



Green River Gold Corp.

News Release

CSE: CCR

June 4, 2019

GREEN RIVER GOLD CORP. ANNOUNCES CONVERTIBLE DEBENTURE FINANCING

EDMONTON, ALBERTA – Green River Gold Corp. (the “**Company**”) is pleased to announce that it plans to undertake a non-brokered private placement (the “**Offering**”) to raise up to an aggregate maximum principal amount of CAD\$400,000 (the “**Principal Amount**”) of 8.0% unsecured convertible debentures (the “**Convertible Debentures**”).

The Company has determined that it is in the best interests of the Company to undertake the Convertible Debenture Offering instead of the Unit offering announced in its March 13, 2019 New Release.

The Convertible Debentures will mature 3 years from their date of issue (the “**Maturity Date**”) and will bear interest at the rate of 8.0% per annum (“**Interest**”). The Interest shall be payable quarterly on the last day of March, June, September and December in each year, commencing September 30, 2019.

The holder of Convertible Debentures, in its sole discretion, shall have the option to convert the Convertible Debentures into common shares in the capital of the Company (the “**Shares**”) at any time prior to 5:00pm MST on the Maturity Date (the “**Conversion Privilege**”). The Principal Amount, and all Interest accrued and unpaid thereon, shall be convertible, for no additional consideration, into Shares at a conversion price equal to \$0.10 per Share. At any time prior to the Maturity Date, the Principal Amount in respect of which the Conversion Privilege has not been exercised may be prepaid by the Company on at least 30 days’ written notice to the holders of the Convertible Debentures.

The Convertible Debentures will be unsecured obligations of the Company and shall rank *pari passu* in right of payment of the Principal Amount and Interest with all other Convertible Debentures issued under the Offering and all previously existing unsecured indebtedness of the Company. The Convertible Debentures will be issuable in a number of tranches (each a “**Tranche**”), with the closing of the first Tranche to be on or before June 30, 2019 or such other date as determined by the Company.

As announced in its March 13, 2019 News Release, the Company has entered a letter of intent with an independent third party to acquire over 8,200 hectares of mineral rights and 640 hectares of placer rights (collectively, the “**Properties**”). The Company will pay for the Properties by a combination of \$119,048.74 cash as well as the issuance of 2,000,000 units

of the Company (“**Units**”) at a deemed value of \$0.06 per Unit. Each Unit will consist of one common share of the Company (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 \$0.15 per Warrant Share. As of the date hereof, the Company has paid cash totaling \$39,048.74 toward the purchase price of the Properties and has an amount owing of \$80,000.00.

The net proceeds received by the Company from the Offering are intended to be used to complete the purchase of the Properties as well as purchase additional equipment for manufacturing operations and for general working capital purposes. The Company will use commercial reasonable efforts to obtain the necessary approvals to list the Shares issuable upon conversion of the Convertible Debentures on the Canadian Securities Exchange.

Additional information about Green River Gold Corp. can be found by reviewing its profile on SEDAR at www.sedar.com

For more information contact:

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Forward Looking Information: This release contains forward-looking information within the meaning of applicable Canadian securities legislation. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those expressed or implied by such forward-looking information. In addition, the forward-looking information contained in this release is based upon what management believes to be reasonable assumptions. Readers are cautioned not to place undue reliance on forward-looking information as it is inherently uncertain and no assurance can be given that the expectations reflected in such information will prove to be correct. The forward-looking information in this release is made as of the date hereof and, except as required under applicable securities legislation, the Company assumes no obligation to update or revise such information to reflect new events or circumstances.

The securities of the company have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This release is issued for informational purposes only and does not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

The Canadian Securities Exchange (operated by CNSX Markets Inc.) has neither approved nor disapproved of the contents of this press release.