and Mining Equipment

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

Share Price Fluctuations

The market price of securities of many companies, particularly development stage companies, experience wide fluctuations in price that are not necessarily related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that fluctuations in the Company's share price will not occur.

Conflicts of Interest

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

Foreign Operations

At present, the operations of Belo Sun are located in Brazil. As a result, the operations of the Company are exposed to various levels of political, economic and other risks and uncertainties associated with operating in foreign jurisdiction. These risks and uncertainties include, but are not limited to, currency exchange rates; price controls; import or export controls; currency remittance; high rates of inflation; labour unrest; renegotiation or nullification of existing permits, applications and contracts, land or tax disputes; changes in taxation policies; restrictions on foreign exchanges; changing political condition; currency controls; and governmental regulations that may require the awarding of contracts of local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. Changes, if any, in mining or investment policies or shifts in political attitudes in Brazil or other countries in which Belo Sun conducts business may adversely affect the operations of the Company. The Company may become subject to local political unrest that could have a debilitating impact on operations, and at its extreme, could result in damage and injury to personnel and site infrastructure. Furthermore, the Federal Government of Brazil collects royalties on mineral production, with up to half of such royalties being paid to surface rights owners. The Corporation will be required to pay a net smelter return, and may be required to pay other royalties, the level of which may be varied at any time as a result of changing legislation, if the Corporation goes into production, which may have a material adverse effect on the Corporation at such time.

Failure to comply with applicable laws and regulations may result in enforcement actions and include corrective measures requiring capital expenditures, installing of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Foreign mining tax regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Corporation's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Corporation's operations may be assessed, which could result in significant additional taxes, penalties and interest. In addition, proposed changes to mining tax regimes in foreign

jurisdictions could result in significant additional taxes payable by the Corporation, which would have a negative impact on the financial results of the Corporation.

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) 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 nine months ended September 30, 2013, 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, 2012.

New Accounting Changes

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning after January 1, 2013 or later periods. Updates that are not applicable or are not consequential to the Company have been excluded thereof.

IFRS 10, Consolidated Financial Statements, establishes principles for the presentation and preparation of consolidated financial statements when an entity controls one or more other entities. This standard (i) requires a parent entity (an entity that controls one or more other entities) to present consolidated financial statements; (ii) defines the principle of control, and establishes control as the basis for consolidation; (iii) sets out how to apply the principle of control to identify whether an investor controls an investee and therefore must consolidate the investee; and (iv) sets out the accounting requirements for the preparation of consolidated financial statements. IFRS 10 supersedes IAS 27 Consolidated and Separate Financial Statements and SIC-12 Consolidation—Special Purpose Entities and is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company has re-assessed its control conclusions and determined that there were no changes in the consolidation status of any of its subsidiaries.

IFRS 11, Joint Arrangements, establishes the core principle that a party to a joint arrangement determines the type of joint arrangement in which it is involved by assessing its rights and obligations and accounts for those rights and obligations in accordance with that type of joint arrangement. This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company currently has no joint ventures and therefore there is no impact of IFRS 11 to the Company's financial statements.

IFRS 12, Disclosure of Involvement with Other Entities, requires the disclosure of information that enables users of financial statements to evaluate the nature of, and risks associated with, its interests in other entities and the effects of those interests on its financial position, financial performance and cash flows. This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company has determined that it is in compliance with IFRS 12 and there was no change to the financial presentation as a result of this change.

IFRS 13, Fair Value Measurement, defines fair value, sets out in a single IFRS a framework for measuring fair value and requires disclosures about fair value measurements. IFRS 13 applies when another IFRS requires or permits fair value measurements or disclosures about fair value measurements (and measurements, such as fair value less costs to sell, based on fair value or disclosures about those measurements), except for: share-based payment transactions within the scope of IFRS 2 (Share-based Payments); leasing transactions within the scope of IAS (17 Leases); measurements that have some similarities to fair value but that are not fair value, such as net realizable value in IAS 2 (Inventories); or value in use in IAS 36 (Impairment of Assets). This standard is effective for annual periods beginning on or after January 1, 2013, with early application permitted. The Company has determined that it is in compliance with IFRS 13 and there was no impact of this change on the Company's financial statements.

IFRIC Interpretation 20, *Stripping Costs in the Production Phase of a Surface Mine* was issued by the IFRIC in October 2011. IFRIC 20 applies to all types of natural resources that are extracted using the surface mining activity process. IFRIC 20 may represent a change in accounting practice for some Canadian mining entities. Specifically, IFRIC 20 permits capitalization of stripping costs if all of the following three criteria are met:

- probability of future economic benefit (improved access to the ore body) flowing to the entity;
- identifiability of the component of the ore body for which access has been improved; and
- measurability of the costs associated to the stripping activity.

Furthermore, where the costs of the stripping activity asset and of the inventory produced are not separately identifiable, IFRIC 20 provides a more detailed cost allocation guidance based on a relevant production measure that allows allocation between inventory produced and the stripping activity asset. IFRIC 20 is effective for annual periods beginning on or after January 1, 2013. Early application is permitted. As the Company is not in a production phase, there is no impact to the Company's financial statements as a result of this change.

IAS 1, *Presentation of Financial Statements* ("IAS 1"), has been amended to require entities to separate items presented in other comprehensive income ("OCI") into two groups, based on whether or not items may be recycled in the future. Entities that choose to present OCI items before tax will be required to show the amount of tax related to the two groups separately. The amendment is effective for annual periods beginning on or after July 1, 2012 with earlier application permitted. The Company has determined that there is no impact of the amendments to IAS 1 on its financial statements.

Future Accounting Pronouncements

IFRS 9, *Financial Instruments: Classification and Measurement*, effective for annual periods beginning on or after January 1, 2015, with early adoption permitted, introduces new requirements for the classification and measurement of financial instruments. Management anticipates that this standard will be adopted in the Company's financial statements for the period beginning January 1, 2015, and has not yet considered the potential impact of the adoption of IFRS 9.

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.