

FORM 9

NOTICE OF ISSUANCE OF LISTED SECURITIES **(or securities convertible or exchangeable into listed securities¹)**

Name of Listed Issuer: **Green River Gold Corp.** (the "Issuer").

Trading Symbol: **CCR**

Date: **March 25, 2020**

Is this an updating or amending Notice: ☐ Yes ☒ No

If yes provide date(s) of prior Notices: **N/A**

Issued and Outstanding Shares of Issuer Prior to Issuance: **24,944,749 Common Shares**

Date of News Release Announcing Private Placement: **March 3, 2020**

Closing Market Price on Day Preceding the Issuance of the News Release: **\$0.05**

Number of Securities to be Issued: **320,000 Common Shares and 160,000 Warrants**

Issued and Outstanding Shares Following Issuance: **25,264,749**

Part 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)

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

Related Persons

Full Name & Municipality of Residence of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable) (CDN\$)	Prospectus Exemption	Total Securities Previously Owned, Controlled or Directed	Payment Date⁽¹⁾	Describe relationship to Issuer ⁽²⁾

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: _____ .
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. _____ .
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer: _____ .
4. If securities are issued in forgiveness of indebtedness, provide details of the debt agreement(s) or and the agreement to exchange the debt for securities.
5. Description of securities to be issued:
 - (a) Class _____ .
 - (b) Number _____ .
 - (c) Price per security _____ .
 - (d) Voting rights _____ .
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
 - (a) Number _____ .
 - (b) Number of securities eligible to be purchased on exercise of warrants (or options) _____ .

- (c) Exercise price _____ .
- (d) Expiry date _____ .
7. Provide the following information if debt securities are to be issued:
- (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, and 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, 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 ____.
10. Describe any unusual particulars of the transaction (i.e. tax "flow through" shares, etc.).
- _____ .
11. State whether the private placement will result in a change of control.
- _____ .

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. _____.
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 National Instrument 45-102 Resale of Securities.

Part 2. Acquisition

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:

The Issuer has entered into an agreement (the “Agreement”) with an independent third party to acquire the placer rights to two separate placer gold projects in the vicinity of the Issuer’s current Fontaine Placer Gold Project. The two properties are referred to as the “Little Swift Placer Gold Project” and the “Sovereign Placer Gold Project” (collectively, the “Properties”).

The Little Swift Placer Gold Project consists of 15 contiguous claim cells totalling 292.27 hectares, located 7 kilometers west of the Fontaine Placer Gold Project. It lies in the valley of the Little Swift River encompassing the valley floor and the north and south valley walls for a total distance of 4 kilometers. There is historical gold production from within 100 meters of the property of 466 grams produced from 1941 to 1945. Permit applications have been submitted for a limited production run to determine the economic viability of a large-scale operation and permit approval is expected early spring of 2020. The permit application allows for 1.5 hectares of mining area and a production.

The Sovereign Placer Gold Project consists of 2 contiguous claims totalling 38.96 hectares located 3 kilometers northwest of the Fontaine Placer Gold Project and is partially underlain by the Fontaine mineral properties. The Sovereign Placer Gold Project is within 60 meters of Sovereign Creek. Permit applications have been submitted and approval is expected by early spring 2020. The work program consists of 9 test pits and 4 auger drill sites to determine the gold values in the 13 predetermined target areas identified.

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:

The Issuer will pay for the Properties by the issuance of 320,000 units of the Issuer ("Units") at a deemed value of \$0.06 per Unit. Each Unit will consist of one common share of the Issuer (a "Common Share") and one-half of one Common Share purchase warrant (each whole Common Share purchase warrant, a "Warrant"). Each full Warrant will be exercisable to acquire one Common Share (a "Warrant Share") for a period of 24 months following the issue date at an exercise price of \$0.10 per Warrant Share.

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: **\$19,200.00**
 - (b) Cash: **N/A**
 - (c) Securities (including options, warrants etc.) and dollar value: **320,000 Units as described in item 2 above with an aggregate deemed value of \$19,200.00.**
 - (d) Other: **N/A**
 - (e) Expiry date of options, warrants, etc. if any: **24 months following issuance.**
 - (f) Exercise price of options, warrants, etc. if any: **\$0.10 per Warrant.**
 - (g) Work commitments: **N/A**
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).

The purchase price was determined by arm's-length negotiation.
5. Provide details of any appraisal or valuation of the subject of the acquisition known to management of the Issuer: **N/A**
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	Number and Type of Securities to be Issued	Dollar value per Security (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer ⁽¹⁾
K.Townsend	320,000 Common Shares 160,000 Warrants	\$0.06	 \$0.10	s. 2.13 – <i>Petroleum, Natural Gas and Mining Properties</i>	Nil	Arm's length

(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: **Title Search.**

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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): **N/A**

(b) Cash: **N/A**

(c) Securities: **N/A**

(d) Other: **N/A**

(e) Expiry date of any options, warrants etc.: **N/A**

(f) Exercise price of any options, warrants etc.: **N/A**

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. **N/A**

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. **N/A**

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 Issuer has obtained the express written consent of each applicable individual to:
 - (a) the disclosure of their information to the Exchange pursuant to this Form or otherwise pursuant to this filing; and
 - (b) the collection, use and disclosure of their information by the Exchange in the manner and for the purposes described in Appendix A or as otherwise identified by the Exchange, from time to time.
4. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CSE Policy 1).
5. All of the information in this Form 9 Notice of Issuance of Securities is true.

Dated March 25, 2020.

Pearson John Little
Name of Director or Senior
Officer

"Pearson Little"
Signature

President, CEO and Director
Official Capacity