

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: Golden Cross Resources Inc. (the "Issuer").

Trading Symbol: GOX

Date: August 28, 2012

Is this an updating or amending Notice: Yes No

If yes provide date(s) of prior Notices:

April 30, 2012, May 10 & 22, 2012, June 11, 21 & 27, 2012 and August 17, 2012

Issued and Outstanding Securities of Issuer Prior to Issuance: 33,332,080

Date of News Release Announcing Private Placement: April 30, 2012

Closing Market Price on Day Preceding the Issuance of the News Release: \$0.15

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)

Name & Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed(1)	Payment Date(2)	Describe relationship to Issuer (3)
Michael Regan 970 Mesa Crescent Mississauga, ON, L5H 3T5	300,000	\$0.14	\$0.18	s.2.3 of NI 45-106	390,500	Aug. 28/12	None
Matthew Regan 1654 Lakesore Road West Mississauga, ON, L5J 1J3	2,000,000	\$0.14	\$0.18	s.2.3 of NI 45-106	2,060,000	Aug. 28/12	None
Harinderbir Singh 40 Greythorne Hill Pittsford, NY 14534	357,143	\$0.14	\$0.18	s.2.3 of NI 45-106	357,143	Aug. 28/12	None
Ekaterina Prilepskaia 42 Nossan Place Maple, ON L6A 0Z7	100,000	\$0.14	\$0.18	s.2.5 of NI 45-106	100,000	Aug. 28/12	Friend of Director
Kulbir Singh 1250 Queen Victoria Avenue Mississauga, ON L5H 3H3	350,000	\$0.14	\$0.18	s.2.3 of NI 45-106	350,000	Aug. 28/12	None

Name & Address of Placee	Number of Securities Purchased or to be Purchased	Purchase price per Security (CDN\$)	Conversion Price (if Applicable)	Prospectus Exemption	No. of Securities, directly or indirectly, Owned, Controlled or Directed(1)	Payment Date(2)	Describe relationship to Issuer (3)
Taylor Hard Money Advisors, Inc. 60-03 72nd Street Maspeth, NY, 11378	176,089	\$0.14	\$0.18	s.2.3 of NI 45-106	176,089	Aug. 28/12	None
Michael Kachanovsky 26 Beall Street Lindsay, ON K9V 6J6	20,000	\$0.14	\$0.18	s.2.3 of NI 45-106	20,000	Aug. 28/12	None
Satwinder Kaur Singh 2234 Oneida Crescent Mississauga, ON L5C 1V6	700,000	\$0.14	\$0.18	s.2.3 of NI 45-106	700,000	Aug. 28/12	None
Gary A. Wilson 2529 Devonshire Lane Altadena, CA 91001	143,000	\$0.14	\$0.18	s.2.3 of NI 45-106	143,000	Aug. 28/12	None
Cowynn Enterprises Inc. 12 Campbell Cres. Toronto, ON M2P 1P2	100,000	\$0.14	\$0.18	s.2.3 of NI 45-106	100,000	Aug. 28/12	None
2025488 Ontario Limited 80 Will's Drive Aurora, ON L4G 7M4	50,000	\$0.14	\$0.18	s.2.3 of NI 45-106	50,000	Aug. 28/12	None
Barry Honig 4400 Biscayne Blvd., #250 Miami, FL 33137	525,964	\$0.14	\$0.18	s.2.3 of NI 45-106	535,714	Aug. 28/12	None
Joshua E. Nidzgorski 2819 Waterloo Street Vancouver, BC V6R 3J2	50,000	\$0.14	\$0.18	s.2.3 of NI 45-106	50,000	Aug. 28/12	None
TOTAL:	4,872,196						

- (1) This information, not being within the knowledge of the Issuer, has been provided by the placee.
- (2) 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 been placed in trust pending receipt of all necessary approvals.
- (3) Indicate if Related Person. A Related Person, generally, is (a) a Related Entity of the CNSX Issuer; (b) a partner, director or officer of the Issuer or Related Entity; (c) a promoter of or person who performs Investor Relations Activities for the Issuer or Related Entity; (d) any person that beneficially owns, either directly or indirectly, or exercises voting control or direction over at least 10% of the total voting rights attached to all voting securities of the Issuer or Related Entity; and (e) such other person as may be designated from time to time by CNSX.

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: **\$682,187 (third tranche)** .
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.

Proceeds are intended to be used in connection with the proposed acquisition of all of the assets of the waste water remediation business of Blue Gold Tailing Technologies Ltd. and for general working capital.

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: **Not Applicable.**
5. Description of securities to be issued:
- (a) Class **Units, with each unit to consist of one common share and one-half of one transferable two-year share purchase warrant,**
 - (b) Number **4,872,196 Units**
 - (c) Price per security **\$0.14**
 - (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 **2,436,098 warrants**
 - (b) Number of securities eligible to be purchased on exercise of Warrants (or options) **2,436,098 common shares**
 - (c) Exercise price **\$0.18 per share.**
 - (d) Expiry date **August 30, 2014**
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):

Jennings Capital Inc.

320-33 Yonge Street
Toronto, ON M5E 1G4

(b) Cash

Jennings Capital Inc.: \$22,540 (7% of amount of funds raised)

(c) Securities

Jennings Capital Inc.: 161,000 finder's warrants (7% of units placed)

(d) Other **Not Applicable.**

(e) Expiry date of any options, warrants etc. **finder's warrants expire on August 30, 2014.**

(f) Exercise price of any options, warrants etc. **\$0.18**

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.

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

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 intends to acquire all of the contracts, purchase orders, intellectual property and technology related to the mining tailings and waste water remediation business (the “Assets”) of Blue Gold Tailing Technologies Ltd., Blue Gold Holdings Ltd. and BG Holdings Ltd. (together “Blue Gold”). Blue Gold Technologies Ltd. and Blue Gold Holdings Ltd. are both private Ontario corporations. BG Holdings Ltd. is a private Maltese corporation.

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 entered into a letter of intent dated May 29, 2012 (“LOI”) with Blue Gold to acquire all of Blue Gold’s Assets. The parties intend to replace the LOI with a definitive agreement once the second stage of due diligence has been completed and the final details regarding the purchase of the Assets (the “Acquisition”) have been determined.

The Issuer intends to add the mining waste water remediation and processing business to its existing mining exploration activities. The Acquisition will be an arm’s-length transaction. The Acquisition will be subject to approval by the Issuer’s shareholders and the CNSX.

The Issuer has signed a purchase order for the purchase of two units of Blue Gold's water treatment technology and has advanced the purchase price of \$502,260 to Blue Gold. This amount will be used toward the consideration paid by the Issuer in the Acquisition. In the event that the LOI terminates and a definitive agreement is not reached between the parties, Blue Gold is obliged under the LOI to return the \$502,260 to the Issuer immediately. The LOI states that Blue Gold is to use the \$502,260 on operations relating to the Assets until the completion of 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:

See 3(b) below.

- (b) Cash:

The Issuer has signed a purchase order for the purchase of two units of Blue Gold's water treatment technology and has advanced the purchase price of \$502,260 to Blue Gold, which amount will be used toward the consideration paid by the Issuer in the Acquisition. In the event the LOI terminates and a definitive agreement is not reached between the parties, Blue Gold is obliged under the LOI to return the \$502,260 to the Issuer immediately. The LOI states that Blue Gold is to use the \$502,260 on operations relating to the Assets until the completion of the Acquisition.

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

The Issuer intends to complete a consolidation of its shares on the basis of one new share for every two currently issued common shares. The consolidation will be subject to approval by the Issuer's shareholders and the CNSX. The LOI provides that, upon completion of the Acquisition, the Issuer has agreed to issue common shares for the Assets using a deemed share price of \$0.28 per share following the consolidation. The amount of consideration to be paid will be negotiated between the parties pursuant to mutually acceptable methods of valuation of the Assets being acquired and, subject to the policies, approval and requirements of the

CNSX.

- (d) Other: **Not Applicable.**
- (e) Expiry date of options, warrants, etc. if any: **Not Applicable.**
- (f) Exercise price of options, warrants, etc. if any: **Not Applicable.**
- (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).

The purchase price will be determined by arm's length negotiation between the parties, taking into consideration a third party valuation report.

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

A third party valuation report is being prepared in respect of Blue Gold and its Assets.

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 ⁽¹⁾
See 3(c) above						

(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:

The Issuer has contacted an intellectual property lawyer who is to provide an opinion on the vendor's good title to the assets prior to the completion of the Acquisition.

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.): **Not Applicable.**

(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.

No 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.

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.

The Acquisition is not the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired by the Issuer 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 August 28, 2012.

John Morita
Name of Director or Senior Officer

"John Morita"
Signature

CFO
Official Capacity`