

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):

GoldHaven Resources Corp. (the "Issuer").	GOH
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Date: **April 15, 2024**

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: **18,107,493 common shares**

Pricing

Date of news release announcing proposed issuance: **April 16, 2024**

Date of confidential request for price protection: **N/A**

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

Day preceding request for price protection: **N/A**

Closing

Number of securities to be issued: **8,800,000 upon exercising of the first option and 17,600,000 upon exercising of the second option**

Issued and outstanding securities following issuance: **[26,907,493] common shares following exercise of the first option.**

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 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\$)
Total number of purchasers:			
Total dollar value of distribution in all jurisdictions:			

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

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: **N/A**
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): No finder's fees pursuant to Tranche 1 closing.

(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:
See Item 2 below.
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:

On April 15, 2024, the Issuer entered into an option agreement (the “**Agreement**”) with Ameranium Resources Corp. (“**Ameranium**”) for the purchase by the Issuer of 100% legal and beneficial interest in and to 630 lode claims in Grand County, Utah covering 13,008 acres (the “**Property**”). Gordon Ellis is a director of both Issuer and Ameranium.

The Powerline Option Agreement sets out that the Issuer may acquire a **100% interest in and to the Property by exercising two separate options** (first option and second option), whereas the first option shall expire by **July 1, 2024** and the second option expires by **December 31, 2025**.

By exercising the first option, the Issuer may acquire an undivided interest in and to **40 lode claims** encompassing an approximately **800 acres of the Property** in consideration of **8,800,000 common shares** of the Issuer.

the Issuer may acquire the remaining **590 lode claims** in the Property encompassing an approximately **12,208 acres** by exercising the second option and in consideration of **17,600,000 common shares** for the remainder of the Property.

In the event that GoldHaven does not exercise the first option and the second option by such foregoing deadline dates, such option or options shall expire and be of no force or effect. Further, if the first option is not exercised by its deadline being **July 1, 2024**, the second option shall automatically expire on **July 2, 2024** and be of no force or effect.

the Issuer shall prepare a Form 2A Listing Statement and file same together with the supporting 43-101F1 Technical Report with the CSE and on SEDAR+.

In addition to the share considerations, the Issuer shall also make an aggregate one-time land payment of **USD \$103,950** to Ameranium in cash by **August 1, 2024** and reimburse Ameranium up to **CDN \$35,000** upon execution of the Agreement, as a non-refundable deposit, for out of pocket expenses related to the review of historical data pertaining to the Property.

Further, so long as the first option or the second option are in effect and not expired, the Issuer shall be responsible for all BLM and county holding costs and payments. If the Issuer is not able to pay such costs, while still being liable for such costs, then the Issuer shall provide the Issuer with a minimum of 60 days prior written notice to the Issuer to enable Ameranium to cover such payment on the basis that the Issuer shall indemnify Ameranium for such payments when the Issuer has sufficient funds to provide such indemnity.

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The exercise of the both options shall be subject to completion of a financing by the Issuer of not less than **CDN \$1,000,000**.

The shares issued upon exercise of the first option and the second option shall be subject to the applicable restrictions of the Canadian securities laws, and Ameranium shall not trade the shares before four (4) months and one (1) day after the issuance date of such shares and such shares shall be escrowed for 10 calendar days following the posting of the Form 2A Listing Statement together with the supporting 43-101F1 Technical Report with the CSE and on SEDAR+.

Once the Issuer decides to exercise an option, then the Issuer shall give a written notice of exercise to Ameranium before exercising such option which notice shall designate a date for closing of the respective sale of the Property.

Ameranium and the Issuer are obliged to indemnify each other for any damage that is effectively suffered by Ameranium or the Issuer as a result of falseness or inaccuracy of the statements and guarantees made by each party to the other party even after the Powerline Option Agreement is terminated.

When the Issuer exercises the first option to acquire the **40 lode claims** or the second option to acquire the remaining **630 lode claims**, Ameranium shall convey an undivided one hundred percent (100%) interest in and to the respective claims upon exercise of such options. The undivided **one hundred percent (100%) interest shall vest in the Issuer** upon exercise of each option.

If the Issuer fails to perform its obligation under the Agreement, then the Powerline Option Agreement shall terminate and the Issuer will not be able to exercise any option. the Issuer may terminate the Agreement by giving a written notice of termination before thirty **(30)** days to Ameranium after which the Agreement shall be of no force and effect.

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: one-time land payment of **USD \$103,950** to Ameranium in cash by August 1, 2024 and reimburse Ameranium up to **CDN \$35,000** upon execution of the Agreement.

- (c) Securities (including options, warrants etc.) and dollar value: N/A
- (d) Other: N/A
- (e) Expiry date of options, warrants, etc. if any: N/A
- (f) Exercise price of options, warrants, etc. if any: N/A
- (g) Work commitments: None.

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 Negotiations

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:

Ameranium shall receive **8,800,000 common shares** of the Issuer by exercising the first option by the Issuer.

Additionally, Ameranium may receive additional **17,600,000 common shares** for exercising the second option by the Issuer.

7. Details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired:

Information relating to the title and ownership of the Powerline Uranium Project was obtained from Ameranium Energy Corp. Information relating to the claim data is detailed in Section 4.0 of the 43-101. The author (Seymour Sears, QP) has also relied on the following legal documents:

- A notarized document: "Notice of Intent to Hold", State of Utah, County of Grand. This agreement dated December 26, 2023 covers the 630 lode claims covered in this report. This document states that the claim maintenance fee of USD103,950.00 for the 630 lode claims, that are the subject of this report, has been paid. This Notice of Intent to Hold is filed for the assessment year ending September 1, 2024.
- A notarized document dated January 20, 2023 transferring the 630 lode claims from O.J. Gatten to Ameranium Energy Corp. at the Office of the Recorder in Moab, Utah.

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:
 - (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 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: April 16, 2024

Bonn Smith
Name of Director or Senior Officer


Signature

CEO
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.