

# FORM 11

## NOTICE OF PROPOSED STOCK OPTION GRANT OR AMENDMENT

Name of Listed Issuer: Cerro de Pasco Resources Inc. (the "Issuer").

Trading Symbol: CDPR

Date: May 12, 2021

### 1. New Options Granted:

Date of Grant: May 6, 2021

Name of Optionee	Position (Director/ Officer/ Employee/ Consultant/ Management Company)	Insider Yes or No?	No. of Optioned Shares	Exercise Price	Expiry Date	No. of Options Granted in Past 12 Months
Daniel Mailloux	Consultant	No	100,000	\$0.50	May 6, 2024	100,000
Mezzo Consulting Services	Consultant	No	100,000	\$0.50	May 6, 2024	150,000

Total Number of optioned shares proposed for acceptance: 200,000 .

### 2. Other Presently Outstanding Options:

Name of Optionee	No. of Optioned Shares <sup>(1)</sup>	Exercise Price	Original Date of Grant	Expiry Date
Carl Fleury	Consultant	\$0.40	March 10, 2021	March 10, 2023
Steven Zadka	300,000	\$0.40	August 28, 2020	August 28, 2025
Guy Goulet	450,000	\$0.40	August 28, 2020	August 28, 2025
Neil T. Ringdahl	400,000	\$0.40	August 28, 2020	August 28, 2025

FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT  
OR AMENDMENT

Manuel Rodriguez	400,000	\$0.40	August 28, 2020	August 28, 2025
Robert Boisjoli	500,000	\$0.40	August 28, 2020	August 28, 2025
Diederick Duvenage	100,000	\$0.40	August 28, 2020	August 28, 2025
Edwin Mitchell	150,000	\$0.40	August 28, 2020	August 28, 2025
Shane Whitty	150,000	\$0.40	August 28, 2020	August 28, 2025
Fernando Ghibellini	100,000	\$0.40	August 28, 2020	August 28, 2025
Christopher Fitter	100,000	\$0.40	August 28, 2020	August 28, 2025
John Grewar	100,000	\$0.40	August 28, 2020	August 28, 2025
Bernhard Dold	100,000	\$0.40	August 28, 2020	August 28, 2025
John G. Booth	300,000	\$0.40	August 28, 2020	August 28, 2025
David A. Shaw	300,000	\$0.40	August 28, 2020	August 28, 2025
Frank Hodgson	125,000	\$0.40	August 28, 2020	August 28, 2025
Keith Brill	125,000	\$0.40	August 28, 2020	August 28, 2025
Nathalie Dion	75,000	\$0.40	August 28, 2020	August 28, 2025
Benoit Forget	75,000	\$0.40	August 28, 2020	August 28, 2025
Pyers Griffith	160,000	\$0.40	August 28, 2020	August 28, 2025
Robert Edwards	150,000	\$0.40	August 28, 2020	August 28, 2025
Jean-Jacques Barbeau	100,000	\$0.40	August 28, 2020	August 28, 2025
Daniel Mailloux	100,000	\$0.40	August 28, 2020	August 28, 2025
Fatima Perochena	25,000	\$0.40	August 28, 2020	August 28, 2025
Luciana Carty Motta	30,000	\$0.40	August 28, 2020	August 28, 2025

**FORM 11 – NOTICE OF PROPOSED STOCK OPTION GRANT  
OR AMENDMENT**

John Villanueva	30,000	\$0.40	August 28, 2020	August 28, 2025
Alejandro Arrieta	30,000	\$0.40	August 28, 2020	August 28, 2025
Gavino Gonzales	25,000	\$0.40	August 28, 2020	August 28, 2025
Mezzo Consulting Services	150,000	\$0.40	August 19, 2020	August 19, 2023
Sven Olsson	50,000	\$0.40	August 19, 2020	August 19, 2023
Red Cloud Financial Services Inc.	218,500	\$0.40	December 30, 2019	December 30, 2022
Benoît Forget	50,000	\$0.40	March 28, 2019	March 29, 2024
Guy Goulet	1,000,000	\$0.40	March 6, 2019	March 7, 2024
Steven Zadka	1,000,000	\$0.40	March 6, 2019	March 7, 2024
Manuel Rodriguez	1,000,000	\$0.40	March 6, 2019	March 7, 2024
Robert Boisjoli	250,000	\$0.40	March 6, 2019	March 7, 2024
John G. Booth	250,000	\$0.40	March 6, 2019	March 7, 2024
David Shaw	250,000	\$0.40	March 6, 2019	March 7, 2024
Frank Hodgson	400,000	\$0.40	March 6, 2019	March 7, 2024
Keith Brill	150,000	\$0.40	March 6, 2019	March 7, 2024
Diederick Duvernage	100,000	\$0.40	March 6, 2019	March 7, 2024
Nathalie Dion	100,000	\$0.40	March 6, 2019	March 7, 2024
Neil Ringdhal	350,000	\$0.40	March 6, 2019	March 7, 2024
Pyers Griffith	300,000	\$0.40	March 6, 2019	March 7, 2024
Robert Edwards	250,000	\$0.40	March 6, 2019	March 7, 2024

(1) Set out number of optioned shares for each grant with different terms.

### 3. Additional Information

- (a) If shareholder approval was required for the grant of options (including prior approval of a stock option plan), state the date that the shareholder meeting approving the grant was or will be held. **N/A**
- (b) State the date of the news release announcing the grant of options.

**Will be disclosed in the next press release of the Issuer**

- (c) State the total issued and outstanding share capital at the date of grant or amendment. **275,247,851**
- (d) State, as a percentage of the issued and outstanding shares of the Issuer indicated in (c) above, the aggregate number of shares that are subject to incentive stock options, including new options, amended options and other presently outstanding options. **3.91%**
- (e) If the new options are being granted pursuant to a stock option plan, state the number of remaining shares reserved for issuance under the plan. **16,756,285**
- (f) If the Issuer has completed a public distribution of its securities within 90 days of the date of grant, state the per share price paid by the public investors.

On April 8, 2021 the Company completed a private placement by issuing 3,395,000 units at a price of \$0.35 per unit. Each unit consists of one common share and one-half warrant for a total of 3,395,000 common shares and 1,697,500 warrants. Each full warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.50 until April 8, 2023.

April 22, 2021, the Company completed a private placement by issuing 3,022,128 units at a price of \$0.35 per unit for proceeds of \$1,000,000 Each unit consists of one common share and one warrant for a total of 3,333,334 common shares and 1,411,064 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.50 until April 22, 2023.

April 30, 2021, the Company completed a private placement by issuing 2,064,429 units at a price of \$0.35 per unit for proceeds of \$722,550 Each unit consists of one common share and one warrant for a total of 2,064,429 common shares and 1,032,214 warrants. Each warrant will entitle the holder to acquire one additional common share of the Company at an exercise price of \$0.50 until April 30, 2023.

- (g) Describe the particulars of any proposed material changes in the affairs of the Issuer. **N/A**


**4. Certificate of Compliance**

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Certificate of Compliance.
2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).
4. All of the information in this Form 11 Notice of Proposed Stock Option Grant or Amendment is true.

Dated May 12, 2021

Guy Goulet  
Name of Director or Senior  
Officer

  
Signature

CEO  
Official Capacity