

Cerro de Pasco Resources Closes a Subscription Receipt and Private Placement for a total of \$2,845,000

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MONTREAL, April 02, 2024 - [Cerro de Pasco Resources Inc.](#) (CSE: CDPR) (OTCPK: GPPRF) (FRA: N8HP) ("CDPR" or the "Corporation") is pleased to announce that further to its news release of March 22, 2024, it has closed a second tranche of its previously announced non-brokered private placement offering of subscription receipts to cover the fee payable in relation to the Legal Easement (the "Easement"). Upon publication of the Supreme Resolution granting the Easement, CDPR will pay SOL 3,647,402.44 or approximately CAD 1,350,000 to a specific bank account of Banco de la Nacion. The two-year Easement will provide CDPR with access to the surface areas corresponding to its El Metalurgista Concession and the Quiulacocha Tailings Project, enabling the Corporation to initiate its 40-hole drilling campaign.

Granting of Easement Timeline

The change of Minister of Energy and Mines in February, together with normal process clarifications resulted in a temporary delay in the ongoing procedures. At this time, we are not aware of any additional requirement that should be met for the granting of the easement and no further delays are expected. CDPR has fulfilled all the legal requirements set forth by Peruvian law for those purposes. With the Minister himself reiterating full support, the signature of the Supreme Resolution is expected imminently.

Background

CDPR is the titleholder of the El Metalurgista Concession located in Peru, which grants it the right to explore and exploit the Quiulacocha Tailings located within its assigned area. The enforceability of these rights has been formally confirmed by the General Mining Bureau of Peruvian Ministry of Energy and Mines.

The Quiulacocha Tailings

The Quiulacocha Tailings Storage Facility covers approximately 115 hectares and is estimated to hold approximately 75 million tonnes of tailings deposited from the 1920s to 1990s.

The Quiulacocha Tailings Storage Facility is comprised of processing residues that came from the Cerro de Pasco open pit and underground mine. Initially these tailings resulted from the mining of copper-silver-gold mineralization with reported historical grades of up to 10% Cu, 4/gt Au and over 300g/t Ag and later from the mining of zinc-lead-silver mineralized material with average historical grades of 7.41% Zn, 2.77% Pb and 90.33 g/t Ag.

The most recent Historical Mineral Resource Estimate for the Quiulacocha tailings, prepared by JA Brophy in 2012, contained 7.4 million tonnes at 1.35% to 1.55% Zn, 0.55% to 1.00% Pb and 1.20 to 1.35 oz/t Ag. This estimate was based on a shallow surface auger sampling program which is estimated to represent only 10% of the expected tonnes of the tailings. Historical Mineral Estimates are historical in nature and cannot be relied upon for economic evaluations.

Second Tranche Funding of Subscription Receipts

Under the second tranche, the Corporation has sold 10,150,000 subscription receipts of the Corporation (the "Subscription Receipts") at a price of \$0.10 per Subscription Receipt for aggregate gross proceeds of \$1,015,000. In total, the Corporation raised aggregate gross proceeds of \$2,560,000 and issued 25,600,000

Subscription Receipts (the "Offering"). The funds are held in escrow until the Release Conditions have been satisfied, namely: (i) the Corporation has received subscriptions under the Offering for a minimum amount of US\$1,000,000; (ii) issuance of the Supreme Resolution, whereby the Peruvian Ministry of Energy and Mines grants and/or acknowledges the Corporation's legal easement over certain surface areas owned by Activos Mineros SAC, allowing the Corporation to conduct mining activities in the "El Metalurgista" mining concession; and (iii) notification to the Corporation of the issuance of the Supreme Resolution.

Upon the satisfaction of the Release Conditions, 1) each Subscription Receipt will automatically be converted into a unit of the Corporation ("Unit"). Each Unit will consist of (i) one common share in the capital of the Corporation (a "Share") and (ii) one half of one unit purchase warrant (each whole unit purchase warrant, a "Warrant"). Each Warrant shall entitle the holder thereof to acquire one additional unit (a "Warrant Unit") at a price of \$0.15 per Warrant Unit until the earlier of the date which is 24 months after the issue date of the Warrants and, if applicable, the Accelerated Expiry Date (as defined hereinafter) (the "Expiry Date"). Each Warrant Unit shall consist of (i) one additional Share (a "Warrant Share") and (ii) one additional Share purchase warrant (an "Underlying Warrant"). Each Underlying Warrant shall entitle the holder thereof to acquire one additional Share (an "Underlying Warrant Share") at a price of \$0.25 per Underlying Warrant Share until the Expiry Date.

In the event that, during the 24-month period following the issue date of the Warrants, the volume-weighted average trading price of the Shares exceeds \$0.60 per Share for any period of 20 consecutive trading days, the Corporation may, at its option, following such 20-day period, accelerate the expiry date of the Warrants by delivery of a notice (an "Acceleration Notice") to the registered holders thereof and issuing a press release (a "Warrant Acceleration Press Release"), and, in such case, the expiry date of the Warrants shall be deemed to be 5:00 p.m. (Montreal time) on the 30th day following the later of (i) the date on which the Acceleration Notice is sent to Warrant holders, and (ii) the date of issuance of the Warrant Acceleration Press Release (the "Accelerated Expiry Date").

Private Placement for Short-Term Working Capital

The Corporation also announces that it has closed a non-brokered private placement for total gross proceeds of \$285,000 (the "Unit Offering") through the issuance of 2,850,000 units of the Corporation ("Units") at a price of \$0.10 per Unit.

Each Unit is comprised of one Share and half of one Warrant. Each whole Warrant entitles the holder thereof to purchase one Warrant Unit at a price of \$0.15 per Warrant Unit until the earlier of March 28, 2026 and, if applicable, the Accelerated Expiry Date (as defined as defined above) . Each Warrant Unit will consist of (i) one additional Share and (ii) one Underlying Warrants. Each Underlying Warrant will entitle the holder thereof to acquire one Underlying Warrant Share at a price of \$0.25 per Underlying Warrant Share until March 28, 2026, subject to acceleration of the expiry date as mentioned above.

In connection with the Unit Offering, the Corporation paid finder's fees of \$17,500 and issued 175,000 Warrants to arm's length third parties who assisted the Corporation by introducing subscribers to the Unit Offering.

The Corporation intends to use the net proceeds of the Unit Offering for general working capital purposes.

All securities issued in connection with the Unit Offering are subject to a statutory hold period in accordance with applicable securities laws, expiring four-month-and-one-day from the issue date of the Units.

The securities to be issued under the Offering and Unit Offering have not been, and will not be, registered under the U.S. Securities Act of 1933 as amended (the "U.S. Securities Act"), or any state securities laws. Accordingly, these securities may not be offered or sold, pledged or otherwise transferred within the United States or to U.S. persons unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws. This news release does not constitute an offer to sell or the solicitation of an offer to buy securities in the U.S., nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Technical Information

Mr. Jorge Lozano, MMSAQP and Chief Operating Officer for CDPR, has reviewed and approved the scientific and technical information contained in this news release. Mr. Lozano is a Qualified Person for the purposes of reporting in compliance with National Instrument 43-101 -*Standards of Disclosure for Mineral Projects*.

About Cerro de Pasco Resources

Cerro de Pasco Resources is a mining company, with the goal to become the next mid-tier producer in Peru. CDPR is focused on the development of its principal 100% owned asset, the El Metalurgista mining concession, comprising mineral tailings and stockpiles extracted from the Cerro de Pasco open pit mine in Central Peru. The company's approach at El Metalurgista entails the reprocessing and environmental remediation of mining waste and the creation of numerous opportunities in a circular economy. CDPR is also focused on mining, development and exploration of its wholly-owned 6,000-hectare Santander Mine in the highly prospective Antamina-Yauricocha Skarn Corridor, located 215 km from Lima. CDPR founded on clear objectives, to engender long-term economic sustainability and benefit for the local population, from an economic, social and health point of view.

Further Information

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Forward-Looking Statements and Disclaimer

Certain information contained herein may constitute "forward-looking information" under Canadian securities legislation. Generally, forward-looking information can be identified using forward-looking terminology such as "plans", "seeks", "expects", "estimates", "intends", "anticipates", "believes", "could", "might", "likely" or variations of such words, or statements that certain actions, events or results "may", "will", "could", "would", "might", "will be taken", "occur", "be achieved" or other similar expressions. Forward-looking statements, including the expectations of CDPR's management regarding the anticipated use of the proceeds raised under the Offering and Unit Offering, statements relating to the publication of the Supreme Resolution granting the Easement to CDPR, the terms of such Easement and the timing of such publication, are based on CDPR's estimates and are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of CDPR to be materially different from those expressed or implied by such forward-looking statements or forward-looking information. Forward-looking statements are subject to business and economic factors and uncertainties and other factors that could cause actual results to differ materially from these forward-looking statements, including the risks associated with exploration, development and mining activities; the impact of macroeconomic events, and any material adverse effect on the business, properties and assets of CDPR, as well as the relevant assumptions and risks factors set out in CDPR's public documents, available on SEDAR+ at www.sedarplus.com. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although CDPR believes that the assumptions and factors used in preparing the forward-looking statements are reasonable, undue reliance should not be placed on these statements and forward-looking information. Except where required by applicable law, CDPR disclaims any intention or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise.

No securities regulatory authority has either approved or disapproved the content of this news release.

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