## Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

ITEM 1 – REPORT TYPE
✓ New report
Amended report If amended, provide Submission ID of report that is being amended: (Example: EDR1234567890-123)
ITEM 2 – PARTY CERTIFYING THE REPORT
Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106.
ITEM 3 – ISSUER NAME AND OTHER IDENTIFIERS
Provide the following information about the issuer, or if the issuer is an investment fund, about the fund. Full legal name
Cerro de Pasco Resources Inc.
Previous full legal name If the issuer's name changed in the last 12 months, provide most recent previous legal name.
Website (if applicable) www.pascoresources.com
If the issuer has a legal entity identifier, provide below. Refer to Part B of the Instructions for the definition of "legal entity identifier". Legal entity identifier
Did two or more co-issuers distribute a single security? Vo Ves
If two or more issuers distributed a single security, provide the full legal name(s) of the co-issuer(s) other than the issuer named above. Full legal name(s) of co-issuer(s)

# ITEM 4 – UNDERWRITER INFORMATION

If an underwriter is completing the report, Full legal name	provide the underw	vriter's full leg	gal name and firm NRD number	
Does the Underwriter's Firm have an NRD No Yes If the underwriter does not have a firm NF		Firm NRD n		ndonuritor
Street address	Municipality	e ine neau on	Province/State	Postal/ZIP code
Country	Telephone numb	ber	Website (if applicable)	

ITEM 5 – ISSUER INFORMATION						
a) Primary industry						
Provide the issuer's North American Indus corresponds to the issuer's primary busine		NCS) code (6 digits only) that in	n your reasonable judgment most closely			
NAICS industry code						
If the issuer is in the <b>mining industry</b> , inc the mining industry. Select the category th Exploration Development Produc	at best describes the issuer's		that provide services to issuers operating in			
Is the issuer's primary business to invest a						
b) Number of employees						
<b>√</b> 0 - 49 <b>50</b> - 99 <b>100</b> - 499 <b>500</b>	or more					
c) SEDAR profile number						
Does the issuer have a <u>SEDAR</u> profile ? ☐ No	If yes, provide SEDAR profile 00020073	screenshot of th	EDAR profile is a "private" profile, please provide a e issuer's profile by e-mail to ings@osc.gov.on.ca			
d) Head office address		If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).			
Street address	Municipality	Province/State	Postal/ZIP code			
Country	Telephone number					
e) Date of formation and financial yea	r-end					
Date of formation	Financial year-end	1				
f) Reporting issuer status						
Is the issuer a reporting issuer in any jurise	diction of Canada?					
If yes, select the jurisdictions of Canada ir	which the issuer is a reporting	g issuer.				
NS NU ON PE	QC SK YT					
g) Public listing status						
Does the issuer have a CUSIP number?	CUSIP number (provide first	t 6 digits only)				
	ame of the exchange on which	the issuer's equity securities r	primarily trade. Provide only the name of an			
exchange and not a trading facility such as Exchange name:	-					
	onto Stock Exchange	TSX Venture Exchange	Canadian Securities Exchange			
Aequitas Neo Exchange	tralian Securities Exchange	Deutsche Boerse	Euronext			
London Stock Exchange	daq	New York Stock Exchange	Shanghai Stock Exchange			
Shenzhen Stock Exchange Stock Exchange Of Hong Kong Tokyo Stock Exchange						
If other, describe:						
h) Size of issuer's assets						
financial statements for its first financial ye	-		Canadian \$). If the issuer has not prepared annual end date.			
	0M to under \$1B	\$1B or over				

ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION	ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION						
If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report.							
a) Currency							
Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars.							
b) Distribution date(s)							
State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.							
Start Date         End Date           2021-04-22         2021-04-22							
c) Detailed purchaser information							
<ul> <li>Complete <u>Schedule 1</u> of this form for each purchaser and attach the schedule to the completed report F45106F1_Sched1_pp20210422.xlsx - 48 KB</li> <li>d) Types of securities distributed</li> </ul>	t.						
Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being		or how to indicate the security					
	Canadian \$						
Security code         CUSIP         Number of         Single or lowest           number         securities         price	Highest price	Total amount					
UBS 3,022,128.0000 35.0000		1,057,744.9500					
Description of security: Each unit is comprised of 1 Common Share and 1/2 Share Purchase Warrant							
e) Details of rights and convertible/exchangeable securities							
If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each righ	•	0					
securities were distributed, provide the conversion ratio and describe any other terms for each convertible/e.	changeable sect	anty.					
Convertible / exchangeable security code       Underlying security code       Exercise price (Canadian \$)       Expiry date (YYYY-MM-DD)         WNT       CMS       0 5000       0 4 for 4	Conversion ra	tio					
WNT       CMS       0.5000       1 for 1         Describe other terms:       Each whole warrant entitles its holder to acquire one additional common share for a	period of 24 mont	hs from the date of					
(if applicable) issuance.							
f) Summary of the distribution by jurisdiction and exemption							
State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only. This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.							
Province or country Exemption relied on	No. of unique purchasers <sup>2a</sup>	Total amount (Canadian \$)					
Austria NI 45-106 2.3 [Accredited investor]	1	40,250.0000					
Germany NI 45-106 2.3 [Accredited investor]	1	35,000.0000					
Luxembourg NI 45-106 2.3 [Accredited investor]	1	199,500.0000					
Paraguay NI 45-106 2.3 [Accredited investor]	2	414,750.0000					
Switzerland NI 45-106 2.3 [Accredited investor]	2	42,999.9500					
Ontario NI 45-106 2.3 [Accredited investor]	1	99,995.0000					

United Kingdom

Quebec

NI 45-106 2.3 [Accredited investor]

NI 45-106 2.3 [Accredited investor]

2

5

98,000.0000

127,250.0000

Quebee			121,200.0000
	Total dollar amount of sec	urities distributed	1,057,744.9500
	Total number of unique purchase	r <b>s<sup>2b</sup></b> 15	
<sup>2a</sup> In calculating the number	er of unique purchasers per row, count each purchaser only once. Joint purcha	sers may be counte	ed as one purchaser.

<sup>2°I</sup>In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.
<sup>2b</sup>In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

#### **ITEM 7 – INFORMATION ABOUT THE DISTRIBUTION**

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

#### ✓ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			Y N		

#### **ITEM 8 – COMPENSATION INFORMATION**

Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.

Indicate whether any compensation was paid, or will be paid, in connection with the distribution.  $\Box$  No  $\checkmark$  Yes

#### PERSON 1

a) Name of person compensated a	nd registration s	status						
Indicate whether the person compense VN0 Ves	Indicate whether the person compensated is a registrant. ✓No ☐Yes							
If the person compensated is an individual, provide the full legal name of the individual.								
Family name         First given name         Secondary given names								
Fleury	Carl							
If the person compensated is not an individual, provide the following information.         Full legal name of non-individual    Firm NRD number (if applicable)								
Indicate whether the person compensa VN0 Ves	ated facilitated the	e distribution throu	ıgh a fund	ling portal or an in	ternet-bas	sed portal.		
b) Business contact information								
If a firm NRD number is not provided i				•		0 1		
Street address 572 rue Huard	Municipalit	-	Provinc			Postal/ZIP code G0S 2V0		
						003 2 0		
Country	Telephone		Email a					
Canada	514258518	5	carifieu	ry22@gmail.com				
c) Relationship to issuer or investr	nent fund mana	ger						
Indicate the person's relationship with Part B(2) of the Instructions and the m Connected with the issuer or invest Insider of the issuer (other than an i Director or officer of the investment	eaning of "contro ment fund manag nvestment fund)	bl" in section 1.4 o Jer	f NI 45-1		s of comp	leting this sectior	ז.	
d) Compensation details								
Provide details of all compensation pa in Canadian dollars. Include cash corr for services incidental to the distribution about, or report on, internal allocation	missions, securit on, such as cleric	ties-based compe al, printing, legal	nsation, g or accoui	gifts, discounts or o nting services. An	other com issuer is r	pensation. Do no not required to as	t report paym k for details	
✓ Cash commissions paid	8,907.5000							
Value of all securities		ecurity code1	arrants (	Security code2	hts	Security code	e3	
compensation <sup>4</sup>								
Other compensation <sup>5</sup>	De	escribe						
Total compensation Paid	8,907.5000							
Check box if the person will or may	receive any defe	erred compensatio	n (descri	be the terms below	v)			

<sup>4</sup> Provide the aggregate value of securities of the issuer. Indicate to acquire additional securities o <sup>5</sup> Do not include deferred comper	the security codes f the issuer.	•	<b>Q</b> .		-	-	
PERSON 2	isalion.						
a) Name of person compensa	ted and registratio	on status					
Indicate whether the person com	pensated is a regis	trant.					
If the person compensated is an	••	•					
Family name	First giv	en name	Secondary given r	names			
If the person compensated is not an individual, provide the following information.							
Full legal name of non-individual Firm NRD number (if applicable)							
Cannacord Genuity Inc.			900				
Indicate whether the person com VNo Yes	pensated facilitatec	I the distribution throu	gh a funding portal or an	n internet-base	ed portal.		
b) Business contact information	on						
If a firm NRD number is not prov	ided in Item 8(a), p	rovide the business c	ontact information of the	person being	compensated.		
Street address	Municip	ality	Province/State	P	ostal/ZIP code	7	
Country	Telepho	ne number	Email address			]	
a) Deletionekin te ieewer er in	waatmant fund me						
c) Relationship to issuer or in	vestment fund ma	anager					
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or in	the meaning of "co	ntrol" in section 1.4 o		oses of comple	eting this sectio	n.	
Insider of the issuer (other that	n an investment fur	nd)	✓ None of the abo	ve			
Director or officer of the invest	ment fund or invest	ment fund manager					
d) Compensation details							
Provide details of all compensati in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cl	curities-based competer erical, printing, legal	nsation, gifts, discounts o or accounting services. A	or other comp An issuer is no	ensation. Do no ot required to a	ot report payments sk for details	
Cash commissions paid	17,395.0000						
Value of all securities distributed as		Security code1	Security code2	2	Security cod	e3	
compensation <sup>4</sup>		Describe terms of w	arrants, options or other	rights			
Other compensation <sup>5</sup>		Describe					
		1					
Total compensation Paid	17,395.0000	ļ					
Check box if the person will c	or may receive any	deferred compensatio	n (describe the terms be	low)		]	
<sup>4</sup> Provide the aggregate value of	all securities distrib	uted as compensation	n, excluding options, war	rrants or other	rights exercisa	ble to acquire additional	
securities of the issuer. Indicate to acquire additional securities o		for all securities distri	buted as compensation,	including opti	ions, warrants o	or other rights exercisable	

<sup>5</sup> Do not include deferred compensation.

<sup>5</sup> Do not include	deferred	compensation.
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<sup>5</sup> Do not include deferred compens	sation.				
PERSON 3					
a) Name of person compensate	ed and registratio	on status			
Indicate whether the person comp	ensated is a regisi	trant.			
lf the person compensated is an ir Family name	•	he full legal name of en name	the individual. Secondary given names		
f the person compensated is not a Full legal name of non-individual	an individual, provi	de the following info	rmation. Firm NRD numbe	er (if applicable)	
Haywood Securities Inc.			1630		
ndicate whether the person comp ☑No  ☐ Yes	ensated facilitated	the distribution thro	ugh a funding portal or an interne	et-based portal.	
b) Business contact informatio	n				
f a firm NRD number is not provid	led in Item 8(a), pi	rovide the business o	contact information of the persor	n being compensated.	
Street address	Municip	ality	Province/State	Postal/ZIP code	
Country	Telepho	ne number	Email address	]	
c) Relationship to issuer or inv	estment fund ma	inager			
Part B(2) of the Instructions and the Connected with the issuer or in Insider of the issuer (other than Director or officer of the investment)	vestment fund mar an investment fun	nager d)		or investment fund mana	ger
d) Compensation details					
Provide details of all compensatio in Canadian dollars. Include cash for services incidental to the distri about, or report on, internal alloca	commissions, sec bution, such as cle	urities-based compe erical, printing, legal	ensation, gifts, discounts or other or accounting services. An issue	r compensation. Do not re er is not required to ask fo	eport payments or details
✓ Cash commissions paid	2,817.5000				
Value of all securities distributed as compensation <sup>4</sup>		Security code1	Security code2	Security code3	
Other compensation <sup>5</sup>		Describe			
Total compensation Paid	2,817.5000				
Check box if the person will or	may receive any o	deferred compensati	on (describe the terms below)		
<sup>4</sup> Provide the aggregate value of a securities of the issuer. Indicate the issuer is acquire additional securities of	ne security codes i				

<sup>5</sup> Do not include deferred compensation.

### PERSON 4

Indicate whether the person comp	ensated is a regist	trant.			
If the person compensated is an ir	ndividual. provide t	he full legal name of	the individual.		
Family name		en name	Secondary given names		
Merkel	Gherard				
If the person compensated is not a	an individual, provi	de the following infor	mation.		
Full legal name of non-individual			Firm NRD number (if	applicable)	
Indicate whether the person comp	ensated facilitated	the distribution throu	igh a funding portal or an internet-ba	ased portal.	
✓No Yes			<b>.</b>	·	
b) Business contact information	n				
If a firm NRD number is not provid	lad in Itam 9(a) n	ravida tha huainaaa a	ontact information of the person be	ing componented	
			ontact information of the person bei		
Street address	Municip	-	Province/State	Postal/ZIP code	
Almacen 50	Indepen	dencia	Other	5350	
Country	Telepho	ne number	Email address		
Paraguay	+49172	7278365	merkel_gerhard@yahoo.com		
c) Relationship to issuer or inv	estment fund ma	inager			
	he meaning of "con vestment fund mar an investment fun	ntrol" in section 1.4 o nager d)	ager (select all that apply). Refer to a f NI 45-106 for the purposes of com Employee of the issuer or i None of the above	pleting this section	).
d) Compensation details					
in Canadian dollars. Include cash for services incidental to the distri	commissions, sec bution, such as cle	urities-based competerical, printing, legal	tified in Item 8(a) in connection with nsation, gifts, discounts or other cor or accounting services. An issuer is ficers or employees of a non-individ	npensation. Do no not required to as	t report payments k for details
✓ Cash commissions paid	31,482.5000				
Value of all securities		Security code1	Security code2	Security code	3
└── distributed as		Describe terms of w	arrants, options or other rights		
compensation <sup>4</sup>					
└ Other compensation <sup>5</sup>		Describe			
Total compensation Paid	31,482.5000				
Check box if the person will or	may receive any	l deferred componentia	n (describe the terms below)		
	may receive any c				
<sup>4</sup> Provide the aggregate value of a	Il securities distrib	uted as compensation	n, excluding options, warrants or oth	ner rights exercisat	ble to acquire additional
			buted as compensation, including o		
to acquire additional securities of			-		
<sup>5</sup> Do not include deferred compens	sation.				

	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF TH	HE ISSUER					
	her the issuer is any of the following (select the issuer in any jurisdiction of Canada	one that applies - if more than one	applies, select only one).					
	ublic issuer							
U Wholly ow	ned subsidiary of a reporting issuer in any juris me of reporting issuer	diction of Canada <sup>6</sup>						
Wholly owned subsidiary of a foreign public issuer <sup>6</sup> Provide name of foreign public issuer								
	ributing only eligible foreign securities and the	distribution is to permitted clients o	nly <sup>7</sup>					
<b>If the issu</b> <sup>6</sup> An issue securities <sup>7</sup> Check th	<b>ter is at least one of the above, do not com</b> <i>r</i> is a wholly owned subsidiary of a reporting is: that are required by law to be owned by its dire is box if it applies to the current distribution ev efer to the definitions of "eligible foreign securit	plete Item 9(a) – (c). Proceed to I suer or a foreign public issuer if all o ectors, are beneficially owned by the ren if the issuer made previous distr	tem 10. of the issuer's outstanding voting se e reporting issuer or the foreign pub ibutions of other types of securities	lic issuer, respectively.				
	uer is none of the above, check this box an							
a) Directors	, executive officers and promoters of the is	suer						
	llowing information for each director, executive wise state the country. For "Relationship to iss			he province or				
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)				
□ Y □ N				D O P				
b) Promoter	information			11				
	r listed above is not an individual, provide the t a, state the province or territory, otherwise state							
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)				
c) Resident	al address of each individual							
Complete <u>Sc</u> attach to the	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires	lential address for each individua information to be provided about	l listed in Item 9(a) and (b) and control persons.					

#### ITEM 10 – CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent Cerro de Pasco Resources Inc.					
Full legal name - Family name	First given na	ame	Secondary given names		
Goulet	Guy				
Title		Telephone number	Email address		
President and Chief Executive Officer		579 476-7000	ggoulet@pascoresources.com		
Signature (s) Guy Goulet		Date 2021-04-29			

## ITEM 11 – CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.

Same as individual certifying the report

Full legal name - Family name	First given name	Secondary given names	Title
Name of company		Telephone number	Email address

#### Notice – Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulatory authority or regulator.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and

b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1619735576-559	2021-04-30 18:30:37.77
Submission ID	Date