

## FORM 9

### NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES (or securities convertible or exchangeable into listed securities<sup>1</sup>)

Please complete the following:

Name of Listed Issuer: Cerro Grande Mining Corporation (the "Issuer").

Trading Symbol: CEG.

Date: November 8, 2016.

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: \_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Issuance: 267,852,410 Common Shares.

Date of News Release Announcing Private Placement: November 7, 2016.

Closing Market Price on Day Preceding the Issuance of the News Release: CDN\$0.025

**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)**

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 relations -hip to Issuer (2)
David Thomson c/o Compania Minera Auromin Ltda Avenida Santa Maria 2224, Providencia, Santiago, Chile	Convertible debentures in the aggregate principal amount of US\$1,517,636	n/a <sup>(3)</sup>	Cdn\$0.05		100,493,029 Common Shares  Cdn\$80,105 Convertible Debenture convertible into Common Shares at Cdn\$0.10 per Common Share  4,498,000 Common Share purchase warrants	To be determined	Director and Officer

Mario Hernandez c/o Minera Chanar Blanco Limitada 380 Los Carreras, Of, 425 La Serena, Chile	Convertible debentures in the aggregate principal amount of US\$1,253,601	n/a <sup>3</sup>	Cdn\$0.05		100,023,501 Common Shares  Cdn\$80,105 Convertible Debenture convertible into Common Shares at Cdn\$0.10 per Common Share  11,245,000 Common Share purchase warrants	To be determined	Director and Officer

- (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.
- (2) Indicate if Related Person. Both David Thomson, c/o Compania Minera Auromin Ltda. and Mario Hernandez, c/o Minera Chanar Blanco Limitada are Related Persons.
- (3) The Convertible Debentures will be issued to Mr. David Thomson, or a company controlled by him, and to Mr. Mario Hernandez or a company controlled by him, in final payment of advances and salaries owed to them through the end of July 2016 (the "**Debt Settlement**") in the aggregate amount of US\$2,771,237 (Cdn\$3,576,918.73). All dollar amounts have been converted at an exchange rate of Cdn\$1.29073 per US\$1.00.

<sup>1</sup>An 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.

1. Total amount of funds to be raised: US\$2,771,237 (Cdn\$3,576,918.73) (see note (3) above.
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 Convertible Debentures will be issued as final payment of advances and salaries owed to Mr. David Thomson and Mr. Mario Hernandez.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: Not Applicable
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.

The Convertible Debentures will be issued to Mr. David Thomson, or a company controlled by him, and to Mr. Mario Hernandez or a company

controlled by him, in final payment of advances and salaries owed to them through the end of July 2016 (the “**Debt Settlement**”) in the aggregate amount of US\$2,771,237 (Cdn\$3,576,918.73). All dollar amounts have been converted at an exchange rate of Cdn\$1.29073 per US\$1.00.

5. Description of securities to be issued: **See Item 7 below**
- (a) Class \_\_\_\_\_ .
  - (b) Number \_\_\_\_\_ .
  - (c) Price per security \_\_\_\_\_ .
  - (d) Voting rights \_\_\_\_\_ .
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued: **See Item 7 below.**
- (a) Number \_\_\_\_\_ .
  - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) \_\_\_\_\_ .  
\_\_\_\_\_ .
  - (c) Exercise price \_\_\_\_\_ .
  - (d) Expiry date \_\_\_\_\_ .
7. Provide the following information if debt securities are to be issued:
- (a) Aggregate principal amount Principal amount of US\$2,771,237 .
  - (b) Maturity date Three years from the date of issuance.
  - (c) Interest rate Interest paid semi-annually at a rate of 8% .
  - (d) Conversion terms The Convertible Debentures will be convertible into an aggregate of 71,538,373 Common Shares (using an exchange rate of Cdn\$1.29073 per US\$1.00) .
  - (e) Default provisions To be determined .
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.): **Not applicable**

- (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): \_\_\_\_ .
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (e) Expiry date of any options, warrants etc. \_\_\_\_\_ .
  - (f) Exercise price of any options, warrants etc. \_\_\_\_\_ .
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

**Not applicable**

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

**Not applicable .**

11. State whether the private placement will result in a change of control.

**Not applicable .**

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. **Not applicable.**

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: **Not applicable.**

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: **Not applicable.**
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:
  - (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). By a majority vote of the Board of Directors with David Thomson and Mario Hernandez abstaining.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **Not applicable.**
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: **Not applicable**

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 <sup>(1)</sup>

(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: **Not applicable.**
  
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.):
  - (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):  
None.
  - (b) Cash \_\_\_\_\_ .
  - (c) Securities \_\_\_\_\_ .
  - (d) Other \_\_\_\_\_ .
  - (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. **Not applicable.**

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. **No.**

### **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 November 8, 2016.

Stephen W. Houghton  
Name of Director or Senior  
Officer

"Stephen Houghton"  
Signature

Chief Executive Officer  
Official Capacity