

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES
(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

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

Trading Symbol: CDPR.

Date: December 20, 2018.

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices: N/A.

Issued and Outstanding Securities of Issuer Prior to Issuance: 235,546,878.

Date of News Release Announcing Private Placement: December 21, 2018.

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.32

1. Private Placement (if shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition), proceed to Part 2 of this form)

The offering consists of up to 6,602,00 units of the Issuer ("Units") at a price of \$0.25 per Unit for gross proceeds of up to \$1,650,500. Each Unit consists of one common share and one common share purchase warrant (a "Warrant"). Each Warrant will entitle its holder to purchase one additional common share at a price of \$0.40 per common share for a period of 24 months from the date of its issuance, provided however that the Corporation shall be entitled to accelerate the expiry of the Warrants to the date that is thirty (30) days following the date a notice is provided to the holder in the event that the volume weighted average price of the common shares on the Canadian Securities Exchange exceeds \$0.55 per share for any twenty (20) consecutive trading days at any time prior to the expiry of the Warrants.

¹An issuance of non-convertible debt does not have to be reported unless it is a significant transaction as defined in Policy 7, in which case it is to be reported on Form 10.

Full Name & Residential Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed	Payment Date(1)	Describe relationship to Issuer (2)
Alpha Capital Anstalt Lettstrasse 32 9490 Vaduz Principality of Liechtenstein	600,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	58,150,992 Shares 1,033,333 Warrants	12/21/2018	Insider
Administration Villeneuve 450 Cherbourg, Suite 102, Longueuil, QC J4J 5C3	600,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	2,000,000 Shares 1,200,000 Warrants	12/21/2018	Not related

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Roger Houle 327, St-Thomas St-Lambert, QC J4R 1Y2	400,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	603,000 Shares	12/21/2018	Not related
Gerardo Franco 2544 East 8th Avenue Vancouver, BC V5M 1W2	100,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	200,000 Shares 150,000 Warrants	12/21/2019	Not related
Guy-Philippe Bertin 107 Whitelands House, Cheltenham Terrace SW3 4RA London, UK	160,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	826,666 Shares	12/21/2018	Not related
Platform Securities Nominees Ltd. Birmingham B31LH	310,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	310,000 Shares 310,000 Warrants	12/21/2018	Not related
Oliver Notz Sand Dollar Island II, P.O. Box Sp 64168, Sandport Nassau	150,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	150,000 Shares 150,000 Warrants	12/21/2018	Not related

(1) Indicate date each placee advanced or is expected to advance payment for securities. Provide details of expected payment date, conditions to release of funds etc. Indicate if the placement funds been placed in trust pending receipt of all necessary approvals.

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Mingyou Chen and/or Qingjing Lin Jtwros Hua Yan Bei Li 18-201 Beijing 100029 China	200,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	200,000 Shares 200,000 Warrants	12/17/2018	Not related
Antana Guoga Nugaletoju, Str. 188 Vilnius LT- 10105, Lithuania	200,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	200,000 Shares 200,000 Warrants	12/17/2018	Not related

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Ryan Doersam 125 Garfield Ave. Toronto, ON M4T 1G2	80,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	80,000 Shares 80,000 Warrants	12/17/2018	Not related
Claire Roberge 203 – 37 Prestwick Dr. Calgary AB, T2Z 4Z2	32,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	32,000 Shares 32,000 Warrants	12/17/2019	Not related
Mathieu Cousineau 2305 – 150 ch. de la Pointe Sud, Verdun, QC H3E 0A7	40,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	40,000 Shares 40,000 Warrant	12/17/2018	Not related
Jess Butterfield 1661 Hillview Ave. Victoria, BC V8N 2N4	40,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	40,000 Shares 40,000 Warrant	12/17/2018	Not related
Robert Luke Deering 5142, Sooke Road, Sooke BC V9Z 0E3	40,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	40,000 Shares 40,000 Warrant	12/17/2018	Not related

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Ian Hau 1423 Grandview Rd. Gibsons BC V0N 1V3	20,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	20,000 Shares 20,000 Warrant	12/17/2018	Not related
Mario Allaire Courtier Immobilier Inc. 132, de la Forge Est, St- Adolphe D'Howard, Qc J0T 2B0	140,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	140,000 Shares 140,000 Warrant	12/21/2018	Insider
Rochdi Abdelmoula 41 av. de France Ben Arous Tunis, 2013 Tunesia	1,000,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	4,000,000 Shares 2,000,000 Warrants	12/21/2018	Not related

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Patrick Michaels Barengasse 25, 8001 Zurich, Switzerland	100,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	100,000 Shares 100,000 Warrants	12/21/2018	Not related
Mezzo Consulting Services Plant Urbana, Alumacen 50 f. 5340 Independancia, Paraguay	100,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	100,000 Shares 100,000 Warrants	12/21/2019	Not related
Denis Lavigneur 2700 bd Lévesque, Laval, Québec H7E 2N5	2,000,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	9,000,000 Shares 2,600,000 Warrants	12/21/2018	Not related
Sven Olsson Ochlinstrass 27, 73033 Goppingen Germany	50,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	12,500 Shares 12,500 Warrants	12/17/2018	Not related
John Booth 57 Ashley Gardens London, UK SW1P 1QG	20,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	720,000 Shares 195,000 Warrants	12/21/2018	Director
Guy Goulet 852 ch. de la Paix, Saint- Sauveur, QC J0R 1R2	20,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	3,087,044 Shares 620,001 Warrants	12/21/2018	Director & President & CEO

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Gordaldo Ltd. 96 The Anchorage, Roasio Road Gibratar Birtish Overseas Territory GX11 1AA United Kingdom	20,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	34,429,296 Shares 20,000 Warrants	12/21/2018	Insider & Director
Mifinco Limited c/o 2nd Floor, Charles Bisson House 30-32 New Street St-Helier, Jersey JE1 8PT	180,000 Units	\$0.25	\$0.40 per warrant	NI 45-106 2.3	681,100 Shares 480,00 Warrants	12/21/2018	Not related

(2) Indicate if Related Person.

1. Total amount of funds to be raised: \$1,650,500
2. Provide full details of the use of the proceeds. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material. The Corporation will use all the proceeds raised from the sale of Units for its working capital.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: N/A.

4. If securities are issued in forgiveness of indebtedness, provide details and attach the debt agreement(s) or other documentation evidencing the debt and the agreement to exchange the debt for securities. N/A.
5. Description of securities to be issued:
- (a) Class: Common shares.
 - (b) Number: 6,602,000 common shares.
 - (c) Price per security: \$0.25 per Unit.
 - (d) Voting rights: One vote per common share.
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
- (a) Number: 6,602,000 Warrants.
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options): 6,602,000 common shares.
 - (c) Exercise price: \$0.40 per common share.
 - (d) Expiry date: 24 months after issuance.
7. Provide the following information if debt securities are to be issued: N/A.
- (a) Aggregate principal amount _____ .
 - (b) Maturity date _____ .
 - (c) Interest rate _____ .
 - (d) Conversion terms _____ .
 - (e) Default provisions _____ .
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the placement (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the placement (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer):

Name	Address	
Canaccord Genuity	609 Granville Street, Suite 2200, Vancouver, BC V7Y 1H2	\$3,500 14,000 Broker Warrants

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PI Financial Corp.	1900-666 Burrard Street, Vancouver, BC V6C 3N1	\$4,410 17,640 Broker Warrant
Joseph Henry	32 Wandle Road London SW17 7DW	\$5,425
Sheldon James Modeland	33 Inglethorpe St, London, UK SW6 6NS	\$2,625

- (b) Cash: \$15,960
- (c) Securities: 31,640 Broker Warrants
- (d) Other _____
- (e) Expiry date of any options, warrants etc. 24 months after issuance.
- (f) Exercise price of any options, warrants etc. \$0.40 per common share.

9. State whether the sales agent, broker, dealer or other person receiving compensation in connection with the placement is Related Person or has any other relationship with the Issuer and provide details of the relationship **No.**
10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.). **N/A.**
11. State whether the private placement will result in a change of control. **No.**
12. Where there is a change in the control of the Issuer resulting from the issuance of the private placement shares, indicate the names of the new controlling shareholders. **N/A.**
13. Each purchaser has been advised of the applicable securities legislation restricted or seasoning period. All certificates for securities issued which are subject to a hold period bear the appropriate legend restricting their transfer until the expiry of the applicable hold period required by National Instrument 45-102.

2. Acquisition

1. Provide details of the assets to be acquired by the Issuer (including the location of the assets, if applicable). The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: **N/A.**
2. Provide details of the acquisition including the date, parties to and type of agreement (eg: sale, option, license etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the acquisition without reference to any other material: **N/A.**

3. Provide the following information in relation to the total consideration for the acquisition (including details of all cash, securities or other consideration) and any required work commitments: **N/A**.
- (a) Total aggregate consideration in Canadian dollars: _____ .
- (b) Cash: _____ .
- (c) Securities (including options, warrants etc.) and dollar value: _____ .
- (d) Other: _____ .
- (e) Expiry date of options, warrants, etc. if any: _____ .
- (f) Exercise price of options, warrants, etc. if any: _____ .
- (g) Work commitments: _____ .
4. State how the purchase or sale price was determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **N/A**.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A**.
6. The names of parties receiving securities of the Issuer pursuant to the acquisition and the number of securities to be issued are described as follows: **N/A**.

Name of Party (If not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾

(1) Indicate if Related Person

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **N/A**.
8. Provide the following information for any agent's fee, commission, bonus or finder's fee, or other compensation paid or to be paid in connection with the acquisition (including warrants, options, etc.): **N/A**.
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the acquisition (name, address. If a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): _____ .
- (b) Cash _____ .
- (c) Securities _____ .
- (d) Other _____ .

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- (e) Expiry date of any options, warrants etc. _____.
- (f) Exercise price of any options, warrants etc. _____.

9. State whether the sales agent, broker or other person receiving compensation in connection with the acquisition is a Related Person or has any other relationship with the Issuer and provide details of the relationship. **N/A**.
10. If applicable, indicate whether the acquisition is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. **N/A**.

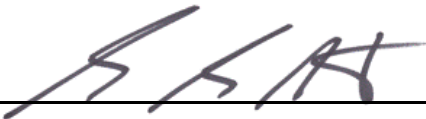
Certificate Of Compliance

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 on behalf of the Issuer.
2. As of the date hereof there is not 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 CSE Policy 1).
4. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated December 20, 2018.

Guy Goulet, President & CEO



A handwritten signature in dark ink, appearing to read 'GG', is written over a solid horizontal line.