

## FORM 10

### **NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)<sup>1</sup>**

Name of CNSX Issuer: **Platoro West Holdings Inc.** (the "Issuer").

Trading Symbol: **PWH**

Issued and Outstanding Securities of the Issuer Prior to Transaction: **41,892,421\***

Date of News Release Fully Disclosing the Transaction: **May 29, 2009**

\* Does not include 8,544,589 share reserved for issuance on surrender of shares of Zacoro Metals Corp.

#### **1. Transaction**

Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

**The Issuer has entered into a Subscription and Distribution Agreement (the "Agreement") with Copper Ridge Explorations Inc, (TSX-V: KRX) ("Copper Ridge") pursuant to which the Issuer will acquire up to a 56% interest in Copper Ridge through a private placement, following which it will distribute the Copper Ridge Shares received to its shareholders on a pro-rata basis.**

**Copper Ridge holds a portfolio of diversified mineral resource properties including base metals, precious metals, uranium and tungsten in Alaska, Yukon, and British Columbia, including:**

**Clear Lake, Yukon: Clear Lake is a pyritic zinc-lead-silver massive sulphide deposit, sigmoidal in shape, approximately 1,000 m in length and up to 120 m wide. Zinc-lead rich lenses are 5 to 30 m thick, 450 m in length and extend at least 300 m down dip. The Yukon Geological Survey Minfile database reports a "geological reserve" of 5,570,114 tonnes with an average grade of 11.4% zinc, 2% lead and 38.01 gpt silver. This resource is quoted here for historical information and it is not being treated as a**

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<sup>1</sup> If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

current reserve or resource by Copper Ridge or Platoro. The term “geological reserve” is not compliant with current accepted reserve and resource classifications as set forth by the Canadian Institute of Mining and Metallurgy Definition Standards. It does not conform to National Instrument 43-101 requirements for reporting reserves and resources. It has not been verified by the issuer's qualified person and should not be relied upon.

**Lucky Joe, Yukon:** The Lucky Joe project hosts a unique style of copper-gold mineralization, with similarities to Capstone’s Minto Mine - possibly a gold-rich copper porphyry or an Iron Oxide Copper-Gold (IOCG) deposit type. Soil anomalies and a correlation with linear magnetic anomalies indicate a large aerial extent of potential mineralization while geological observations suggest that the mineralization is near surface, with a strong correlation between gold and copper.

**Yukon Olympic, Yukon:** The target at Yukon Olympic is an Olympic Dam-type iron oxide copper-gold (IOCG) deposit. Mineralization, alteration and age of the host rocks and the mineralized breccia are similar to the giant Olympic Dam deposit in Australia.

**Kalzas, Yukon:** Kalzas is a large, porphyry style tungsten deposit with a higher grade core zone. The tungsten mineral wolframite occurs in sheeted veins, stockworks and disseminations within altered Proterozoic schist and quartzite.

**Borealis, Yukon:** The Borealis uranium project covers the Deadman Stock, a mid Cretaceous multiphase granitic unit of the Tombstone Suite intrusive complex. Uranium mineralization is associated with a late stage phase of syenite dykes within the stock and occurs as structurally controlled lenses of pitchblende and as disseminations of uraninite within the syenite.

**Babine, B.C.:** The Babine porphyry copper-gold project includes the Nak and Dorothy deposits, located in the Babine copper-gold porphyry belt that includes the Bell and Granisle mines, the Morrison deposit and numerous undeveloped prospects. The Bell and Granisle mines together produced 130 million tonnes of ore grading 0.4% copper (Cu), 0.15 g/t gold (Au) and 0.75 g/t silver.

**Copper Ace, B.C.:** The Copper Ace copper porphyry properties surround the Gibraltar Mine. Drilling has shown that the “mine series” tonalite extends from the Gibraltar area onto the Copper Ace South property.

**Joss'alun, B.C.:** Copper mineralization at Joss'alun consists of a series of lenses of semi-massive chalcopyrite with lesser pyrite within basaltic oceanic volcanic rocks, in a geological environment that appears to be favourable for Cyprus-type volcanogenic massive sulphide mineralization. Samples collected within the discovery area included 7.33% copper over 35 cm, 3.35% copper over 90 cm and grab samples of 7.34% copper, 10.15% copper and 7.55% copper.

The Agreement provides for an investment by the Issuer into Copper Ridge of up to \$3,000,000 at a price of \$0.03 per share, for a total issuance of 100,000,000 Copper Ridge Shares. Upon closing of the Agreement the Issuer will distribute by way of return of capital the Copper Ridge shares received to its shareholders. The amount invested is subject to adjustment in certain circumstances, and shareholders of Platoro will receive approximately two shares of Copper Ridge for each one share of Platoro they hold.

Closing of the Agreement is subject to several conditions precedent including:

- receipt of all required regulatory approvals;
- Copper Ridge having disposed of its gold properties; and
- The Issuer having obtained a Court order allowing for the distribution as a return of capital.

At closing two directors of Copper Ridge will resign and three nominees of Platoro will be appointed in their place. It is anticipated that William M. Sheriff, a director of the Issuer, will be appointed as Chairman of Copper Ridge on closing.

Mr. J. Greg Dawson, P.Geo., Vice President of Exploration for Copper Ridge, is the Qualified Person for the projects referred to above and is responsible for the technical content disclosed herein.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
  - (a) Total aggregate consideration in Canadian dollars: **3,000,000.**
  - (b) Cash: **See (c) below.**

(c) Other: **The consideration being paid to Copper Ridge is to be comprised of Cash and Shares of Aura Minerals Inc. (TSX:ORA) owned by the Issuer ("Aura Shares"). The cash amount is to be the working capital of the Issuer (excluding the Aura Shares), less \$75,000, and the balance of the \$3,000,000 consideration will consist of Aura Shares valued at the VWAP for the 5 trading days prior to closing.**

(d) Work commitments: **None.**

3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). **Arm's-length negotiation.**

4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: **None.**

5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: **N/A.**

6. 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 transaction (including warrants, options, etc.): **NIL.**

(a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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) Other \_\_\_\_\_ .

7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship.

**The transaction is an arms' length transaction.**

8. If applicable, indicate whether the transaction 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.**

**2. Development**

Provide details of the development. 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**

**3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to CNSX 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 CNSX Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated **June 4, 2009**.

**John W. Legg**  
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Name of Director or Senior  
Officer

\_\_\_\_\_  
Signature

**Director**  
\_\_\_\_\_  
Official Capacity