Form 45-106F1 Report of Exempt Distribution (Non-investment fund issuer)

ITEM 1 – REPORT	TYPE		
✓ New report			
Amended report If	amended, provide Submission ID of report that	t is being amended:	(Example: EDR1234567890-123)
ITEM 2 - PARTY CI	ERTIFYING THE REPORT		
	ing the report (select only one). For guidance r 106 Investment Fund Continuous Disclosure ar		
✓ Issuer (Other than an	investment fund)		
Underwriter			
ITEM 3 - ISSUER N	NAME AND OTHER IDENTIFIERS		
_	ormation about the issuer, or if the issuer is ar	n investment fund, about the fund.	
Full legal name Green River Gold Corp.			
	If the issuer's name changed in the last 12 m	antha provide most recent provin	us logal nama
Previous full legal fiame	If the issuer's name changed in the last 12 me	ontris, provide most recent previou	is regarname.
Website (if applicable)			
If the issuer has a legal	entity identifier, provide below. Refer to Part B	of the Instructions for the definition	on of "legal entity identifier".
Legal entity identifier			
Did two or more co-issue	ers distribute a single security? Vo Ye	es	
If two or more issuers dis	stributed a single security, provide the full legal	I name(s) of the co-issuer(s) other	than the issuer named above.
Full legal name(s) of co-is	ssuer(s)		
ITEM 4 – UNDERW	RITER INFORMATION		
•	pleting the report, provide the underwriter's full	legal name and firm NRD number.	
Full legal name			
Does the Underwriter's F	irm have an NRD Number? Firm NRD) number	
No Yes	IIII IIave ali IND Nullibei ! Filli IND	Tiumbei	
If the underwriter does n	ot have a firm NRD number, provide the head	office contact information of the un	nderwriter.
Street address	Municipality	Province/State	Postal/ZIP code
Country	Telephone number	Website (if applicable)	

ITEM 5 – ISSUER INFORMATION		
a) Primary industry		
Provide the issuer's North American Indus- corresponds to the issuer's primary busine	stry Classification Standard (NAICS) code (6 digits only) that in ess activity.	n your reasonable judgment most closely
NAICS industry code		
213119		
	dicate the stage of operations. This does not apply to issuers and best describes the issuer's stage of operations.	that provide services to issuers operating in
• • •	all or substantially all of its assets in any of the following? If y rcial/business debt Consumer debt Private companies	* * *
b) Number of employees		
✓0 - 49 □50 - 99 □100 - 499 □500 o	or more	
c) SEDAR profile number		
Does the issuer have a <u>SEDAR</u> profile? ☐ No ☑ Yes	screenshot of th	EDAR profile is a "private" profile, please provide a le issuer's profile by e-mail to ings@osc.gov.on.ca
d) Head office address	If the issuer does not	have a SEDAR profile, complete Item 5(d) – (h).
Street address	Municipality Province/State	Postal/ZIP code
Country	Telephone number	
e) Date of formation and financial year	r-end	
Date of formation	Financial year-end	
f) Reporting issuer status		
Is the issuer a reporting issuer in any juriso ☐ No ☐ Yes	diction of Canada?	
If yes, select the jurisdictions of Canada in		
AII AB BC MB	□NB □NL □NT	
NS NU ON PE	∐QC ∐SK ∐YT	
g) Public listing status		
Does the issuer have a CUSIP number?	CUSIP number (provide first 6 digits only)	
· · · · · ·	name of the exchange on which the issuer's equity securities ps, for example, an automated trading system.	orimarily trade. Provide only the name of an
Exchange name: Not Applicable Toro	onto Stock Exchange TSX Venture Exchange	Canadian Securities Exchange
Aequitas Neo Exchange	stralian Securities Exchange Deutsche Boerse	Euronext
London Stock Exchange	sdaq New York Stock Exchange	Shanghai Stock Exchange
Shenzhen Stock Exchange Stoc	ck Exchange Of Hong Kong 🗌 Tokyo Stock Exchange	OTHER
If other, describe:		
h) Size of issuer's assets		
financial statements for its first financial ye	ed on its most recently available annual financial statements (tear, provide the size of the issuer's assets at the distribution of	· · · · · · · · · · · · · · · · · · ·
	## 100 Under \$25M	

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include in Item 7 and Schedule 1 information about purchasers resident in that jurisdiction of Canada only. Do not include in Item 7 securities issued as payment of commissions or finder's fees in connection with the distribution, which must be disclosed in Item 8. The information provided in Item 7 must reconcile with the information provided in Schedule 1 of the report. a) Currency Select the currency or currencies in which the distribution was made. All dollar amounts provided in the report must be in Canadian dollars. ✓ Canadian dollar US dollar Euro Other (describe): b) Distribution date(s)

State the distribution start and end dates. If the report is being filed for securities distributed on only one distribution date, provide the distribution date as both the start and end dates. If the report is being filed for securities distributed on a continuous basis, include the start and end dates for the distribution period covered by the report.

Start Date **End Date** 2021-12-22 2021-12-31

c) Detailed purchaser information

Complete Schedule 1 of this form for each purchaser and attach the schedule to the completed report.

Green River Gold Corp 45-106F1 - Schedule 1.xlsx - 100 KB

d) Types of securities distributed

Provide the following information for all distributions reported on a per security basis. Refer to Part A(12) of the Instructions for how to indicate the security code. If providing the CUSIP number, indicate the full 9-digit CUSIP number assigned to the security being distributed.

			Canadian \$				
Security code	CUSIP number	Number of securities	Single or lowest price	Highest price	Total amount		
UBS		2,150,000.0000	0.0600	0.0600	129,000.0000		
Description of security: Units consisting of one co	ommon share a	and one common sh	are purchase warrar	nt			
UBS	3,039,615.0000	0.0650	0.0650	197,575.0000			
Description of security: Units consisting of one flow-through common share and a half of one common share purchase warrant							

e) Details of rights and convertible/exchangeable securities

If any rights (e.g. warrants, options) were distributed, provide the exercise price and expiry date for each right. If any convertible/exchangeable securities were distributed, provide the conversion ratio and describe any other terms for each convertible/exchangeable security.

Not Applicable

Convertible / exchangeable	Underlying security	9	se price dian \$)	Expiry date (YYYY-MM-DD)	Conversion ratio
security code	code	Lowest	Highest	(TTTT-WIWI-DD)	
WNT	CMS	0.0900	0.0900	2024-12-22	1:1
Describe other		cceleration provisions.			
WNT	CMS	0.0900	0.0900	2024-12-31	1:1
Describe othe		cceleration provisions.			

f) Summary of the distribution by jurisdiction and exemption

State the total dollar amount of securities distributed and the number of purchasers for each jurisdiction of Canada and foreign jurisdiction where a purchaser resides and for each exemption relied on in Canada for that distribution. However, if an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include distributions to purchasers resident in that jurisdiction of Canada only.

This table requires a separate line item for (i) each jurisdiction where a purchaser resides (ii) each exemption relied on in the jurisdiction where a purchaser resides, if a purchaser resides in a jurisdiction of Canada, and (iii) each exemption relied on in Canada, if a purchaser resides in a foreign jurisdiction. For jurisdictions within of Canada, state the province or territory, otherwise state country.

Province or country	Exemption relied on	No. of unique purchasers ^{2a}	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	2	23,075.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	2	115,000.0000
British Columbia	NI 45-106 2.5 [Family, friends and business associates]	1	13,000.0000
Ontario	NI 45-106 2.3 [Accredited investor]	6	162,500.0000

Ontario	141 40 100 2.0 [Noordaned investor]		102,000.0000
Quebec	1	13,000.0000	
	326,575.0000		
	Total number of unique purchasers ^{2b}	12	

^{2a}In calculating the number of unique purchasers per row, count each purchaser only once. Joint purchasers may be counted as one purchaser.

^{2b}In calculating the total number of unique purchasers to which the issuer distributed securities, count each purchaser only once, regardless of whether the issuer distributed multiple types of securities to, and relied on multiple exemptions for, that purchaser.

ITEM 7 - INFORMATION ABOUT THE DISTRIBUTION

h) Offering materials - This section applies only in Saskatchewan, Ontario, Québec, New Brunswick and Nova Scotia.

If a distribution has occurred in Saskatchewan, Ontario, Québec, New Brunswick or Nova Scotia, complete the table below by listing the offering materials that are required under the prospectus exemption relied on to be filed with or delivered to the securities regulatory authority or regulator in those jurisdictions.

In Ontario, if the offering materials listed in the table are required to be filed with or delivered to the Ontario Securities Commission (OSC), attach an electronic version of the offering materials that have not been previously filed with or delivered to the OSC.

√ Not Applicable

	Description	Date of document or other material	Previously filed with or delivered to regulator?	Previously filed Submission ID	Filename
1.			\square Y \square N		

ITEM 8 – COMPENSATION INFORMATION									
•	Provide information for each person (as defined in NI 45-106) to whom the issuer directly provides, or will provide, any compensation in connection with the distribution. Complete additional copies of this page if more than one person was, or will be, compensated.								
Indicate whether any compensation was paid, or will be paid, in connection with the distribution. ☐ No ☑ Yes									
PERSON 1									
a) Name of person compensa	ted and registration	n status							
Indicate whether the person com ✓ No ☐ Yes	pensated is a regisi	trant.							
If the person compensated is an Family name		he full legal name of a	the individual. Secondary given name	es					
Moore	Jean-Da	vid							
If the person compensated is not	an individual, provi	de the following infori	mation.						
Full legal name of non-individual			Firm NRD num	nber (if applicable)					
Indicate whether the person com √ No	pensated facilitated	the distribution throu	gh a funding portal or an inte	rnet-based portal.					
b) Business contact information	on								
If a firm NPD number is not prov	idad in Itam 9(a) n	ravida tha husinass a	antagt information of the pars	can baing companyated					
If a firm NRD number is not prov Street address	nded in nem o(a), pr Municip		Province/State	Postal/ZIP code					
4661 rue Clara Brousseau	Quebec		Quebec	G1Y3M9					
Country	Telepho	ne number	Email address						
Canada	418-877		jean_david.moore@yahoo.co	om					
a) Dalatianahin ta isawa an in			, - ,						
c) Relationship to issuer or in	vestment fund ma	nager							
Indicate the person's relationship Part B(2) of the Instructions and Connected with the issuer or i	the meaning of "cor	ntrol" in section 1.4 or	f NI 45-106 for the purposes						
Insider of the issuer (other tha	n an investment fun	d)	✓ None of the above						
Director or officer of the invest									
d) Compensation details									
Provide details of all compensati in Canadian dollars. Include cash for services incidental to the dist about, or report on, internal alloc	h commissions, sec ribution, such as cle	urities-based comper erical, printing, legal o	nsation, gifts, discounts or oth or accounting services. An iss	her compensation. Do no suer is not required to as	t report payments k for details				
Cash commissions paid	1,040.0000								
Value of all securities		Security code1	Security code2	Security code	3				
□ distributed as compensation 4	,	Describe terms of wa	arrants, options or other right	s					
compensation									
Other compensation ⁵		Describe							
Total compensation Paid	1,040.0000								
Check box if the person will o	or may receive any	deferred compensation	n (describe the terms below)						
,			· · · · · · · · · · · · · · · · · · ·						

to acquire additional securities of the issuer. 5 Do not include deferred compensation.									
PERSON 2									
a) Name of person compensat	ted and registration	on status							
Indicate whether the person com ✓ No ☐ Yes									
If the person compensated is an individual, provide the full legal name of the individual. Family name Secondary given names									
Burich	Kymber	•							
If the person compensated is not Full legal name of non-individual	If the person compensated is not an individual, provide the following information. Full legal name of non-individual Firm NRD number (if applicable)								
Indicate whether the person com ✓ No ☐ Yes	pensated facilitated	I the distribution throu	gh a fun	ding portal or an ir	nternet-bas	sed portal.			
b) Business contact information	on								
If a firm NRD number is not provi Street address 4036 Wrangler Road	ided in Item 8(a), po Municip	ality	Provinc	eformation of the persecond th		g compensated. Postal/ZIP code V0B2H0			
Country	Telepho	ne number	Email a	ıddress					
Canada	778-848	3-1229	kymbe	r@forestmonster.c	om				
c) Relationship to issuer or in	vestment fund ma	nager							
Part B(2) of the Instructions and Connected with the issuer or in Insider of the issuer (other tha Director or officer of the invest d) Compensation details	nvestment fund mai	nager nd)		06 for the purpose Employee of the is None of the above	ssuer or in	-			
Provide details of all compensation Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	h commissions, sec ribution, such as cl	curities-based comper erical, printing, legal o	nsation, or accou	gifts, discounts or inting services. An	other com issuer is r	pensation. Do not not required to ask	report paym of for details		
Cash commissions paid	7,200.0000								
Value of all securities	0.0000	Security code1 WN	Т	Security code2	CMS	Security code	3		
distributed as compensation 4		Describe terms of wa			<u>'</u>				
		Finder will be issued consisting of one color \$0.09 per share.			•	•		a price	
Other compensation ⁵		Describe							
Total compensation Paid	7,200.0000								
Check box if the person will o						or rights avaraisah	le to acquire	additional	
securities of the issuer Indicate		•				-	•		

⁴ Provide the aggregate value of all securities distributed as compensation, excluding options, warrants or other rights exercisable to acquire additional

to acquire additional securities of the issuer.

⁵Do not include deferred compensation.

⁵ Do not include deferred compens	sation.							
PERSON 3								
a) Name of person compensate	ed and registration	on status						
ndicate whether the person comp No ✓ Yes	ensated is a regis	trant.						
f the person compensated is an in	ndividual, provide t	he full legal name o	f the individual	•				
amily name	First giv	en name	Secon	dary given names	5	_		
the person compensated is not a	an individual, provi	de the following info	ormation.					
ull legal name of non-individual				Firm NRD numb	er (if appl	icable)		
esearch Capital Corporation				3070				
ndicate whether the person comp No Yes	ensated facilitated	the distribution thro	ough a funding	portal or an interi	net-based	portal.		
b) Business contact information	n							
f a firm NRD number is not provid	led in Item 8(a), p	rovide the business	contact inform	ation of the perso	on being c	ompensated.		
treet address	Municip	ality	Province/Sta	ate	Pos	tal/ZIP code		
Country	Telepho	ne number	Email addre	ss				
·								
c) Relationship to issuer or inv								
Insider of the issuer (other than Director or officer of the investment of the inves	nent fund or investi n paid, or to be pa commissions, sec bution, such as cla	ment fund manager id, to the person ide curities-based comperical, printing, lega	entified in Item ensation, gifts, I or accounting	discounts or other services. An issu	er compen uer is not i	sation. Do not r required to ask t	eport payn for details	nents
Cash commissions paid	4,680.0000			,				
Value of all securities	1,00010000	Security code1	90	curity code2		Security code3		
distributed as		Describe terms of				Security codes		
compensation ⁴ Other compensation ⁵		Describe						
Total compensation Paid	4,680.0000							
Check box if the person will or	may receive any	deferred compensat	ion (describe th	ne terms below)				
⁴ Provide the aggregate value of a								
securities of the issuer. Indicate th to acquire additional securities of ⁵ Do not include deferred compens	the issuer.	for all securities dist	tributed as com	npensation, includ	ding optior	os, warrants or c	ther rights	exercisa

PERSON 4

Indicate whether the person comp	oensated is a regist	trant.						
If the person compensated is an i	ndividual, provide t	he full legal name of	the individua	I.				
Family name	First give	en name	Secor	ndary given names	8	_		
Davies	John							
If the person compensated is not	an individual, provi	de the following infor	mation.			_		
Full legal name of non-individual		-		Firm NRD numb	oer (if appl	licable)		
Indicate whether the person comp ✓ No ☐ Yes	pensated facilitated	the distribution throu	ıgh a funding	portal or an interr	net-based	portal.		
b) Business contact information	on							
If a firm NRD number is not provi	ded in Item 8(a), pr	rovide the business c	ontact inforn	nation of the perso	on being c	ompensated.		
Street address	Municip	ality	Province/St	ate	Pos	stal/ZIP code		
110 Hillsdale Ave. W	Toronto		Ontario		M5	P 1G5		
Country	Telepho	ne number	Email addr	ess				
Canada	647-327			aviesgroup.com				
c) Relationship to issuer or in	vestment fund ma	ınager						
Indicate the person's relationship Part B(2) of the Instructions and to Connected with the issuer or in Insider of the issuer (other than Director or officer of the investre	the meaning of "connestment fund maren an investment fun	ntrol" in section 1.4 o nager d)	f NI 45-106 f		f completii	ng this section.		
d) Compensation details								
Provide details of all compensation in Canadian dollars. Include cash for services incidental to the distrabout, or report on, internal allocations.	commissions, sec	urities-based compe erical, printing, legal	nsation, gifts or accountin	, discounts or othe g services. An issu	er comper uer is not	nsation. Do not re required to ask f	eport paymen or details	
Cash commissions paid	8,320.0000							
Value of all securities		Security code1	Se	ecurity code2		Security code3		
distributed as		Describe terms of w	arrants, option	ons or other rights				
compensation ⁴			· ·	J.				
Other compensation ⁵		Describe						
·								
Total compensation Paid	8,320.0000							
Check box if the person will o	r may receive any o	i deferred compensatio	on (describe t	he terms below)				
⁴ Provide the aggregate value of a securities of the issuer. Indicate to acquire additional securities of ⁵ Do not include deferred compen	he security codes t the issuer.							

ITEM 9 – D	IRECTORS, EXECUTIVE OFFICERS	S AND PROMOTERS OF 1	THE ISSUER								
Indicate whet	her the issuer is any of the following (select the	one that applies - if more than on	e applies, select only one).								
Reporting	Reporting issuer in any jurisdiction of Canada										
Foreign p	ublic issuer										
•	Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶ Provide name of reporting issuer										
Wholly ow	ned subsidiary of a foreign public issuer ⁶										
	ame of foreign public issuer										
	tributing only eligible foreign securities and the	•	•								
⁶ An issue securities ⁷ Check th	uer is at least one of the above, do not com r is a wholly owned subsidiary of a reporting is that are required by law to be owned by its dire his box if it applies to the current distribution eve efer to the definitions of "eligible foreign securit	suer or a foreign public issuer if all ectors, are beneficially owned by t ren if the issuer made previous dis	Il of the issuer's outstanding voting se the reporting issuer or the foreign pub stributions of other types of securities	olic issuer, respectively.							
☐ If the issu	uer is none of the above, check this box an	d complete Item 9(a) – (c).									
a) Directors	executive officers and promoters of the iss	suer									
	llowing information for each director, executive wise state the country. For "Relationship to iss			he province or							
Individual?	Organization or company name	Family name First given name Secondary given name	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)							
YN				□D □O □P							
b) Promoter	information										
	r listed above is not an individual, provide the f a, state the province or territory, otherwise state										
	Organization or company name	Family name First given name Secondary given name	Residential jurisdiction of individual	Relationship to promoter (select one or both if applicable)							
				□ D □ O							
c) Residenti	al address of each individual										
	hedule 2 of this form providing the full resid completed report. Schedule 2 also requires										

ITEM 10 - CERTIFICATION

Provide the following certification and business contact information of an officer, director or agent of the issuer or underwriter. If the issuer or underwriter is not a company, an individual who performs functions similar to that of a director or officer may certify the report. For example, if the issuer is a trust, the report may be certified by the issuer's trustee. If the issuer is an investment fund, a director or officer of the investment fund manager (or, if the investment fund manager is not a company, an individual who performs similar functions) may certify the report if the director or officer has been authorized to do so by the investment fund.

The certification may be delegated, but only to an agent that has been authorized by an officer or director of the issuer or underwriter to prepare and certify the report on behalf of the issuer or underwriter. If the report is being certified by an agent on behalf of the issuer or underwriter, provide the applicable information for the agent in the boxes below.

If the individual completing and filing the report is different from the individual certifying the report, provide the name and contact details for the individual completing and filing the report in Item 11.

The signature on the report must be in typed form rather than handwritten form. The report may include an electronic signature provided the name of the signatory is also in typed form.

Securities legislation requires an issuer or underwriter that makes a distribution of securities under certain prospectus exemptions to file a completed report of exempt distribution.

By completing the information below, I certify, on behalf of the issuer/underwriter, to the securities regulatory authority or regulator, as applicable, that I have reviewed this report and to my knowledge, having exercised reasonable diligence, the information provided in this report is true and, to the extent required, complete.

Name of issuer/underwriter/agent	of issuer/underwriter/agent Green River Gold Corp.				
Full legal name - Family name First given r		ıme	Secondary given names		
Little Pearson (Per		ry)			
Title		Telephone number	Email address		
President and CEO		7809932193	perry.little@greenrivergold.ca		
Signature (signed) "Perry Little"		Date 2021-12-31			

ITEM 11 - CONTACT PERSON

Provide the following business contact information for the individual that the securities regulatory authority or regulator may contact with any questions regarding the contents of this report, if different than the individual certifying the report in Item 10.							
Same as individual certifying the report							
Full legal name - Family name	First given name	Secondary given names	Title				
Solis	Rhea		Partner				
Name of company		Telephone number	Email address				
Miller Thomson LLP		4032982421	rsolis@millerthomson.com				

Notice - Collection and use of personal information

The personal information required under this form is collected on behalf of and used by the securities regulatory authority or regulator under the authority granted in securities legislation for the purposes of the administration and enforcement of the securities legislation.

If you have any questions about the collection and use of this information, contact the securities regulatory authority or regulator in the local jurisdiction(s) where the report is filed, at the address(es) listed at the end of this form.

The attached Schedules 1 and 2 may contain personal information of individuals and details of the distribution(s). The information in Schedules 1 and 2 will not be placed on the public file of any securities regulatory authority or regulator. However, freedom of information legislation may require the securities regulatory authority or regulator to make this information available if requested.

By signing this report, the issuer/underwriter confirms that each individual listed in Schedule 1 or 2 of the report who is resident in a jurisdiction of Canada:

- a) has been notified by the issuer/underwriter of the delivery to the securities regulatory authority or regulator of the information pertaining to the individual as set out in Schedule 1 or 2, that this information is being collected by the securities regulatory authority or regulator under the authority granted in securities legislation, that this information is being collected for the purposes of the administration and enforcement of the securities legislation of the local jurisdiction, and of the title, business address and business telephone number of the public official in the local jurisdiction, as set out in this form, who can answer questions about the security regulatory authority's or regulator's indirect collection of the information, and
- b) has authorized the indirect collection of the information by the securities regulatory authority or regulator.

EDR1640982306-957	2021-12-31 16:10:43.159
Submission ID	Date