

*No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form prospectus constitutes a public offering of securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, the securities may not be offered or sold in the United States, or to, or for the account or benefit of U.S. Persons (as defined under Regulation S under the U.S. Securities Act) except in transactions exempt from the registration requirements of the U.S. Securities Act and applicable state securities laws. This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See "Plan of Distribution".*

*Information has been incorporated by reference in this prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from Eurotin Inc. at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6, telephone 416-368-6200 or by faxing a written request to (416) 368-0300, and are also available electronically at [www.sedar.com](http://www.sedar.com).*

## SHORT FORM PROSPECTUS

NEW ISSUE

September 21, 2011

# EUROTIN INC.

### 15,625,000 units issuable on the exercise of outstanding Special Warrants

This short form prospectus of Eurotin Inc. ("**Eurotin**" or the "**Corporation**") hereby qualifies for distribution 15,625,000 units of the Corporation (the "**Units**") issuable upon the exercise or deemed exercise of 15,625,000 previously issued warrants (the "**Special Warrants**"). Each Unit consists of one common share in the capital of the Corporation (the "**Common Shares**" and the Common Shares qualified hereunder being the "**Qualified Shares**") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant being a "**Qualified Warrant**"). Each Qualified Warrant entitles the holder thereof to purchase one Common Share (a "**Qualified Warrant Share**") at an exercise price of \$1.20 until July 26, 2013 (the "**Warrant Expiry Time**").

The Special Warrants were issued on July 26, 2011 (the "**Closing Date**") at a price of \$0.80 per Special Warrant (the "**Offering Price**") for aggregate gross proceeds of \$12,500,000 (the "**Special Warrant Offering**") pursuant to the terms of a special warrant indenture dated the Closing Date (the "**Special Warrant Indenture**") between the Corporation and Equity Financial Trust Company and in accordance with an agency agreement dated the Closing Date (the "**Agency Agreement**") between the Corporation and a syndicate of agents led by GMP Securities L.P. (the "**Lead Agent**") and including Clarus Securities Inc., Dundee Securities Ltd., Canaccord Genuity Corp. and Raymond James Ltd. (collectively, the "**Agents**"). The Special Warrants were offered to purchasers in all of the provinces of Canada except Quebec (the "**Filing Provinces**") and certain other jurisdictions outside of Canada on a private placement basis pursuant to prospectus exemptions under applicable securities legislation. The Offering Price was determined by arm's length negotiation between the Corporation and the Lead Agent, acting on behalf of itself and the other Agents, in the context of market conditions. See "Plan of Distribution".

**The Special Warrants are not available for purchase pursuant to this short form prospectus and no additional funds are to be received by the Corporation from the distribution of the Qualified Shares and Qualified Warrants upon exercise of the Special Warrants.**

Each Special Warrant entitles the holder to acquire one Unit, subject to adjustment in certain circumstances, at no additional cost at any time before 4:00 p.m. (Toronto time) (the "**Expiry Time**") on the earlier of (the "**Automatic Exercise Date**"): (i) three business days following the date on which a receipt (the "**Final Receipt**") for the final short form prospectus qualifying the distribution of the Units has been issued by the Ontario Securities Commission, as principal regulator of the Corporation, evidencing that a receipt has been issued or is deemed to have been issued by each of the securities regulatory authorities in the Filing Provinces (the "**Qualification Date**"); and (ii) November 27, 2011. In the event that the Qualification Date has not occurred prior to 4:00 p.m. (Toronto time) on September 26, 2011 (the "**Qualification Deadline**"), each unexercised Special Warrant shall thereafter

entitle the holder to receive, upon the exercise or deemed exercised thereof, for no additional consideration (the “**Penalty Provision**”) 1.1 Qualified Shares (in lieu of one Qualified Share) and 0.55 of one Qualified Warrant (in lieu of 0.5 of one Qualified Warrants) (the additional 0.1 Qualified Share and 0.05 Qualified Warrant being, the “**Penalty Securities**”). Any Special Warrants that have not been exercised prior to the Expiry Time will be deemed to have been exercised at the Expiry Time in accordance with the terms of the Special Warrant Indenture.

This short form prospectus also qualifies the distribution of any Penalty Securities issuable pursuant to the Penalty Provision upon the exercise or deemed exercise of the Special Warrants and any references herein to Qualified Shares, Qualified Warrants and Qualified Warrant Shares shall be read to include, as the context requires, the securities issuable pursuant to the Penalty Provision. The Qualified Shares, the Qualified Warrants and the Qualified Warrant Shares are collectively referred to herein as the “**Qualified Securities**”.

The following table sets forth the Offering Price, Agents’ Commission and Net Proceeds to the Corporation from the Special Warrant Offering:

	<u>Offering Price</u>	<u>Agents’ Commission<sup>(1)</sup></u>	<u>Net Proceeds<sup>(2)(3)</sup></u>
Per Special Warrant	\$0.80	\$0.048	\$0.752
Total	\$12,500,000	\$750,000	\$11,750,000

**Notes:**

- (1) The Corporation paid the Agents a cash commission of 6% of the gross proceeds from the sale of the Special Warrants and reimbursed the Agents for certain expenses in connection with the Special Warrant Offering. The Corporation also issued to the Agents 781,250 compensation options (the “**Compensation Options**”) that will automatically be exercised at the Expiry Time, without any further action or additional consideration on the part of the Agents into 781,250 broker warrants (the “**Broker Warrants**”). Each Broker Warrant is exercisable to acquire one Unit (the “**Broker Units**”) until July 26, 2013 at an exercise price of \$0.80, with each Broker Unit consisting of one Common Share (the “**Broker Unit Shares**”) and one-half of one Common Share purchase warrant (the “**Broker Unit Warrants**”). Each Broker Unit Warrant is exercisable into one Common Share (a “**Broker Share**”) at an exercise price of \$1.20 until July 26, 2013. The Penalty Provision also applies to any Broker Unit Shares and Broker Unit Warrants issuable upon the exercise of the Broker Warrants. See “Plan of Distribution”. This short form prospectus also qualifies the distribution of the Broker Warrants and the Broker Units issuable upon exercise of the Broker Warrants. Any references herein to Units, Qualified Shares, Qualified Warrants, Qualified Warrant Shares and Qualified Securities shall be read to include, as the context requires, all securities issuable pursuant to the Broker Warrants. No commission or fee is payable to the Agents in connection with the distribution of the Units upon the exercise of the Special Warrants.
- (2) Before deducting expenses in connection with the Special Warrant Offering and qualification for distribution of the Qualified Securities, estimated to be approximately \$300,000 and before deducting the Advisory Fee (as defined herein), which together with the Agents’ Commission, were or will be paid from the gross proceeds of the Special Warrant Offering.
- (3) The distribution of the Units on exercise or deemed exercise of the Special Warrants will not result in any proceeds being received by the Corporation.
- (4) PowerOne Capital Markets Limited (“**PowerOne**”) acted as special financial advisor to the Corporation in connection with the Special Warrant Offering and the Corporation paid PowerOne a cash fee in consideration of such services in the amount of \$125,000 (the “**Advisory Fee**”). PowerOne provides ongoing support in connection with identifying investment opportunities, identifying and obtaining sources of financing in the debt and equity markets, identifying potential merger and acquisition targets and providing consultative guidance regarding financing structuring and optimization, including in connection with the Special Warrant Offering.

**Any Qualified Shares or Qualified Warrants issued upon the exercise of Special Warrants (or Qualified Warrant Shares issued upon exercise of the Qualified Warrants) prior to the Automatic Exercise Date will be subject to relevant hold periods under applicable securities legislation and shall bear such legends as required by securities laws.**

**An investment in the Corporation is highly speculative and involves a high degree of risk. See “Risk Factors” and “Cautionary Statement Regarding Forward Looking Statements” in this short form prospectus, including the documents incorporated by reference.**

**There is no market through which the Qualified Warrants may be sold and holders of the Qualified Warrants may not be able to resell the Qualified Warrants. This may affect the pricing of the Qualified Warrants in the secondary market, the transparency and availability of trading prices, the liquidity of the Qualified Warrants, and the extent of issuer regulation. See “Risk Factors”.**

The Common Shares are listed and posted for trading on the TSX Venture Exchange (the “**TSXV**”) under the trading symbol “TIN”. The TSXV has approved the Special Warrant Offering and the listing of the Qualified Shares to be distributed upon exercise or deemed exercise of the Special Warrants and the Qualified Warrant Shares to be issued upon exercise of the Qualified Warrants. On June 30, 2011, the last trading day prior to the announcement of the Special Warrant Offering, the closing price of the Common Shares on the TSXV was \$0.80. On September 20, 2011, the last trading day prior to the date of this short form prospectus, the closing price of the Common Shares on the TSXV was \$0.49. See “Price Range and Trading Volume of Securities”.

The Special Warrant Offering was conducted through the book based system and the Special Warrants were issued in registered form to CDS Clearing and Depository Services Inc. (“**CDS**”) and deposited with CDS on the Closing Date. The Qualified Shares and Qualified Warrants issued upon exercise or deemed exercise of the Special Warrants will also be held by CDS and a purchaser of the Special Warrants will not receive definitive certificates representing the Qualified Shares and Qualified Warrants. See “Plan of Distribution”.

Certain legal matters in connection with the Special Warrant Offering have been or will be reviewed on behalf of the Corporation by Chitiz Pathak LLP and Cummings, Cooper, Schusheim, Berliner LLP and on behalf of the Agents by Cassels Brock & Blackwell LLP.

The head and registered office of the Corporation is located at Suite 1600, 320 Bay Street, Toronto Ontario, M5H 4A6.

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## DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this short form prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporation at its offices located at Suite 1600, 320 Bay Street, Toronto, Ontario M5H 4A6, telephone: 416-368-6200 or by faxing a written request to 416-368-0300 and are also available electronically at [www.sedar.com](http://www.sedar.com).

Except to the extent that their contents are modified or superseded by a statement contained in this short form prospectus or in any other subsequently filed document that is also incorporated by reference herein, the following documents of the Corporation, which have been filed with securities commissions or similar authorities in Canada, are specifically incorporated by reference into and form an integral part of this short form prospectus:

- (a) the annual information form of the Corporation dated August 22, 2011 for the 15 months ended March 31, 2011 (the “**AIF**”);
- (b) the audited consolidated financial statements of the Corporation and the notes thereto as at and for the 15 months ended March 31, 2011, together with the report of the auditors thereon;
- (c) the management’s discussion and analysis of the financial condition and results of operations of the Corporation for the 15 months ended March 31, 2011;
- (d) the audited consolidated financial statements of Stannico Resources Inc. (“**Stannico**”) and the notes thereto as at and for the 15 months ended March 31, 2011, together with the report of the auditors thereon;
- (e) the management’s discussion and analysis of the financial condition and results of operations of Stannico for the 15 months ended March 31, 2011;
- (f) the information circular of the Corporation dated August 22, 2011 relating to the annual general and special meeting of shareholders to be held on September 27, 2011;
- (g) the material change report dated April 28, 2011 relating to the Corporation’s press release of April 18, 2011;
- (h) the material change report dated July 27, 2011 relating to the Corporation’s press release of July 26, 2011; and
- (i) the Corporation’s filing statement dated as of March 15, 2011 as filed on SEDAR on April 18, 2011 with respect to its Qualifying Transaction (as such term is defined in the TSXV Corporate Finance Manual) with Stannico Resources Inc. (the “**Filing Statement**”).

Any documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus which are filed by the Corporation with the securities commissions or similar authorities in any of the provinces and territories of Canada after the date of this short form prospectus and prior to the termination of the Special Warrant Offering shall be deemed to be incorporated by reference in this short form prospectus.

**Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this short form prospectus to the extent that a statement contained herein or in any other subsequently filed document which is also, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.**

**The making of a modifying or superseding statement shall not be deemed to be an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this short form prospectus.**

#### **CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS**

This short form prospectus, including the documents incorporated by reference herein, contains forward looking statements. All statements other than statements of historical fact contained in this short form prospectus are forward looking statements, including, without limitation, statements regarding the future financial position, business strategy, proposed acquisitions, budgets, litigation, projected costs and plans and objectives of or involving Eurotin. Many of these statements can be identified by looking for words such as “believes”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “continues” or similar words or the negative thereof. These forward looking statements include statements and assumptions with respect to: fluctuation of mineral prices, foreign currency fluctuations, the results of exploration, discovery of mineral reserves and resources, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, requirements for additional capital, political risks, statutory and regulatory compliance, changes to laws, regulations and permits governing operations and activities of mining companies, industrial accidents, labour disputes, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage, repatriation of earnings to Canada from other jurisdictions, dependence on key management employees, conflicts of interest, significant and increasing competition in the mining industry, stock price and volume volatility. There can be no assurance that the plan, intentions or expectations upon which these forward looking statements are based will occur. Forward looking statements are based on the opinions and estimates of management of the Corporation at the date such statements are made and are based on a number of assumptions and subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward looking statements. Readers should not place undue reliance on forward looking statements. Forward looking statements are subject to risks, uncertainties and assumptions, including those discussed elsewhere in this short form prospectus and in the documents incorporated by reference herein. See “Risk Factors”.

In particular, this short form prospectus may contain forward looking information pertaining to the following:

- the use of proceeds of the Special Warrant Offering;
- expectations regarding the ability to raise capital;
- the ability of the Corporation to achieve drilling success consistent with management's expectations;
- commodity prices for minerals;
- capital expenditure programs;
- treatment under governmental regulatory regimes;
- expectations regarding exploration and development potential;
- supply and demand of tin and other base metals;
- operating and other costs;
- expectations regarding the negotiation and performance of contractual rights; and
- business strategies and plans of management.

Actual results could differ materially from those anticipated in forward-looking information if the assumptions underlying them prove incorrect or if one or more uncertainties or risks described or incorporated by reference in this short form prospectus materializes. Accordingly, any such statements are qualified in their entirety by reference to, and are accompanied by, the risk factors discussed throughout this short form prospectus including in the documents incorporated by reference herein. Forward-looking information is not based on historical facts but rather on the expectation of management of the Corporation. The nature of the Corporation's involvement in the business of, exploration for, and development and

production of, mineral deposits involves several risk factors as set forth below and elsewhere in this short form prospectus that have a direct bearing on the Corporation's results of operations:

- the limited business history of the Corporation;
- dependence on one exploration project;
- the additional funding requirements of the Corporation;
- property and potential joint venture commitments;
- operational risks in the business of the Corporation;
- competition for mineral acquisition opportunities;
- unsuccessful exploration and development activities;
- defects in title to mineral properties;
- environmental, health and safety risks;
- decommissioning and reclamation expenses;
- government regulation and policy risks;
- political and socio-economic risks operating in Spain;
- industry competition and international trade restrictions;
- commodity price fluctuations;
- currency fluctuations and foreign exchange risks;
- reliance on key personnel;
- conflicts of interest in management; and
- reale risks with the Common Shares.

This list of factors is not exhaustive. These and other factors are discussed in this short form prospectus under the heading "Risk Factors".

Forward-looking information is made as of the date of the short form prospectus, and the Corporation assumes no obligation to update or revise such information to reflect new events or circumstances, except as required by law. The forward-looking statements contained in this short form prospectus are expressly qualified by this advisory.

## EUROTIN INC.

### The Corporation

Eurotin is an international mineral exploration company with properties located in Spain. The Corporation's principal project is the the Oropesa property, which is located in Cordoba province, Region of Andalucia, southern Spain, approximately 110 km north northeast from the city of Seville, and 75 km northwest from the city of Cordoba, the provincial capital. It consists of Investigation Permit Oropesa number 13.050, comprises 78 cuadrícula mineras, and totals 23.4 km<sup>2</sup> (the "**Oropesa Property**")

Eurotin was incorporated on July 31, 2008 under the laws of the province of Ontario as Natex Mineral Corp. Eurotin subsequently filed articles of amendment on August 22, 2008 to change its name to Eurotin Inc. and filed articles of amendment on November 4, 2008 to remove the private company restriction. Eurotin completed its initial public offering as a capital pool company on June 15, 2009 (the "**IPO**"). Pursuant to the Filing Statement, Eurotin subsequently completed its qualifying transaction on April 19, 2011 following the amalgamation of a wholly owned subsidiary with Stannico Resources Inc. (the "**Qualifying Transaction**"). The head and registered office of Eurotin is located at Suite 1600, 320 Bay Street, Toronto, Ontario, M5H 4A6.

The Corporation has two wholly owned subsidiaries, Stannico Resources Inc., which was incorporated under the laws of the province of Ontario, which in turn holds all of the issued and outstanding shares of Minas de Estano de Espana, S.L.U., incorporated under the laws of Spain.

Eurotin is a reporting issuer in the Provinces of Ontario, British Columbia and Alberta. The Common Shares trade on the TSXV under the symbol "TIN".

Further details concerning the Corporation, including information with respect to the Corporation's assets, operations and history, are provided in the AIF, the Filing Statement and other documents incorporated by reference in this short form prospectus. Readers are encouraged to thoroughly review these documents as they contain important information about the Corporation.

### **Recent Developments**

Since the filing of the AIF, there have been no material developments affecting the Corporation.

## **DESCRIPTION OF THE SECURITIES BEING DISTRIBUTED**

### **Special Warrants**

The Special Warrants were issued pursuant to the terms of the Special Warrant Indenture. Each Special Warrant entitles the holder thereof to receive one Unit, subject to adjustment in certain circumstances as set forth in the Special Warrant Indenture and the Penalty Provision, upon exercise or deemed exercise of the Special Warrants without payment of any additional consideration. See "Plan of Distribution".

The following summarizes certain provisions of the Special Warrant Indenture, does not purport to be complete and is subject in its entirety to the detailed provisions of the Special Warrant Indenture. Reference is made to the Special Warrant Indenture for the full text of the attributes of the Special Warrants. A copy of the Special Warrant Indenture is available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

The Special Warrant Indenture provides for and contains provisions for adjustments to the amount and kind of securities or other property issuable upon exercise of the Special Warrants, upon the occurrence of certain stated events, including any subdivision, consolidation or reclassification of the Common Shares, certain distributions of the Common Shares or securities convertible into Common Shares, or of other securities or assets of the Corporation, certain offerings of rights, warrants or options and certain capital reorganizations of the Corporation, including any amalgamation, merger or arrangement or a sale or conveyance of the property or assets of the Corporation. The adjustments provided for in the Special Warrant Indenture are cumulative and, subject to certain conditions, shall apply (without duplication) to successive issues, subdivisions, combinations, consolidations, distributions and any other events that require adjustment to the number or kind of securities issuable thereunder.

No fractional Qualified Shares or Qualified Warrants will be issued upon the exercise of the Special Warrants. The holding of Special Warrants does not make the holder thereof a shareholder of the Corporation or entitle the holder to any right or interest in respect thereof except as expressly provided in the Special Warrant Indenture.

The Special Warrant Indenture provides that all holders of Special Warrants shall be bound by any resolution passed at a meeting of the holders of Special Warrants held in accordance with the provisions of the Special Warrant Indenture and resolutions signed by the holders of a specified majority of Special Warrants.

### **Common Shares**

The Corporation is authorized to issue an unlimited number of Common Shares. As at September 20, 2011, the Corporation had 58,421,634 Common Shares issued and outstanding. In addition, 5,331,250 Common Shares are reserved for issuance under stock options granted to directors, officers, employees and consultants and 11,608,560 Common Shares are reserved for issuance upon exercise of outstanding Common Share purchase warrants.

The holders of Common Shares are entitled to receive notice of and attend all meetings of shareholders with each Common Share held entitling the holder to one vote on any resolution to be passed at such shareholder meetings. The holders of Common Shares are entitled to dividends if, as and when declared by



the board of directors of the Corporation. The Common Shares are entitled upon liquidation, dissolution or winding up of the Corporation, to receive the remaining assets of the Corporation available for distribution to shareholders. The Corporation's constating documents contain no restrictions on the right to hold or vote the Common Shares.

## **Warrants**

The Qualified Warrants which are issuable upon the exercise or deemed exercise of the Special Warrants will be created and issued by the Corporation pursuant to the warrant indenture dated the Closing Date (the "**Warrant Indenture**") between the Corporation and the Equity Financial Trust Company (the "**Warrant Agent**"). The Qualified Warrants may be surrendered for exercise or transfer with the Warrant Agent at its principal offices in Toronto, Ontario.

The following summarizes certain provisions of the Warrant Indenture, does not purport to be complete and is subject in its entirety to the detailed provisions of the Warrant Indenture. Reference is made to the Warrant Indenture for the full text of the attributes of the Qualified Warrants. A copy of the Warrant Indenture is available on the Corporation's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Each Qualified Warrant entitles the holder thereof to purchase one Qualified Warrant Share at a price of \$1.20 at any time prior to the Warrant Expiry Time, after which time the Qualified Warrants will expire and become null and void. Under the Warrant Indenture, the Corporation will be entitled to purchase in the market, by private contract or otherwise, all or any of the Qualified Warrants then outstanding and any Qualified Warrants so purchased will be cancelled. Under the Warrant Indenture, the Corporation will have the ability to issue further Common Share purchase warrants, in addition to the Qualified Warrants to be issued pursuant to exercise or deemed exercise of the Special Warrants, without the consent of the holders of the Qualified Warrants.

The Warrant Indenture provides for adjustment in the number of Qualified Warrant Shares issuable upon the exercise of the Qualified Warrants and the exercise price per Qualified Warrant Share upon the occurrence of certain events, including:

- the issuance of Common Shares or securities exchangeable for or convertible into Common Shares to all or substantially all of the holders of the Common Shares as a stock dividend or other distribution;
- the subdivision, redivision or change of the Common Shares into a greater number of shares;
- the reduction, combination or consolidation of the Common Shares into a lesser number of shares;
- the issuance to all or substantially all of the holders of the Common Shares of rights, options or warrants under which such holders are entitled, during a period expiring not more than 45 days after the record date for such issuance, to subscribe for or purchase Common Shares, or securities exchangeable for or convertible into Common Shares, at a price per share to the holder (or at an exchange or conversion price per share) of less than 95% of the "current market price", as defined in the Warrant Indenture, for the Common Shares on such record date; and
- the issuance or distribution to all or substantially all of the holders of the Common Shares of shares of any class other than the Common Shares, rights, options or warrants to acquire Common Shares or securities exchangeable or convertible into Common Shares, evidences of indebtedness or cash, securities or any property or other assets.

The Warrant Indenture provides for adjustment in the class and number of securities issuable upon the exercise of the Qualified Warrants and the exercise price per security in the event of the following additional events: (i) reclassifications of the Common Shares; (ii) consolidations, amalgamations, plans of arrangement or mergers of the Corporation with or into another entity (other than consolidations, amalgamations, plans of arrangement or mergers that do not result in any reclassification of the Common Shares or a change of the Common Shares into other shares); or (iii) the transfer (other than to one of the Corporation's subsidiaries) of the Corporation's undertaking or assets as an entirety or substantially as an entirety to another Corporation or other entity. No adjustment in the exercise price or the number of Qualified Warrant Shares issuable upon the exercise of a Qualified Warrant will be required to be made

unless the cumulative effect of such adjustment or adjustments would change the exercise price by at least 1% or the number of Qualified Warrant Shares issuable upon exercise of a Qualified Warrant.

The Corporation also covenants in the Warrant Indenture that, during the period in which the Qualified Warrants are exercisable, it will give notice to the holders of Qualified Warrants of certain stated events, including events that would result in the adjustment to the exercise price of the Qualified Warrants or the number of Qualified Warrant Shares issuable upon exercise of the Qualified Warrants, at least 14 days prior to the record date or effective date, as the case may be, of such event.

No fractional Qualified Warrant Shares are issuable to any holder of Qualified Warrants upon the exercise thereof, and no cash or other consideration will be paid in lieu of fractional shares. Holders of Qualified Warrants do not have any voting or pre-emptive rights or any other rights of a holder of Common Shares.

From time to time, the Warrant Agent and the Corporation, without the consent of the holders of Qualified Warrants, may amend or supplement the Warrant Indenture for certain purposes, including curing defects or inconsistencies or making any change that does not adversely affect the rights of any holder of Qualified Warrants. Any amendment or supplement to the Warrant Indenture that adversely affects the interest of the holders of the Qualified Warrants may only be made by "extraordinary resolution", which is defined in the Warrant Indenture as a resolution either: (i) passed at a meeting of the holders of Qualified Warrants at which there are holders of Qualified Warrants present in person or represented by proxy representing at least 25% of the aggregate number of the then outstanding Qualified Warrants and passed by the affirmative vote of holders of Qualified Warrants representing not less than two-thirds of the aggregate number of all the then outstanding Qualified Warrants represented at the meeting and voted on the poll upon such resolution; or (ii) adopted by an instrument in writing signed by the holders of Qualified Warrants representing not less than two-thirds of the number of all the then outstanding Warrants.

### CONSOLIDATED CAPITALIZATION

The following table represents the consolidated capitalization of the Corporation as at March 31, 2011, and April 12, 2011 as well as after giving effect to the completion of the Special Warrant Offering as at such dates:

Designation of Security	As at March 31, 2011	As at March 31, 2011 after giving effect to the Special Warrant Offering <sup>(1)(2)</sup>	As at April 12, 2011 after the issuance of securities pursuant to the Qualifying Transaction	As at April 12, 2011, after the issuance of securities pursuant to the Qualifying Transaction and after giving effect to the Special Warrant Offering <sup>(1)(2)</sup>
<b>Share Capital</b>				
Common Shares	10,092,500	25,717,500	55,769,884	71,394,884
Options	nil	nil	3,831,250	3,831,250
Warrants	364,250	8,176,750	13,287,810	21,100,310
Fully Diluted	10,456,750	33,894,250	72,888,944	96,326,444
<b>Long Term Debt</b>	nil	nil	nil	nil

Notes:

- (1) Includes the Broker Unit Shares and Broker Unit Warrants issuable upon the exercise of the Broker Units.
- (2) Assumes that all of the Qualified Shares and Qualified Warrants are issued upon the exercise or deemed exercise of the Special Warrants.

## PRIOR SALES

During the twelve months preceding the date of this short form prospectus, the Corporation issued the following securities:

<u>Date of Grant/Issue</u>	<u>Number and Type of Securities</u>	<u>Price/Exercise Price</u>
April 12, 2011	45,677,384 Common Shares <sup>(1)</sup>	\$0.20
April 12, 2011	12,923,560 Warrants <sup>(2)</sup>	\$0.13- \$0.30
April 28, 2011	45,000 Common Shares <sup>(3)</sup>	\$0.30
May 3, 2011	200,000 Common Shares <sup>(3)</sup>	\$0.30
May 3, 2011	9,883 Common Shares <sup>(3)</sup>	\$0.10
May 18, 2011	18,750 Common Shares <sup>(3)</sup>	\$0.24
June 3, 2011	344,367 Common Shares <sup>(3)</sup>	\$0.10
June 14, 2011	5,625 Common Shares <sup>(3)</sup>	\$0.30
June 14, 2011	15,625 Common Shares <sup>(3)</sup>	\$0.20 and \$0.24
June 23, 2011	225,000 Common Shares <sup>(3)</sup>	\$0.20 and \$0.24
June 27, 2011	850,000 Common Shares <sup>(3)</sup>	\$0.30
June 27, 2011	625,000 Common Shares <sup>(3)</sup>	\$0.15
June 27, 2011	312,500 Common Shares <sup>(3)</sup>	\$0.30
July 26, 2011	15,625,000 Special Warrants <sup>(4)</sup>	\$0.80
July 26, 2011	781,250 Compensation Options <sup>(4)(5)</sup>	nil

Notes:

- (1) Issued to Stannico shareholders at a deemed issuance price of \$0.20 per share pursuant to the Qualifying Transaction.
- (2) Issued to Stannico warrant holders with an exercise price of between \$0.13 and \$0.30 pursuant to the Qualifying Transaction.
- (3) Issued pursuant to the exercise of Common Share purchase warrants.
- (4) Issued pursuant to the Special Warrant Offering.
- (5) Each Compensation Option will automatically be exercised into one Broker Warrant at the Expiry Time. Each Broker Warrant is exercisable for one Broker Unit at a price of \$0.80 until July 26, 2013. Each Broker Unit consists of one Broker Unit Share and one-half of one Broker Unit Warrant, with each whole Broker Unit Warrant exercisable into one Broker Share at an exercise price of \$1.20 until July 26, 2013.

In addition, the following incentive stock options were granted during the twelve months preceding the date of this short form prospectus pursuant to the Corporation's stock option plan:

<u>Date of Issue</u>	<u>Number of Options</u>	<u>Exercise Price</u>	<u>Expiry Date</u>
April 12, 2011	2,756,250 <sup>(1)</sup>	\$0.267	August 1, 2015
April 12, 2011	950,000 <sup>(1)</sup>	\$0.267	February 1, 2016
April 12, 2011	125,000 <sup>(1)</sup>	\$0.267	April 7, 2016
May 4, 2011	1,500,000	\$1.05	May 4, 2016
<b>TOTAL</b>	<b>5,331,250</b>		

Note:

- (1) These options were issued to Stannico optionholders on April 12, 2011 pursuant to the Qualifying Transaction.

## PRICE RANGE AND TRADING VOLUME OF SECURITIES

The Common Shares were listed for trading on the TSXV on July 2, 2009 following the completion of the IPO. Trading of the Common Shares was halted on September 21, 2009 pending the announcement and completion of the Qualifying Transaction. The Common Shares resumed trading on April 20, 2011 under the symbol "TIN". The high and low trading prices and the aggregate volume of trading of the Common Shares on a monthly basis for the 12 months preceding the date of this short form prospectus, as reported by the TSXV, are set forth below:

<u>Month</u>	<u>High</u>	<u>Low</u>	<u>Volume</u>
September 1 to 20, 2011	\$0.69	\$0.47	208,850
August, 2011	\$0.70	\$0.53	254,475
July, 2011	\$0.89	\$0.62	795,356
June, 2011	\$1.05	\$0.60	1,241,433
May, 2011	\$1.20	\$0.90	4,891,765
April, 2011	\$1.40	\$0.48	3,425,920

On September 20, 2011, the last trading day prior to filing of this short form prospectus, the closing price of the Common Shares on the TSXV was \$0.49.

### **USE OF PROCEEDS**

The gross proceeds to the Corporation from the Special Warrant Offering was \$12,500,000. The net proceeds to the Corporation are estimated to be \$11,325,000, after deducting the Agents' Commission of \$750,000, the Advisory Fee of \$125,000 and the estimated expenses of the Special Warrant Offering and the qualification for distribution of the Qualified Securities, estimated to be \$300,000. The Corporation will not receive any additional cash proceeds upon the exercise or deemed exercise of the Special Warrants.

The Corporation intends to use the net proceeds of the Special Warrant Offering to proceed with the development of the Oropesa Property as outlined in the Corporation's most recent technical report entitled "NI 43-101 Technical Report for the Oropesa Property Cordoba Province, Region of Andalucia, Spain of Mvias de Estano, de Espana, S.L.U." dated effective August 16, 2011 (the "**Technical Report**") incorporated by reference into the AIF. The costs to complete Phase I of the exploration program are estimated to be \$6,480,000 and will be spent from the net proceeds of the Special Warrant Offering over a period of approximately 12 months. As of September 21, 2011, the Corporation has spent approximately \$800,000 of the net proceeds of the Special Warrant Offering, consisting of \$655,000 on drilling and assay testing on the Oropesa Property and \$145,000 in overhead and administrative expenses. Contingent upon positive results from the Phase I exploration program, the Corporation may apply any remaining net proceeds of the Special Warrant Offering towards the commencement of the Phase II exploration program or for general working capital and additional exploration efforts. See "Risk Factors".

Pending such uses, the Corporation may invest some of the net proceeds in short-term investment-grade securities or bank deposits. The Corporation intends to use the estimated net proceeds as stated in this short form prospectus; however, there may be circumstances where, for sound business reasons, a reallocation of proceeds may be deemed prudent or necessary.

### **PLAN OF DISTRIBUTION**

This short form prospectus is being filed in the Filing Provinces to qualify the distribution of 15,625,000 Qualified Shares and 7,312,500 Qualified Warrants issuable upon the exercise or deemed exercise of 15,625,000 previously issued Special Warrants and 781,250 Broker Warrants issuable upon the automatic exercise of 781,250 previously issued Compensation Options. This short form prospectus also qualifies any Penalty Securities that are issuable pursuant to the Penalty Provision.

On the Closing Date and pursuant to the terms of the Agency Agreement, the Corporation completed a private placement of 15,625,000 Special Warrants pursuant to prospectus exemptions under applicable securities legislation. Pursuant to the Agency Agreement, the Corporation appointed the Agents as its exclusive agents to sell the Special Warrants in the Filing Provinces and certain other jurisdictions outside of Canada on a private placement basis at a price of \$0.80 per Special Warrant. Pursuant to the Agency Agreement, Eurotin has paid a cash commission of \$750,000 to the Agents (excluding reimbursement for certain expenses incurred in connection with the Special Warrant Offering by the Agents). The Corporation also issued 781,250 Compensation Options to the Agents, which automatically exercise into the Broker Warrants at the Expiry Time. The Broker Warrants will be exercisable for Broker Units at an exercise price equal to the Offering Price until July 26, 2013. This short form prospectus also qualifies the distribution of the Broker Warrants and the Broker Units issuable upon the exercise of the Broker Warrants. The Agents will not receive any fees or other compensation in connection with the distribution of the Qualified Securities under this short form prospectus. The Offering Price was determined by arm's length

negotiation between the Corporation and the Lead Agent, acting on behalf of itself and the other Agents, in the context of market conditions.

In addition, Eurotin also paid PowerOne the Advisory Fee of \$125,000 for acting as special financial advisor to the Corporation in connection with the Special Warrant Offering.

The Corporation has agreed to use its best efforts to prepare and file this short form prospectus under the applicable securities laws of the Filing Provinces, to satisfy all comments from the regulators in each of the Filing Provinces with respect to this short form prospectus as soon as possible and to obtain a Final Receipt in each of the Filing Provinces prior to 4:00 p.m. (Toronto time) on the Qualification Deadline, provided that if the Corporation has not obtained the Final Receipt prior to the Qualification Deadline, it will continue to use reasonable best efforts to obtain such Final Receipt as soon as possible following the Qualification Deadline and prior to November 27, 2011.

In the event that the Final Receipt is not obtained prior to the Qualification Deadline, each unexercised Special Warrant shall thereafter entitle the holder to receive upon exercise or deemed exercise thereof, for no additional consideration, 1.1 Qualified Shares (in lieu of one Qualified Share) and 0.55 of one Qualified Warrant (in lieu of 0.5 of one Qualified Warrant). This short form prospectus also qualifies the distribution of any Penalty Securities issuable pursuant to the Penalty Provision upon the exercise or deemed exercise of the Special Warrants or the Broker Warrants, as applicable.

**Any Qualified Shares and Qualified Warrants issued upon exercise of the Special Warrants prior to the Automatic Exercise Date will be subject to relevant hold periods under applicable securities legislation and shall bear such legends as required by securities laws.**

The Special Warrants were issued pursuant to the terms of the Special Warrant Indenture. Each Special Warrant entitles the holder thereof to receive one Unit, subject to adjustment in certain circumstances as set forth in the Special Warrant Indenture and to the Penalty Provision, upon exercise or deemed exercise of the Special Warrants without payment of any additional consideration. **Any Special Warrants that have not been exercised prior to the Expiry Time will be deemed to have been exercised at the Expiry Time in accordance with the terms of the Special Warrant Indenture.**

The Special Warrant Offering was conducted through the book based system and the Special Warrants were issued in registered form to CDS and deposited with CDS on the Closing Date. The Qualified Shares and Qualified Warrants issued upon exercise or deemed exercise of the Special Warrants will also be held by CDS and a purchaser of the Special Warrants will not receive definitive certificates representing the Qualified Shares and Qualified Warrants.

Pursuant to the Agency Agreement, the Corporation has agreed that it will not offer, issue or sell or enter into any agreement to offer, sell or issue (or announce any intention to do any of the foregoing) any Common Shares or securities convertible or exercisable into Common Shares for a period of 90 days following the Closing Date without the prior written consent of the Lead Agent, on behalf of the Agents, such consent not to be unreasonably withheld, except pursuant to: (i) the grant or exercise of stock options and other similar issuances pursuant to the stock option plan of the Corporation and other existing share compensation arrangements; (ii) outstanding Common Share purchase warrants or other convertible securities; (iii), obligations in respect of existing agreements; or (iv) entering into merger and acquisition transactions of share or assets of other corporations or entities pursuant to which securities of the Corporation may be issued.

The Corporation has also caused its officers and directors to enter into lock up agreements in favour of the Agents, evidencing their agreement not to offer, sell or resell (or announce any intention to do any of the foregoing) any Common Shares or financial instruments or securities convertible into, exercisable or exchange for Common Shares for a period of 90 days from the Closing Date, other than as permitted pursuant to the terms of the lock up agreements.

Pursuant to the terms of the Agency Agreement, the Corporation has agreed to indemnify the Agents and their respective affiliates and their respective directors, officers, employees and partners against certain

liabilities, including civil liabilities under Canadian provincial securities legislation, or to contribute to any payments the Agents may be required to make in respect thereof.

The Corporation has received the approval of the TSXV for the Special Warrant Offering and the listing of the Qualified Shares to be distributed upon exercise or deemed exercise of the Special Warrants, including the Qualified Warrant Shares to be issued upon exercise of the Qualified Warrants.

### **No Registration in the United States of America**

The Special Warrants and the underlying Qualified Securities qualified for distribution hereby have not been and will not be registered under the U.S. Securities Act or any state securities laws and, subject to registration under the U.S. Securities Act and applicable state securities laws or certain exemptions therefrom, may not be offered, sold, transferred, delivered or otherwise disposed of, directly or indirectly, within the United States or to, or for the account or benefit of, any U.S. Person (as such term is defined in Regulation S under the U.S. Securities Act). Each Agent has agreed that, except as permitted under the Agency Agreement, it will not offer, sell, transfer, deliver or otherwise dispose of, directly or indirectly, the Qualified Securities at any time within the United States or to, or for the account or benefit of, any U.S. Person, except pursuant to an exemption from registration under the U.S. Securities Act.

This short form prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the Special Warrants or the Qualified Securities in the United States or to, or for the account or benefit of, U.S. Persons. In addition, until forty (40) days after the commencement of the Special Warrant Offering, an offer or sale of the Qualified Securities within the United States by any dealer (whether or not participating in the Special Warrant Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with an exemption from registration under the U.S. Securities Act.

### **ELIGIBILITY FOR INVESTMENT**

In the opinion of Cummings, Cooper, Schusheim, Berliner LLP, tax counsel to the Corporation, and Cassels Brock & Blackwell LLP, counsel to the Agents: (a) the Qualified Shares and the Qualified Warrant Shares would, if issued on the date hereof and if listed at that time on a “designated stock exchange”, as defined in the Income Tax Act (Canada) the (“**Tax Act**”), (which currently includes Tier 1 and 2 of the TSXV), be qualified investments under the Tax Act and the regulations thereunder (the “**Regulations**”) for trusts governed by registered retirement savings plans, registered retirement income funds, registered education savings plans, deferred profit sharing plans, registered disability savings plans and tax-free savings account (“**TFSAs**” and collectively, “**Registered Plans**”), and (b) the Qualified Warrants would, if issued on the date hereof, be qualified investments for a Registered Plan provided that: (i) the Qualified Warrants are listed on a “designated stock exchange” or (ii) the Qualified Warrant Shares issuable on the exercise of the Qualified Warrants would, if issued on the date hereof, be listed at that time on a “designated stock exchange”, and the Corporation is not an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, such Registered Plan and the Corporation deals at arm’s length (within the meaning of the Tax Act) with each person that is an annuitant, a beneficiary, an employer or a subscriber under, or a holder of, such Registered Plan.

Notwithstanding the foregoing, the holder of the TFSA will be subject to a penalty tax on a Qualified Security held in the TFSA if such Qualified Security is a “prohibited investment” for the TFSA. A Qualified Security will generally not be a prohibited investment unless either: (i) the holder of the TFSA does not deal at arm’s length with the Corporation (within the meaning of the Tax Act), or (ii) the holder of the TFSA has a “significant interest” (within the meaning of the Tax Act) in the Corporation or a corporation, partnership or trust with which the Corporation does not deal at arm’s length for the purposes of the Tax Act. Prospective investors should consult their own tax advisers as to whether a Qualified Security will be “prohibited investment” in their particular circumstances.

The 2011 Federal Budget extended the concept of “prohibited investment” to registered retirement savings plans and registered retirement income funds. Holders should consult their own tax advisers in this regard.

## CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cummings, Cooper, Schusheim, Berliner LLP, counsel to the Corporation, and Cassels Brock & Blackwell LLP, counsel to the Agents, the following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the Tax Act generally applicable to a purchaser who acquires a Qualified Security pursuant to the exercise or deemed exercise of the Special Warrants. This summary is applicable only to a purchaser who, at all relevant times, deals at arm's length and is not affiliated with the Corporation and the Agents, and who will acquire and hold such Qualified Securities as capital property (each, a "**Holder**"), all within the meaning of the Tax Act. Any Qualified Securities will generally be considered to be capital property to a Holder unless the Holder holds such securities in the course of carrying on a business or has acquired them in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary does not apply to a holder of Qualified Securities (i) that is a "financial institution", as defined in the Tax Act for purposes of the mark-to-market property rules; (ii) an interest in which is or would constitute a "tax shelter investment" as defined in the Tax Act; (iii) that is a "specified financial institution" as defined in the Tax Act; or (iv) that reports its Canadian tax results in a currency other than the Canadian currency. Such holders should consult their own tax advisors with respect to an investment in Qualified Securities.

This summary is based upon the current provisions of the Tax Act, specific proposals to amend the Tax Act (the "**Tax Proposals**") which have been announced by or on behalf the Minister of Finance (Canada) prior to the date hereof, and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency. This summary assumes that the Tax Proposals will be enacted in the form proposed and does not take into account or anticipate any other changes in law, whether by way of judicial, legislative or governmental decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ from the Canadian federal income tax considerations discussed herein. No assurances can be given that such Tax Proposals will be enacted as proposed or at all, or that legislative, judicial or administrative changes will not modify or change the statements expressed herein.

This summary is not exhaustive of all possible Canadian federal income tax considerations applicable to an investment in the Qualified Securities and is not intended to be, nor should it be construed to be, legal or income tax advice to any particular Holder. Holders are urged to consult their own income tax advisors with respect to the tax consequences applicable to them based on their own particular circumstances.

### *Residents of Canada*

This portion of the summary is applicable to a Holder, who, for the purposes of the Tax Act and any applicable income tax treaty or convention, is resident or deemed to be resident in Canada at all relevant times (each, a "**Resident Holder**"). Certain Resident Holders whose Qualified Shares or Qualified Warrant Shares might not otherwise qualify as capital property may be entitled to make the irrevocable election provided by subsection 39(4) of the Tax Act to have the Qualified Shares or Qualified Warrant Shares and every other "Canadian security" (as defined by the Tax Act) owned by such Resident Holder in the taxation year of the election and in all subsequent taxation years deemed to be capital property. The Qualified Warrants are not Canadian securities for this purpose. Resident Holders should consult their own tax advisors for advice as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

Subject to certain exceptions that are not discussed herein, for the purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Qualified Securities (including dividends, adjusted cost base and proceeds of disposition) must be determined in Canadian dollars based on the rate of exchange quoted by the Bank of Canada at noon on the date the amount first arose or such other rate of exchange as is acceptable to Canada Revenue Agency.

### *Allocation Of Purchase Price*

A Resident Holder will be required to allocate the purchase price of each Special Warrant between the Qualified Share and the one-half of one Qualified Warrant comprising the Special Warrant on a reasonable basis, in order to determine their respective costs for purposes of the Tax Act. The Corporation estimated the fair value, as of a current date, of each Qualified Share and each one-half of one Qualified Warrant as \$0.799 and \$0.001, respectively. Although the Corporation believes such allocation is reasonable, such allocation will not be binding on the Canada Revenue Agency. The adjusted cost base to a Resident Holder of a Qualified Warrant Share acquired hereunder will be determined by averaging the cost of that Qualified Warrant Share with the adjusted cost base (determined immediately before the acquisition of the Qualified Warrant Share) of all other Common Shares (if any) held as capital property at that time by the Resident Holder.

### *Exercise Or Expiry Of Qualified Warrants*

A Resident Holder will not realize a gain or loss upon the exercise of a Qualified Warrant to acquire a Qualified Warrant Share. Where Qualified Warrants are exercised, the Resident Holder's cost of the Qualified Warrant Shares acquired thereby will be equal to the aggregate of the Resident Holder's adjusted cost base of the Qualified Warrants so exercised plus the exercise price paid for the Qualified Warrant Shares. The Resident Holder's adjusted cost base of the Qualified Warrant Shares so acquired will be determined by averaging the cost of those Qualified Warrant Shares with the adjusted cost base (determined immediately before the acquisition of the Qualified Warrant Shares) of all other Common Shares (if any) held as capital property by such Resident Holder at the time of acquisition. In the event of the expiry of an unexercised Qualified Warrant, the Resident Holder will realize a capital loss equal to the Resident Holder's adjusted cost base of such Qualified Warrant. The tax treatment of capital losses is discussed in greater detail below under the subheading "Taxation of Capital Gains and Capital Losses".

### *Disposition of Qualified Warrant Shares, Qualified Shares and Qualified Warrants*

A Resident Holder who disposes of or is deemed to have disposed of a Qualified Share or Qualified Warrant Share (except to the Corporation or in a tax-deferred transaction) or a Qualified Warrant (other than a disposition arising on the exercise or expiry of a Qualified Warrant) will generally realize a capital gain (or incur a capital loss) in the year of disposition equal to the amount by which the proceeds of disposition in respect of the Qualified Share, Qualified Warrant Share or the Qualified Warrant exceed (or are exceeded by) the aggregate of the adjusted cost base of such Qualified Share, Qualified Warrant Share or Qualified Warrant, as the case may be, and any reasonable expenses associated with the disposition. The tax treatment of capital gains and capital losses is discussed in greater detail below under the subheading "Taxation of Capital Gains and Capital Losses".

### *Taxation of Capital Gains and Capital Losses*

Generally, one-half of any capital gain (a "**taxable capital gain**") realized by a Resident Holder must be included in the Resident Holder's income for the taxation year in which the disposition occurs. Subject to and in accordance with the provisions of the Tax Act, one-half of any capital loss incurred by a Resident Holder (an "**allowable capital loss**") may be used to offset taxable capital gains realized by the Resident Holder in the taxation year of disposition. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be applied to reduce net taxable capital gains realized by the Resident Holder in the three preceding taxation years or in any subsequent year in the circumstances and to the extent provided in the Tax Act. A capital loss realized on the disposition of a Qualified Share or Qualified Warrant Share by a Resident Holder that is a corporation may in certain circumstances be reduced by the amount of dividends which have been previously received or deemed to have been received by the Resident Holder on such share. Similar rules may apply where a corporation is, directly or through a trust or partnership, a member of a partnership or a beneficiary of a trust that owns Qualified Shares or Qualified Warrant Shares. Capital gains realized by an individual and certain trusts may result in the individual or trust paying alternative minimum tax under the Tax Act. A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable to pay a refundable tax of 6<sup>2/3</sup>% on its



“aggregate investment income” for the year, which is defined in the Tax Act to include an amount in respect of taxable capital gains.

### ***Taxation of Dividends Received by Resident Holders***

Dividends received or deemed to be received on the Qualified Shares or Qualified Warrant Shares will be included in computing the Resident Holder’s income. Dividends (including deemed dividends) received on Qualified Shares or Qualified Warrant Shares by a Resident Holder who is an individual (and certain trusts) will be included in the Resident Holder’s income and be subject to the gross-up and dividend tax credit rules applicable to taxable dividends received by an individual from taxable Canadian corporations, including the enhanced gross-up and dividend tax credit for “eligible dividends” properly designated as such by the Corporation. Taxable dividends received by such a Resident Holder may give rise to alternative minimum tax under the Tax Act. Dividends (including deemed dividends) received on Qualified Shares or Qualified Warrant Shares by a Resident Holder that is a corporation will be included in the Resident Holder’s income and will normally be deductible in computing such Resident Holder’s taxable income. A Resident Holder that is a “private corporation” (as defined in the Tax Act) or any other corporation resident in Canada and controlled, whether by reason of a beneficial interest in one or more trusts or otherwise, by or for the benefit of an individual (other than a trust) or a related group of individuals (other than trusts), may be liable to pay a 33<sup>1/3</sup>% refundable tax under Part IV of the Tax Act on dividends received on the Qualified Shares or Qualified Warrant Shares to the extent that such dividends are deductible in computing the Resident Holder’s taxable income.

### ***Non-Residents of Canada***

This portion of the summary is generally applicable to a Holder who, for purposes of the Tax Act and at all relevant times, is neither resident nor deemed to be resident in Canada and does not use or hold, and will not be deemed to use or hold, Qualified Shares, Qualified Warrant Shares or Qualified Warrants in a business carried on in Canada (each, a “**Non-Resident Holder**”). Special considerations, which are not discussed in the summary, may apply to a purchaser under the Special Warrant Offering that is an insurer that carries on an insurance business in Canada and elsewhere, and such purchasers should consult their own advisers.

### ***Dispositions***

A Non-Resident Holder generally will not be subject to tax under the Tax Act in respect of a capital gain realized on the disposition or deemed disposition of a Qualified Share, Qualified Warrant Share or a Qualified Warrant, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Qualified Warrant Share, Qualified Share or Qualified Warrant is, or is deemed to be, “taxable Canadian property” to the Non-Resident Holder for purposes of the Tax Act, and the gain is not exempt from tax pursuant to the terms of an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident. Generally, provided the Qualified Shares and Qualified Warrant Shares are listed on a designated stock exchange for the purposes of the Tax Act, which currently includes Tier 1 and 2 of the TSXV, at the time of disposition, the Qualified Shares, Qualified Warrant Shares and Qualified Warrants should not constitute “taxable Canadian property” of a Non-Resident Holder, unless, the Qualified Shares, Qualified Warrant Shares or Qualified Warrants are deemed under the Tax Act to be taxable Canadian property or at any time during the 60-month period immediately preceding the disposition, (i) the Non-Resident Holder, persons with whom the Non-Resident Holder did not deal at arm’s length, or the Non-Resident Holder together with all such persons, owned 25% or more of the issued Qualified Shares, Qualified Warrant Shares or any other class or series of shares of the Corporation; and (ii) more than 50% of the fair market value of the Qualified Shares or Qualified Warrant Shares, as the case may be, was derived directly or indirectly, from one or any combination of real or immovable property situated in Canada, Canadian resource property, timber resource property, or any option in respect of, or interest in, or for Civil law a right in, such properties. If a Non-Resident Holder to whom Qualified Shares, Qualified Warrant Shares or Qualified Warrants are taxable Canadian property is not exempt from tax pursuant to a tax treaty, the consequences described under the heading “Residents of Canada” will generally apply. Non-Resident Holders whose Qualified Securities are taxable Canadian property should consult their own tax advisors.

### ***Taxation of Dividends received by Non-Resident Holders***

Dividends paid or credited or deemed to be paid or credited on Qualified Shares or Qualified Warrant Shares to a Non-Resident Holder will be subject to non-resident withholding tax under the Tax Act at the rate of 25%, although such rate may be reduced under the terms of an applicable income tax treaty or convention between Canada and the country in which the Non-Resident Holder is resident. Non-Resident Holders should consult their own tax advisors.

## **RISK FACTORS**

**An investment in the Qualified Securities to be issued upon the exercise or deemed exercise of the Special Warrants is subject to certain risks. Investors should carefully consider the risks described hereunder, together with those risk factors discussed in the AIF which are incorporated by reference into this short form prospectus and the annual and interim financial statements and management discussion & analysis as filed on [www.sedar.com](http://www.sedar.com).**

The mineral exploration industry is very competitive and is subject to many risks. Many of these risks are outside of Eurotin's control. Management has identified certain key risks and their potential impact on Eurotin's operations. Financial market instability has affected Eurotin's ability and that of other exploration and development companies, to access equity or debt markets at all or on acceptable terms. Other risks are set out below.

### **Use of Proceeds**

The Corporation currently intends to allocate the net proceeds received from the Special Warrant Offering as described under "Use of Proceeds". However, the Corporation will have discretion in the actual application of the net proceeds, and may elect to allocate proceeds differently than described under "Use of Proceeds" if it believes it would be in its best interests to do so. In addition, in the event that the results of the Phase I exploration program do not merit the commencement of the Phase II exploration program, the Corporation will have unallocated net proceeds from the Special Warrant Offering which may be applied at the discretion of management. The failure by the Corporation to apply these funds effectively could materially affect the Corporation's business.

### **Phase II Exploration Program Dependent on Phase I Results**

The implementation of all or any part of the Phase II exploration program at the Oropesa Property as recommended in the Technical Report is dependent on achieving positive results from the Phase I exploration program. There is no assurance that the results of the Phase I program will be positive or merit the continuation into the Phase II program. The lack of success at the Phase I stage may have an adverse impact on the business of the Corporation and require the Corporation to re-evaluate its intentions in respect of the Oropesa Property. As the Oropesa Property is the Corporation's only material property, an inability to successfully explore and develop this property could have a materially adverse impact on the Corporation's business and financial conditions.

### **Market for Warrants**

There is currently no market through which the Qualified Warrants may be sold and purchasers may not be able to resell the Qualified Warrants that comprise a portion of the securities that are being qualified for distribution under this short form prospectus. This may affect the pricing of the Qualified Warrants in the secondary markets, the transparency and availability of trading prices, the liquidity of the Qualified Warrants and the extent of issuer regulation. The Corporation does not intend to apply to list the Qualified Warrants distributed under this short form prospectus on the TSXV or any other stock exchange.

### **Volatility of Market Price of Common Shares**

The market price of the Common Shares may be volatile. The volatility may affect the ability of holders of Common Shares to sell the Common Shares at an advantageous price. Market price fluctuations in the

Common Shares may be due to the Corporation's operating results failing to meet the expectations of securities analysts or investors in any quarter, downward revision in securities analysts' estimates, governmental regulatory action, adverse change in general market conditions or economic trends, acquisitions, dispositions or other material public announcements by the Corporation or its competitors, along with a variety of additional factors, including, without limitation, those set forth under "Forward-Looking Statements" in this short form prospectus. In addition, the market price for securities in the stock markets, including the TSXV, recently experienced significant price and trading fluctuations. These fluctuations have resulted in volatility in the market prices of securities that often has been unrelated or disproportionate to changes in operating performance. These broad market fluctuations may adversely affect the market price of the Common Shares.

#### **AUDITORS, REGISTRAR AND TRANSFER AGENT OF THE CORPORATION**

The auditors of the Corporation are Shimmerman Penn LLP, Chartered Accountants, Toronto, Ontario. The registrar and transfer agent for the Common Shares is Equity Financial Trust Company at its principal offices in Toronto, Ontario.

#### **INTERESTS OF EXPERTS**

Certain legal matters relating to the Special Warrant Offering will be passed upon by Chitiz Pathak LLP and Cummings, Cooper, Schusheim, Berliner LLP on behalf of the Corporation and Cassels Brock & Blackwell LLP on behalf of the Agents. As of the date of this short form prospectus, the partners and associates of Cummings, Cooper, Schusheim, Berliner LLP and Cassels Brock & Blackwell LLP, each as a group, beneficially own, directly or indirectly, less than 1% of the Common Shares. As of the date of this short form prospectus, the partners and associates of Chitiz Pathak LLP as a group, beneficially own, directly or indirectly, 2,900,000 Common Shares, representing approximately 5% of the Common Shares.

James G. Burns, the author of the Technical Report, is the responsible independent qualified person in accordance with NI 43-101. As at the date hereof, James G. Burns, does not have any interest in the Oropesa Property or securities of Eurotin.

Shimmerman Penn LLP were the auditors of the Corporation and performed the audit in respect of the audited annual consolidated financial statements of the Corporation as at and for the 15 months ended March 31, 2011 during which time, such firm was considered independent of the Corporation in accordance with the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of Ontario.

Dale Matheson Carr-Hilton Labonte LLP were the auditors of Stannico and performed the audit in respect of the audited annual consolidated financial statements of the Corporation as at and for the 15 months ended March 31, 2011 during which time, such firm was considered independent of the Corporation in accordance with the meaning of the Rules of Professional Conduct of the Institute of Chartered Accountants of British Columbia.

#### **STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

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

## **CONTRACTUAL RIGHT OF ACTION FOR RESCISSION**

Pursuant to the terms of the subscription agreements entered into on the Closing Date between the Corporation and the purchasers of the Special Warrants, the Corporation has granted to each holder of a Special Warrant a contractual right of rescission of the prospectus-exempt transaction under which the Special Warrant was initially acquired. The contractual right of rescission provides that if a holder of a Special Warrant who acquires Qualified Shares or Qualified Warrants on exercise of the Special Warrant as provided for in this short form prospectus is, or becomes, entitled under the securities legislation of a jurisdiction to the remedy of rescission because of the short form prospectus or an amendment to the short form prospectus containing a misrepresentation: (a) the holder is entitled to rescission of both the holder's exercise of its Special Warrant and the private placement transaction under which the special warrant was initially acquired; (b) the holder is entitled in connection with the rescission to a full refund of all consideration paid to the Corporation or the Agents, as the case may be, on the acquisition of the Special Warrant; and (c) if the holder is a permitted assignee of the interest of the original Special Warrant subscriber, the holder is entitled to exercise the rights of rescission and refund as if the holder was the original subscriber.

The contractual rights of action described above are in addition to and without derogation from any other right or remedy that a purchase of Special Warrant may have at law.

## AUDITORS' CONSENT

We have read the short form prospectus of Eurotin Inc. (the "**Corporation**") dated September 21, 2011 qualifying the distribution of 15,625,000 common shares and 7,812,500 warrants of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the Directors of the Corporation on the consolidated balance sheets of the company as at March 31, 2011 and December 31, 2009 and the consolidated statements of loss and comprehensive loss, changes in shareholders' equity, and cash flows for the fifteen months ended March 31, 2011 and the year ended December 31, 2009, and a summary of significant accounting policies and other explanatory information. Our report is dated July 26, 2011.

*"Shimmerman Penn LLP"*

Shimmerman Penn LLP  
Chartered Accountants  
Licensed Public Accountants  
Toronto, Ontario  
September 21, 2011

## AUDITORS' CONSENT

We have read the short form prospectus of Eurotin Inc. (the "**Corporation**") dated September 21, 2011 qualifying the distribution of 15,625,000 common shares and 7,812,500 warrants of the Corporation. We have complied with Canadian generally accepted standards for an auditor's involvement with offering documents.

We consent to the incorporation by reference in the above-mentioned prospectus of our report to the shareholders of the Stannico Resources Inc. on the balance sheet of the company as at March 31, 2011 and the statement of operations, comprehensive loss, and deficit, and cash flows for the year then ended. Our report is dated July 26, 2011.

*"Dale Matheson Carr-Hilton Labonte LLP"*

Dale Matheson Carr-Hilton Labonte LLP  
Chartered Accountants  
Vancouver, British Columbia  
September 21, 2011

**CERTIFICATE OF THE CORPORATION**

Dated: September 21, 2011

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

By: (signed) "*Peter Miller*"  
President, Chief Executive Officer and Promoter

By: (signed) "*Harvey McKenzie*"  
Chief Financial Officer and Corporate Secretary

**On behalf of the Board of Directors of Eurotin Inc.**

By: (signed) "*David Danziger*"  
Director

By: (signed) "*John Hick*"  
Director

## **CERTIFICATE OF THE AGENTS**

Dated: September 21, 2011

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

### **GMP SECURITIES L.P.**

By: (signed) "*Mark Wellings*"  
Managing Director, Investment Banking

### **CLARUS SECURITIES INC.**

By: (signed) "*Mark Styles*"  
Vice President, Investment Banking

### **DUNDEE SECURITIES LTD.**

By: (signed) "*Brett Whalen*"  
Managing Director, Investment Banking

### **CANACCORD GENUITY CORP.**

By: (signed) "*Craig Warren*"  
Managing Director, Investment Banking

### **RAYMOND JAMES LTD.**

By: (signed) "*David Greifenberger*"  
Managing Director, Investment Banking