

## FORM 9

### **NOTICE OF ISSUANCE OR PROPOSED ISSUANCE OF LISTED SECURITIES** **(or securities convertible or exchangeable into listed securities<sup>1</sup>)**

Name of Listed Issuer:

Symbol(s):

GoldHaven Resources Corp. (the "Issuer").	GOH
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Date: March 31, 2021

Is this an updating or amending Notice: No

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

Issued and Outstanding Securities of Issuer Prior to Issuance: 47,210,018 common shares

#### **Pricing**

Date of news release announcing proposed issuance: March 5, 2021

Date of confidential request for price protection: March 1, 2021

Closing Market Price on Day Preceding the News Release: \$0.465 (Mar 1/21 per email from Radhika)

Day preceding request for price protection: \$0.61

#### **Closing**

Number of securities to be issued: 6,043,080 Units (each, a "Unit") in Tranche 1

Issued and outstanding securities following issuance: 53,459,598 common shares following final tranche issuance

#### **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 (List of all Purchasers attached)**

Each jurisdiction in which purchasers reside	Number of Purchasers	Price per Security	Total dollar value (CDN\$) raised in the jurisdiction
British Columbia	5	\$0.50	\$413,000.00
Cayman Islands	2	\$0.50	\$360,000.00
Germany	15	\$0.50	\$721,900.20
Panama	1	\$0.50	\$49,999.80
Philippines	1	\$0.50	\$150,000.00
Spain	2	\$0.50	\$12,540.00
United States	8	\$0.50	\$1,314,100.00
Total number of purchasers:	<b>34</b>		
Total dollar value of distribution in all jurisdictions:			<b>\$3,021,540.00</b>

**Table 1B – Related Persons – N/A**

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

<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: \$3,021,540.00
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 proceeds of the private placement will be used to fund exploration and drilling of GoldHaven's gold projects in Chile and for general corporate purposes.
3. Provide particulars of any proceeds which are to be paid to Related Persons of the Issuer:  
None.
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.  
Not Applicable.
5. Description of securities to be issued:
  - (a) Class: Units. Each Unit consists of one common share in the capital of the Issuer (each, a "Common Share") and one half of one common share purchase warrant (the "Warrants").
  - (b) Number: 6,043,080 Common Shares
  - (c) Price per security: \$0.50
  - (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: 3,021,540 Warrants
  - (b) Number of securities eligible to be purchased on exercise of warrants (or options): 3,021,540 Common Shares
  - (c) Exercise price: Each Warrant will entitle the holder thereof to purchase one common share in the capital of the Issuer at an exercise price of \$0.65 for a period of 36 months from the closing of the private placement. The expiry of the Warrants may be accelerated if the closing price of the Corporation's common shares on the Canadian Securities Exchange is equal to or greater than \$0.90 for a minimum of twenty consecutive trading days and a notice of acceleration is provided in accordance with the terms of the Warrants.
  - (d) Expiry date: 36 months (3 years) from the 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, and if a corporation, identify persons owning or exercising voting control over 20% or more of the voting shares if known to the Issuer): No finder's fees pursuant to Tranche 1 closing.
- (b) Cash: Not applicable.
- (c) Securities: Not applicable.
- (d) Other: Not applicable.
- (e) Expiry date of any options, warrants etc.: Not applicable.
- (f) Exercise price of any options, warrants etc.: Not applicable
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.).  
Not applicable.
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.  
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 National Instrument 45-102 Resale of Securities.  
Confirmed.

**Part 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 (CDN\$)	Conversion price (if applicable)	Prospectus Exemption	Total Securities, Previously Owned, Controlled or Directed by Party	Describe relationship to Issuer <sup>(1)</sup>

(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, 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.
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 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 31, 2021

Marla K. Ritchie  
Name of Director or Senior Officer

"Marla K. Ritchie" (signed)  
Signature

Corporate Secretary  
Official Capacity

## 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.



**Table 1A - List of Purchasers – Tranche 1**

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
Equinox Partners Precious Metals Master Fund LP Stamford, CT, USA	22,014	\$0.50 (\$11,007.00)		Outside local jurisdiction (BC, AB, NS)	0	Mar 05/21	None
Equinox Partners, LP Stamford, CT, USA	572,442	\$0.50 (\$286,221.0 0)		Outside local jurisdiction (BC, AB, NS)	0	Mar 05/21	None
Mason Hill Partners, LP Stamford, CT, USA	81,215	\$0.50 (\$40,607.50)		Outside local jurisdiction (BC, AB, NS)	0	Mar 05/21	None
Stichting LGP Stamford, CT, USA	1,274,629	\$0.50 (637,314.50)		Outside local jurisdiction (BC, AB, NS)	0	Mar 01/21	None
.690 Gold Fund, LP Stamford, CT, USA	20,484	\$0.50 (\$10,242.00)		Outside local jurisdiction (BC, AB, NS)	0	Mar 05/21	None
.690 Gold Fund QP, LP Stamford, CT, USA	29,216	\$0.50 (\$14,608.00)		Outside local jurisdiction (BC, AB, NS)	0	Mar 05/21	None
Bowering Projects Ltd. Burnaby, BC, Canada	504,000	\$0.50 (\$252,000)		45-106 2.3 BC T	700,000 common 500,000 warrants	Feb 24/21	None
Craig Roberts Victoria, BC, Canada	240,000	\$0.50 (\$120,000)		45-106 2.3 BC J	0	Feb 25/21	None
Louisa Benkert Munich, Germany	30,000	\$0.50 (\$15,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 04/21	None
Blau Gold Invest AG Berlin, Germany	120,000	\$0.50 (\$60,000)		Outside local jurisdiction (BC, AB, NS)	0	Feb 26/21	None

Sepp Hatzl Cebu, Philippines	300,000	\$0.50 (\$150,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 2/21	None
Alexander Ingelheim Munich, Germany	3,000	\$0.50 (\$1,500)		Outside local jurisdiction (BC, AB, NS)	0	Feb 25/21	None
Incomet Capital GmbH Munche n, Germany	96,000	\$0.50 (\$48,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 5/21	None
Interlink Trade & Commerce Ltd. Panama City, Panama	100,000	\$0.50 (\$49,999.80)		Outside local jurisdiction (BC, AB, NS)	0	Feb 23/21	None
MB Euroinvest GmbH Muenchen, Germany	156,000	\$0.50 (\$78,000)		Outside local jurisdiction (BC, AB, NS)	0	Feb 25/21	None
Andreas Oldenbourg Munich, Germany	120,000	\$0.50 (\$60,000)		Outside local jurisdiction (BC, AB, NS)	0	Feb 23/21	None
Florian Schilling Dreieich, Germany	204,000	\$0.50 (\$102,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 3/21	None
Nikolaus von Bomhard Munche n, Germany	200,000	\$0.50 (\$100,000.2 0)		Outside local jurisdiction (BC, AB, NS)	0	Feb 25/21	None
Leopold von Ingelheim Munich, Germany	30,000	\$0.50 (\$15,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 4/21	None
Claudius von Plettenberg Muenche n, Germany	60,000	\$0.50 (\$30,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 2/21	None
Bertram von Plettenberg Muenche n, Germany	300,000	\$0.50 (\$150,000)		Outside local jurisdiction (BC, AB, NS)	10,000 common	Mar 5/21	None
Walther von Plettenberg Alcobendas, Spain	15,000	\$0.50 (\$7,500)		Outside local jurisdiction (BC, AB, NS)	0	Mar 5/21	None
Daniel von der Schulenburg Munche n, Germany	49,800	\$0.50 (\$24,900)		Outside local jurisdiction (BC, AB, NS)	0	Mar 1/21	None

Krishnamurthy Viswanathan Waldbronn, Germany	30,000	\$0.50 (\$15,000)		Outside local jurisdiction (BC, AB, NS)	0	Feb 25/21	None
Martin Alexander Wurm Georgetown, Cayman Islands	120,000	\$0.50 (\$60,000)		Outside local jurisdiction (BC, AB, NS)	600,000 common 150,000 warrants	Mar 1/21	None
Pilar de Aguilar Villanova- Rattazzi Madrid, Spain	10,080	\$0.50 (\$5,040)		Outside local jurisdiction (BC, AB, NS)	0	Mar 5/21	None
Paul Coviello Boca Raton, Florida, USA	253,200	\$0.50 (\$126,600)		Outside local jurisdiction (BC, AB, NS)	0	Mar 9/21	None
Lion Capital Investment Limited Georgetown, Cayman Islands	600,000	\$0.50 (\$300,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 12/21	None
Alexander Ingelheim Munich, Germany	5,000	\$0.50 (\$2,500)		Outside local jurisdiction (BC, AB, NS)	0	Mar 10/21	None
Maximilian Maldeghem Kuehbach Germany	40,000	\$0.50 (\$6,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 10/21	None
Pamela Margarita Rinzsch Sooke, BC	12,000	\$0.50 (\$6,000)		Outside local jurisdiction (BC, AB, NS)	0	Mar 9/21	None
Stan McDonald Vancouver, BC	20,000	\$0.50 (\$10,000)		45-106 2.3 BC J	0	Mar 18/21	None
Frank Callaghan North Vancouver, BC	50,000	\$0.50 (\$20,000)		45-106 2.3 BC J	0	Mar 18/21	None
Force Family Office, LLC New York, NY, USA	375,000	\$0.50 (\$187,500)		Outside local jurisdiction (BC, AB, NS)	0	Mar 25/21	None
<b>Total</b>	<b>6,043,080</b>						