

**FORM 13-502F3A
CLASS 3A REPORTING ISSUERS – PARTICIPATION FEE**

MANAGEMENT CERTIFICATION

I, Marco Guidi, an officer of the reporting issuer noted below have examined this Form 13-502F3A (the **Form**) being submitted hereunder to the Ontario Securities Commission and certify that to my knowledge, having exercised reasonable diligence, the information provided in the Form is complete and accurate.

(s) Marco Guidi May 1, 2019
Name: Marco Guidi Date:
Title: Chief Financial Officer

Reporting Issuer Name: Pima Zinc Corp.
(Class 3A reporting issuer cannot be incorporated or organized under the laws of Canada or a province or territory of Canada)

Financial year end date: December 31, 2018

Indicate, by checking the appropriate box, which of the following criteria the issuer meets:

- | |
|--|
| <input type="checkbox"/> (a) had no securities listed or quoted on any marketplace at the end of its previous financial year, or |
| <input checked="" type="checkbox"/> (b) had securities listed or quoted on a marketplace at the end of its previous financial year and all of the following apply: <ul style="list-style-type: none">(i) at the end of its previous financial year, securities registered in the names of persons or companies resident in Ontario represented less than 1% of the market value of all of the reporting issuer's outstanding securities for which it or its transfer agent or registrar maintains a list of registered owners;(ii) the reporting issuer reasonably believes that, at the end of its previous financial year, securities beneficially owned by persons or companies resident in Ontario represented less than 1% of the market value of all its outstanding securities;(iii) the reporting issuer reasonably believes that none of its securities traded on a marketplace in Canada during its previous financial year;(iv) the reporting issuer has not issued any of its securities in Ontario in the last 5 years, other than<ul style="list-style-type: none">(A) to its employees or to employees of one or more of its subsidiaries, or(B) to a person or company exercising a right previously granted by the reporting issuer or its affiliate to convert or exchange its previously issued securities without payment of any additional consideration; |

Participation Fee

(From subsection 2.2(2) of OSC Rule 13-502 Fees)

\$1,070

Late Fee, if applicable

(As determined under section 2.7 of OSC Rule 13-502 *Fees*)

\$ _____

Total Fee Payable

(Participation Fee plus Late Fee)

\$ 1,070