Form 45-106F1 Report of Exempt Distribution

ITEM 1 - REPORT TYPE

✓ New report

Amended report

If amended, provide filing date of report that is being amended.

(YYYY-MM-DD)

ITEM 2 - PARTY CERTIFYING THE REPORT

Indicate the party certifying the report (select only one). For guidance regarding whether an issuer is an investment fund, refer to section 1.1 of National Instrument 81-106 Investment Fund Continuous Disclosure and the companion policy to NI 81-106 (in Québec, Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement to Regulation 81-106 respecting Investment Fund Continuous Disclosure and Policy Statement Fund Continuous Disclosure).

Investment fund issuer

✓ Issuer (other than an investment fund)

Underwriter

ITEM 3 - ISSUER NAME AND OTHER IDENTIFIERS

Provide the following information about the issuer, or if the issuer is an investment fund, about the fund.

	r				
Full legal name	Full legal name Green River Gold Corp. / Green River Gold Corp.				
Previous full legal name	GREYWACKE EXPLORATION LTD.				
If the issuer's name changed in	the last 12 months, provide most recent	previous legal name.			
Website	www.greenrivergold.com	(if applicable)			
lf the issuer has a legal entity identifier, p	rovide below. Refer to Part B of the Instr	ructions for the definition of "legal entity identifier".			
Legal entity identifier					
If two or more issuers distributed a single above.	e security, provide the full legal name(s) o	of the co-issuer(s) other than the issuer named			
Full legal name(s) of co-issuer(s)		(if applicable)			

ITEM 4 - UNDERWRITER INFORMATION If an underwriter is completing the report, provide the underwriter's full legal name, firm NRD number, and SEDAR+ profile number. Full legal name Firm NRD number Firm NRD number SEDAR+ profile number

ITEM 5 - ISSUER INFORMATION

If the issuer is an investment fund, do not complete Item 5. Proceed to Item 6.							
a) Primary industry							
Provide the issuer's North American Industry Classification Standard (NAICS) code (6 digits only) that in your reasonable judgment most closely corresponds to the issuer's primary business activity.							
NAICS industry code 213119							
If the issuer is in the mining industry , indicate the stage of operations. This does not apply to issuers that provide services to issuers operating in the mining industry. Select the category that best describes the issuer's stage of operations.							
Exploration Development Production Is the issuer's primary business to invest all or substantially all of its assets in any of the following? If yes, select all that apply.							
🗌 Mortgages 🔄 Real estate 🔄 Commercial/business debt 📄 Consumer debt 📄 Private companies							
Cryptoassets							
b) Number of employees							
Number of employees: 🗹 0 - 49 🗌 50 - 99 🗌 100 - 499 🔲 500 or more							
c) SEDAR+ profile number							
Provide the issuer's SEDAR+ profile number							
000024948							

ITEM 6 - INVESTMENT FUND ISSUER INFORMATION						
If the issuer is an investment fund, provide the following information.						
a) Investment fund m	anager information					
Full legal name]		
Firm NRD number		(if applicable)			
SEDAR+ profile number						
b) Type of investment	t fund					
Type of investment fund that mo	ost accurately identifies t	he issuer (select only one).				
🗌 Money market	Equity	Fixed income	Balanced			
Alternative strategies	Cryptoasset	Other (describe)				

Invest primarily in other investment fund issuers Invest primarily in other investment of transferable Securities (ICUS Funds) are investment fund: regulated by the European Union (EU) directives that allow callective investment schemes to operate throughout the EU on a passport basis on authorization from one member state. c) Net asset value (NAV) of the investment fund Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian 5). I Under \$5M Select the NAV range of the investment fund as of the date of the most recent NAV calculation (Canadian 5). I Under \$5M State of NAV calculation: \$100M to under \$500M \$500M to under \$1B \$100M to under \$500M \$500M to under \$1B \$100M to under \$500M \$500 to under \$1B \$100 to under \$500M \$500 to under \$1B \$100 to under \$500M \$100 to under \$100 \$100 to under \$500M \$100 to under \$100 \$100 to under \$500M \$100 to under \$100 \$100 to und	Indicate whether one of	both of the following apply to the investm	ent fund.			
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code Inumber (in applicable) Description of security securities lowest price price amount	code		securities	lowest price	price	amount
UBS Units consisting of one common s 800,000.0000 0.0500 40,000.0000	UBS	Units consisting of one common s	800,000.0000	0.0500	D	40,000.0000

	hare and one common share pur chase 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.										
Converti exchange		Underlying		e price dian \$)		e (YYYY-MM-	Conve	rsion ratio		ther terms (if
security	code	security code	Lowest	Highest		DD)			арр	licable)
WN1	-	CMS	0.0600		2029	9-03-13		1:1	SE is equal of 0.15 for 10 co ing days the	price on the C r greater than \$ onsecutive trad issuer may acc xpiry to 30 day is given.
f) Su	mmar	ry of the distr	ibution	by juriso	diction an	d exemptio	n			

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 Canada, state the province or territory, otherwise state the country.

Province or country	Exemption relied on	Number of unique purchasers ^{2a}	Total amount (Canadian \$)
Alberta	NI 45-106 2.3 [Accredited investor]	1	10,000.0000
British Columbia	NI 45-106 2.3 [Accredited investor]	2	10,000.0000
Québec	NI 45-106 2.3 [Accredited investor]	1	10,000.0000
United States of America	NI 45-106 2.3 [Accredited investor]	1	10,000.0000
	\$40,000.0000		
	Total number of unique purchasers ^{2b}	5	

^{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.

g) Net proceeds to the investment fund by jurisdiction

If the issuer is an investment fund, provide the net proceeds to the investment fund for each jurisdiction of Canada and foreign

*jurisdiction where a purchaser resides.*³*If an issuer located outside of Canada completes a distribution in a jurisdiction of Canada, include net proceeds for that jurisdiction of Canada only. For jurisdictions within Canada, state the province or territory, otherwise state the country.*

Province or country	Net proceeds (Canadian \$)
Total net proceeds to the investment fund	

³"Net proceeds" means the gross proceeds realized in the jurisdiction from the distributions for which the report is being filed, less the gross redemptions that occurred during the distribution period covered by the report.

ITEM 8 - COMPENSATION INFORMATION

	/ provides, or	will provide, any col	106) (in Québec, Regulation 45- mpensation in connection with t ill be, compensated.		
Indicate whether any co □ No ☑ Yes			<i>paid, in connection with the dist</i> er of persons compensated.	ribution. 2	
a) Name of per	rson compe	ensated and regi	istration status		
Indicate whether the pe	rson compens	sated is a registrant.			
If the person compensa	ted is an indiv	vidual, provide the n	ame of the individual.		
Full legal name of	individual	SKOW	Darcy		
lf the person compensa	ted is not an i	Family name ndividual, provide tl	First given nam he following information.	ne	Secondary given names
Full legal name of	f non-individu	ual			
Firi	m NRD numb	ber	(if app	licable)	
Indicate whether the pe	rson compens	sated facilitated the	ے۔۔۔۔۔۔۔۔ distribution through a funding ہ	portal or an	internet-based portal
✓ No ☐ Yes		·····) · · · · · · · · · · · · · · · ·			
b) Business co	ntact inform	nation			
lf a firm NRD number is	not provided	in Item 8(a), provide	e the business contact informati	ion of the pe	erson being compensated.
Street address	8587 95a Hi	ghway			
Municipality	Kimberley		Province/State	British Co	lumbia
Country	Canada		Postal code/Zip code	V1A 3M3	
Email address	ycrads@telu	us.net	Telephone number	+1 (780) 9	10-9205
c) Polationship	to issuer o	r invostmont fur	ad managor		
c) Relationship		r investment fur			
	of the Instruct	tions and the meani	tment fund manager (select all t ng of 'control' in section 1.4 of N mpleting this section.		
Connected with th	e issuer or in	vestment fund ma	nager		
lnsider of the issue	er (other thar	n an investment fur	nd)		
Director or officer	of the invest	ment fund or inves	stment fund manager		
		stment fund manag	ger		
✓ None of the above	2				
d) Compensati	on details				

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

Cash commissions paid	1600.0000			
Value of all securities distributed as compensation ⁴				
Security codes	Security code 1	Security code 2	Security code 3	
Describe terms of warrants, options or other rights				
Other compensation ⁵				
Describe				
Total compensation paid	1600			
Check box if the person will or may receive any def	erred compensati	on (describe the te	erms below)	
⁴ Provide the aggregate value of all securities distributed as compensa securities of the issuer. Indicate the security codes for all securities dis acquire additional securities of the issuer.		-		
⁵ Do not include deferred compensation.				

ITEM 8 - COMPENSATION INFORMATION

Provide information for whom the issuer directly copies of this page if n	/ provides, o	r will provide, any co	ompensation	in connection with t			
Indicate whether any co □ No ☑ Yes	-	was paid, or will be yes, indicate numb	-	Г	ribution. 2		
a) Name of per	rson comp	ensated and reg	gistration st	atus			
Indicate whether the per No Yes If the person compensat	-	-		ndividual.			
Full legal name of	individual	MOORE		Jean-David			
If the person compensat	ted is not an	Family name individual, provide t		First given nam information.	e	Secondary given na	mes
Full legal name of	f non-indivi	dual					
Firi	m NRD num	ıber		(if app	licable)		
Indicate whether the pe	rson compe	nsated facilitated the	e distribution	through a funding p	oortal or an	internet-based port	x/
🖌 No 🗌 Yes							
b) Business co	ntact infor	mation					
If a firm NRD number is			de the busines	ss contact informatio	on of the p	erson being compens	ated.
Street address	4661 Rue	Clara Brousseau					
Municipality	Quebec]	Province/State	Québec]
Country	Canada		Pos	tal code/Zip code	G1Y 3M9		
Email address	jean_davic om	l.moore@yahoo.c] Te	elephone number	+1 (418) 8	377-4666]
c) Relationship	to issuer	or investment fu	Ind manage	er			
Indicate the person's rel 'connected' in Part B(2) respecting Prospectus E	of the Instru	ctions and the mean	ing of 'contro	l' in section 1.4 of N			
Connected with th	e issuer or	nvestment fund ma	anager				
🗌 Insider of the issue	er (other tha	an an investment fu	und)				
		stment fund or inves		manager			
		estment fund manag	iger				
✓ None of the above	1						

d) Compensation details

Provide details of all compensation paid, or to be paid, to the person identified in Item 8(a) in connection with the distribution. Provide all amounts in Canadian dollars. Include cash commissions, securities-based compensation, gifts, discounts or other compensation. Do not report payments for services incidental to the distribution, such as clerical, printing, legal or accounting services. An issuer is not required to ask for details about, or report on, internal allocation arrangements with the directors, officers or employees of a non-individual compensated by the issuer.

Value of all securities distributed as compensation 4 Security code 1 Security code 1 Security code 2 Security code 3 Security code 1 Security code 1 Security code 1 Security code 2 Security code 3 Security code 3 Security code 1 Security code 1 Security code 1 Security code 2 Security code 3 Security	Cash commissions paid	800.0000		
Security codes Image: Comparison of the security codes Describe terms of warrants, options or other rights Image: Compensation of the security codes Other compensation 5 Image: Compensation of the security codes Describe Image: Compensation of the security codes Total compensation paid 800	Value of all securities distributed as compensation ⁴			
Other compensation ⁵ Describe Total compensation paid 800	Security codes	Security code 1	Security code 2	Security code 3
Describe Total compensation paid 800	Describe terms of warrants, options or other rights			
Total compensation paid 800	Other compensation ⁵			
	Describe			
Check box if the person will or may receive any deferred compensation (describe the terms below)	Total compensation paid	800		
	Check box if the person will or may receive any de	ferred compensati	on (describe the te	erms below)
⁴ Provide the aggregate value of all securities distributed as compensation, <u>excluding</u> options, warrants or other rights exercisable to acq securities of the issuer. Indicate the security codes for all securities distributed as compensation, <u>including</u> options, warrants or other rig acquire additional securities of the issuer.	securities of the issuer. Indicate the security codes for all securities di		-	

⁵Do not include deferred compensation.

ITEM 9 – DIRECTORS, EXECUTIVE OFFICERS AND PROMOTERS OF THE ISSUER

If the issuer is an investment fund, do not complete Item 9. Proceed to Item 10.

Indicate whether the issuer is any of the following (select the one that applies - if more than one applies, select only one).

Reporting issuer in a jurisdiction of Canada

Foreign public issuer

Wholly owned subsidiary of a reporting issuer in any jurisdiction of Canada ⁶

Provide name of reporting issuer

Wholly owned subsidiary of a foreign public issuer ⁶

Provide name of foreign public issuer

□ Issuer distributing only eligible foreign securities and the distribution is to permitted clients only ⁷.

If the issuer is at least one of the above, do not complete Item 9(a) - (c). Proceed to Item 10.

⁶ An issuer is a wholly owned subsidiary of a reporting issuer or a foreign public issuer if all of the issuer's outstanding voting securities, other than securities that are required by law to be owned by its directors, are beneficially owned by the reporting issuer

or the foreign public issuer, respectively.

⁷ Check this box if it applies to the current distribution even if the issuer made previous distributions of other types of securities to non-permitted clients. Refer to the definitions of "eligible foreign security" and "permitted client" in Part B(1) of the Instructions.

□ If the issuer is none of the above, check this box and complete Item 9(a) – (c).

a) Directors, executive officers and promoters of the issuer

Provide the following information for each director, executive officer and promoter of the issuer. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to issuer", "D" – Director, "O" – Executive Officer, "P" – Promoter.

Organization or company name	Family name	First given	Secondary given names	Business location of non-individual or residential jurisdiction of individual	Relationship to issuer (select all that apply)			
	name	Province or country	D	0	Р			

b) Promoter information

If the promoter listed above is not an individual, provide the following information for each director and executive officer of the promoter. For locations within Canada, state the province or territory, otherwise state the country. For "Relationship to promoter", "D" – Director, "O" – Executive Officer.

Organization or	Family	First given	Secondary given	Residential jurisdiction of individual	Relationship to promoter (sele one or both if applicable)	
company name	name	name	names	Province or country	D	0

c) Residential address of each individual

Complete Schedule 2 of this form providing the full residential address for each individual listed in Item 9(a) and (b) and attach to the completed report. Schedule 2 also requires information to be provided about control persons.

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 to that of a director of 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/investment fund manager, 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 lssuer/ investment fund							
manager/agent							
Full legal name	LITTLE	Pearson (perry)					
	Family name First give		en name	Secondary given names		ary given names	
Title	President and CEO						
Telephone number	+1 (780) 993-2193	Email address	perry.little@greenrivergold.ca			d.ca	
Signature	(signed) "Perry Little"	Date	2024	03	25		
			YYYY	MM	DD		

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	SOLIS	Rhea	
	Family name	First given name	Secondary given names
Title	Partner		
Name of company	Miller Thomson LLP		
Telephone number	+1 (403) 298-2421	Email address rsoli	s@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.

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.