

FORM 9

NOTICE OF PROPOSED ISSUANCE OF LISTED SECURITIES

(or securities convertible or exchangeable into listed securities¹)

Please complete the following:

Name of CNSX Issuer: Copper Reef Mining Corporation (the "Issuer").

Trading Symbol: CZC

Date: November 13, 2009

Is this an updating or amending Notice: Updating Notice

If yes provide date(s) of prior Notices: September 17, 2009, October 9, 2009

Issued and Outstanding Securities of Issuer Prior to Issuance: 41,563,590

Date of News Release Announcing Private Placement: November 13, 2009

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.18

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 (CDNS)	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)
2867 3820 Quebec Inc. 1068 Jules- Brisebois Val d'OR, QC J9P 6X4	1,000,000 Class "A" Units	50,000	n/a	NI 45-106 s 2.3	1,000,000	November 13, 2009	
Carol Aschwenden 7 Shirley Court Thornbury, ON N0H 2P0	500,000 Class "A" Units	25,000	n/a	NI 45-106 s 2.3	500,000	November 13, 2009	

John Aschwenden 7 Shirley Court Thornbury, ON N0H 2P0	500,000 Class "A" Units	25,000	n/a	NI 45-106 s 2.3	500,000	November 13, 2009	
Judy Baker 301 - 141 Adelaide Street West Toronto, ON M5H 3L5	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
William Ballard 293 King Street West, 2 nd Floor Toronto, ON M5V 1J5	1,000,000 Class "A" Units 1,000,000 Class "B" Units	120,000	n/a	NI 45-106 s 2.3	2,000,000	November 13, 2009	
Holly Barron 62 Tweedsmuir Street Flin Flon, MB R8A 0R4	10,000 Class "B" Units	700	n/a	NI 45-106 s 2.3	10,000	November 13, 2009	
Karl H. Broich 2219-141 Avenue Edmonton, AB T5Y 1C4	200,000 Class "A" Units	10,000	n/a	NI 45-106 s 2.3	200,000	November 13, 2009	
John L. Burns 148 Rose Park Drive Toronto, ON M4T 1R5	100,000 Class "A" Units	5,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
Robert D. Cudney 301 - 141 Adelaide Street West Toronto, ON M5H 3L5	200,000 Class "A" Units	10,000	n/a	NI 45-106 s 2.3	200,000	November 13, 2009	
Lynn Factor 2500 - 130 King Street West Toronto, ON M5X 1A9	1,000,000 Class "A" Units 1,000,000 Class "B" Units	120,000	n/a	NI 45-106 s 2.3	2,000,000	November 13, 2009	
Harricana River Mining Corporation Inc. 15 Toronto Street, Suite 600 Toronto, ON M5C 2E3	5,000,000 Class "A" Units	250,000	n/a	NI 45-106 s 2.3	5,000,000	November 13, 2009	I
John D. Harvey 1812 - 55 Harbour Square Toronto, ON M5J 2L1	200,000 Class "B" Units	14,000	n/a	NI 45-106 s 2.3	200,000	November 13, 2009	

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Paul Kenny 501-112 St. Clair Avenue West Toronto, ON M4V 2Y3	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
Mike Kilbourne 60 Thomas Shepperd Drive Holland Landing, ON L9N 1C4	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
Paul A. Masson 34 Willis Avenue Winnipeg, MB R8A 0A3	30,000 Class "B" Units	2,100	n/a	NI 45-106 s 2.3	30,000	November 13, 2009	
Richard Masson 1342 College Drive Saskatoon, SK S7N 0W5	250,000 Class "B" Units	17,500	n/a	NI 45-106 s 2.6	907,500	November 13, 2009	
M'Ore Exploration Services Ltd. Box 306, 12 Mitchell Road Flin Flon, MB R8A 1N1	100,000 Class "B" Units	7,000	n/a	NI 45-106 s 2.3	5,156,181	November 13, 2009	I
Northfield Capital Corporation 301 - 141 Adelaide Street West Toronto, ON M5H 3L5	950,000 Class "A" Units 950,000 Class "B" Units	114,000	n/a	NI 45-106 s 2.3	1,900,000	November 13, 2009	
Brent Peters 2071 Wellington Avenue Burlington, ON L7R 1P4	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
Thomas Pladsen 604 - 21 Scollard Street Toronto, ON M5R 1G1	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	
Morris Prychidny 293 King Street West, 2 nd Floor Toronto, ON M5V 1V5	100,000 Class "A" Units 100,000 Class "B" Units	12,000	n/a	NI 45-106 s 2.3	200,000	November 13, 2009	

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Robert Renneberg 180 Fir Street Sherwood Park, AB T8A 2A2	400,000 Class "A" Units	20,000	n/a	NI 45-106 s 2.3	400,000	November 13, 2009	
Laara Shaffer 9 -1168 Pendrell Street Vancouver, BC V6E 1L4	200,000 Class "A" Units	10,000	n/a	NI 45-106 s 2.3	300,000	November 13, 2009	I
John Tait 301 - 141 Adelaide Street West Toronto, ON M5H 3L5	50,000 Class "A" Units 50,000 Class "B" Units	6,000	n/a	NI 45-106 s 2.3	100,000	November 13, 2009	

(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 have been placed in trust pending receipt of all necessary approvals.

(2) Indicate if Related Person.

¹An 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: \$848,300.00
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. General working capital purposes and maintenance of property claims, including the Issuer's drill program at its Mink Narrows base metals property and Gold Rock gold property
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.
5. Description of securities to be issued:
 - (a) Class Common (those forming part of Class "B" Units to be designated as "flow-through" shares per the *Income Tax Act*)
 - (b) Number 11,450,000 Common Shares and 3,940,000 Common Shares issued as Flow-Through Shares
 - (c) Price per security \$0.05 per Common Share; \$0.07 per Flow-Through Share
 - (d) Voting rights one vote per share
6. Provide the following information if Warrants, (options) or other convertible securities are to be issued:
 - (a) Number 11,450,000 Class "A" Warrants; 3,940,000 Class "B" Warrants;
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) 15,390,000
 - (c) Exercise price Class "A" Warrants, exercisable at \$0.15 per Common Share; Class "B" Warrants, exercisable at \$0.20 per Common Share, such Common Shares to be designated as "flow-through" shares per the *Income Tax Act*.
 - (d) Expiry date twelve months from date of issuance
7. Provide the following information if debt securities are to be issued: Not applicable.
 - (a) Aggregate principal amount _____

- (b) Maturity date _____
- (c) Interest rate _____
- (d) Conversion terms _____
- (e) Default provisions _____
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.):
- (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): Not applicable.
- (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.).
Each Class "B" Unit consists of one Flow-Through Share issued per Class "B" Unit at a price of \$0.07 per Flow-Through Share
11. State whether the private placement will result in a change of control.
No
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 Multilateral Instrument 45-102.

2. Acquisition - Not applicable

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: _____
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: _____
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).
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: _____

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:

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 (CDNS)	Conversion price (if applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or directed by Party	Describe relationship to Issuer ⁽¹⁾

- (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: _____

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): _____
- (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. _____
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. _____

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 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).
4. All of the information in this Form 9 Notice of Private Placement is true.

Dated November 13, 2009

William J. Jackson

Name of Director or Senior
Officer


Signature

CFO, Treasurer & Assistant Secretary
Official Capacity