

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities)**

Name of Listed Issuer:

Symbol(s):

Fire River Gold Corp. (the "Issuer"), to be renamed Yumy Bear Goods Inc.	YUMY (requested)  Formerly, FAU.H on the TSX Venture Exchange.
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Date: June 30, 2021

Is this an updating or amending Notice:  Yes  No

If yes provide date(s) of prior Notices: \_\_\_\_\_.

Issued and Outstanding Securities of Issuer Prior to Issuance: 3,434,804 (post-consolidation).

#### **Pricing**

Date of news release announcing proposed issuance: April 1, 2021 or

Date of confidential request for price protection: \_\_\_\_\_

Closing Market Price on Day Preceding the news release: Trading of the common shares of the Issuer was halted in accordance with TSX Venture Exchange policies. The Closing Market Price was \$0.395 on a pre-consolidated basis, and \$1.185 on a post-consolidated basis. or

Day preceding request for price protection: \_\_\_\_\_

#### **Closing**

Number of securities to be issued: 24,053,328 common shares and 20,000,000 common share purchase warrants

Issued and outstanding securities following issuance: 27,488,132 common shares of the Issuer (post-consolidation).

#### **Instructions:**

1. For private placements (including debt settlement), complete tables 1A and 1B in Part 1 of this form.
2. Complete Table 1A – Summary for all purchasers, excluding those identified in Item 8.
3. Complete Table 1B – Related Persons only for Related Persons.

4. If shares are being issued in connection with an acquisition (either as consideration or to raise funds for a cash acquisition) please proceed to Part 2 of this form.
5. An 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 – Notice of Proposed Transaction.
6. Post the completed Form 9 to the CSE website in accordance with *Policy 6 – Distributions*. In addition, the completed form must be delivered to [listings@thecse.com](mailto:listings@thecse.com) with an appendix that includes the information in Table 1B for ALL places.

**Part 1. Private Placement**

**Table 1A – Summary**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	16	\$1.50	\$30,000.00
Ontario	1	\$1.50	\$3,050,000.00
Total number of purchasers:	17		
Total dollar value of distribution in all jurisdictions:			\$3,080,000.00

**Table 1B – 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)

<sup>1</sup>An 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: \$3,080,000.00.
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. The Issuer will use the proceeds for product development and marketing expenses and general working capital purposes.

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: N/A.
5. Description of securities to be issued:
- (a) Class: Common shares of the Issuer.
  - (b) Number: 2,053,328.
  - (c) Price per security: \$1.50.
  - (d) Voting rights: One vote per common share.
6. Provide the following information if warrants, (options) or other convertible securities are to be issued:
- (a) Number: N/A\_\_\_\_\_.
  - (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: N/A\_\_\_\_\_.
  - (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.): N/A
- (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: N/A

\_\_\_\_\_.

10. Describe any unusual particulars of the transaction (i.e. tax “flow through” shares, etc.).

The Private Placement is conducted by Yummy Bear Goods Inc. (“**Yummy Bear**”) and is being conducted as part of, and is a condition to closing of, a business combination among the Issuer, Yummy Bear and a subsidiary of the Issuer (the **Business Combination**”). Upon closing of the Business Combination, the shares issued to subscribers under the Private Placement with Yummy Bear will be automatically exchanged for common shares of the Issuer on the basis of one (1) Issuer common share for every one (1) Yummy Bear common share subscribed for.

11. State whether the private placement will result in a change of control.

The Private Placement will not 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. N/A

\_\_\_\_\_  
\_\_\_\_\_.

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:

On April 1, 2021, the Issuer entered into a business combination agreement (the “**Business Combination Agreement**”) to purchase Yummy Bear Goods Inc. (“**Yummy Bear**”) through a wholly-owned subsidiary of the Issuer (“**Subco**”), by way of an amalgamation. Yummy Bear is an arm’s length company that is the exclusive owner and operator of a website (<https://yumybear.com/>) and is engaged in the business of imports and sales of low sugar plant-based candy confectionaries.

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 Business Combination Agreement is among the Issuer, Subco, and Yummy Bear. The acquisition pursuant to the Business Combination Agreement is anticipated to close on June 30, 2021. Upon closing, Subco, and Yummy Bear will amalgamate to form “Amalco,” and the Yummy Bear securityholders will become the registered holders of common shares and warrants to purchase common share in the capital of the Issuer, as consideration for the acquisition.

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: \$22,880,000 (including the Private Placement, discussed above).

(b) Cash: N/A.

(c) Securities (including options, warrants etc.) and dollar value:

22,000,000 common shares of the Issuer will be issued to the shareholders of Yummy Bear, other than those that participated in the Private Placement (discussed above), at a market price of \$0.90 per common share.

2,053,328 common shares of the Issuer will be issued to the shareholders of Yummy Bear who participated in the Private Placement, at a market price of \$1.50 per common share.

20,000,000 common share purchase warrants will be issued to warrant holders of Yummy Bear.

- (d) Other: N/A.
- (e) Expiry date of options, warrants, etc. if any: The warrants issued to warrant holders of Yumy Bear will expire on October 22, 2022.
- (f) Exercise price of options, warrants, etc. if any: The warrants issued to warrant holders of Yumy Bear will have an exercise price of \$0.05.
- (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): Arm's Length Negotiation, pursuant to the terms of the Business Combination Agreement.
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 (if not an individual, name all insiders of the Party)	Number and Type of Securities to be Issued	Dollar Value per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>
<b>TOTAL:</b>	<b>24,053,328 common shares; and 20,000,000 common share purchase warrants</b>					

(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: Transfer of title of the assets is transferred to the Issuer via the Business Combination Agreement, which Business Combination Agreement was negotiated at arm's length and reviewed by counsel to the Issuer.

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.): N/A.
- (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): \_\_\_\_\_  
\_\_\_\_\_.
- (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. 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 no 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





## Appendix A

### PERSONAL INFORMATION COLLECTION POLICY REGARDING FORM 9

The Canadian Securities Exchange and its subsidiaries, affiliates, regulators and agents (collectively, “CSE or the “Exchange”) collect and use the information (which may include personal or other information) which has been provided in Form 9 for the following purposes:

- To determine whether an individual is suitable to be associated with a Listed Issuer;
- To determine whether an issuer is suitable for listing;
- To determine whether allowing an issuer to be listed or allowing an individual to be associated with a Listed Issuer could give rise to investor protection concerns or could bring the Exchange into disrepute;
- To conduct enforcement proceedings;
- To ensure compliance with Exchange Requirements and applicable securities legislation; and
- To fulfil the Exchange’s obligation to regulate its marketplace.

The CSE also collects information, including personal information, from other sources, including but not limited to securities regulatory authorities, law enforcement and self-regulatory authorities, regulation service providers and their subsidiaries, affiliates, regulators and agents. The Exchange may disclose personal information to these entities or otherwise as provided by law and they may use it for their own investigations.

The Exchange may use third parties to process information or provide other administrative services. Any third party will be obliged to adhere to the security and confidentiality provisions set out in this policy.

All personal information provided to or collected by or on behalf of The Exchange and that is retained by The Exchange is kept in a secure environment. Only those employees who need to know the information for the purposes listed above are permitted access to the information or any summary thereof. Employees are instructed to keep the information confidential at all times.

Information about you that is retained by the Exchange and that you have identified as inaccurate or obsolete will be corrected or removed.

If you wish to consult your file or have any questions about this policy or our practices, please write the Chief Privacy Officer, Canadian Securities Exchange, 220 Bay Street 9th Floor, Toronto, ON, M5J 2W4.