



Green River Gold Corp.

News Release

(CSE: CCR) (OTC Pink: CCRRF)

September 9, 2024

GREEN RIVER GOLD CORP. ANNOUNCES THE LAUNCH OF A NON-BROKERED PRIVATE PLACEMENT OFFERING OF CONVERTIBLE DEBENTURES AND THE FINAL CLOSING OF ITS NON-BROKERED PRIVATE PLACEMENT OF UNITS CONSISTING OF FLOW-THROUGH SHARES AND WARRANTS

Launch of Convertible Debenture Offering

EDMONTON, ALBERTA – Green River Gold Corp. (CSE: CCR) (OTC Pink: CCRRF) (the “**Company**” or “**Green River**”) 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\$900,000 (the “**Principal Amount**”) of convertible debentures (the “**Convertible Debentures**”).

The Convertible Debentures will mature 5 years from the date of issuance (the “**Maturity Date**”) and will bear interest at the rate of 11.0% per annum (“**Interest**”). The Interest shall be payable quarterly on the last day of March, June, September and December in each year, commencing December 31, 2024. The December 31, 2024 Interest payment will represent accrued and unpaid Interest for the period from the issuance date to December 31, 2024.

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 \$0.06 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 expected to occur on or before September 30, 2024 or such other date as determined by the Company.

No commissions will be paid with respect to the Offering. However, the Company may pay a cash finder's fee to certain finders of up to 5% of the aggregate gross proceeds of subscriptions facilitated by such finders.

The Company will use commercially reasonable efforts to obtain the necessary approvals to list both the Convertible Debentures and the Shares issuable upon conversion of the Convertible Debentures on the Canadian Securities Exchange.

The net proceeds received by the Company from the Offering are intended to be used for drilling and exploration, to expand the Company's placer mining operations, investment in drilling equipment and businesses, and general working capital.

Final Closing of Unit Offering Consisting of Flow-Through Shares and Warrants

Further to its news release dated May 16, 2024, the Company announces that it has closed on the final tranche of the previously announced non-brokered private placement of units consisting of flow-through shares and warrants (the "**FT Offering**"). In total, the Company issued 3,584,819 units ("**FT Units**") under the FT Offering at a price of \$0.055 per Unit for gross proceeds of CAD\$197,165.05. Each FT Unit consists of one flow-through common share ("**FT Share**") within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (the "**ITA**") and one-half common share purchase warrant (each such whole warrant, a "**Warrant**"). Each Warrant will be exercisable to acquire one Common Share for a period of four years following the closing of the FT Offering at an exercise price of \$0.08 per Common Share, subject to the acceleration provisions described below. In addition, subscribers of FT Units who are individuals will benefit from the Critical Mineral Exploration Tax Credit pursuant to subsections 127(5) and (9) of the ITA. If the closing price of the Company's Shares on the Canadian Securities Exchange (the "**CSE**") (or such other principal exchange on which the Shares may be traded at such time) is equal to or greater than \$0.15 for a period of ten (10) consecutive trading days, the Company may, at its sole option, accelerate the expiry date of Warrants to the date which is thirty (30) days following the date upon which notice of the accelerated expiry date is provided by the Company (given by way of news release). The securities issued under FT Offering are subject to a four month and a day hold period from the date of issuance.

No broker commissions were paid with respect to the FT Offering. However, the Company paid an aggregate amount of \$9,988.00 in cash finder's fees to certain finders, which amount equals 8% of the aggregate gross proceeds of subscriptions under the FT Offering facilitated by such finders.

The Company intends to use the proceeds of the FT Offering for the continued exploration drilling on the Quesnel Nickel Project.

About Green River Gold Corp.

Green River Gold Corp. is a Canadian mineral exploration company focused on its wholly owned Fontaine Gold Project, Quesnel Nickel/Magnesium/Talc Project, and Kymar Silver Project which are located in renowned mining districts in British Columbia. The Company is also actively involved in placer gold mining and seeking additional cash flow opportunities in the mining sector.

The Fontaine Gold and Quesnel Nickel properties cover an area exceeding 200 square kilometers and straddle a 32-kilometre length of the Barkerville and Quesnel Terranes. They are contiguous to Osisko Development Corp.'s mineral claim group containing a proposed mine location at its Cariboo Gold Project.

The Kymar Silver Project is located in southeast BC, approximately 28 kilometers west of the town of Invermere in the Golden Mining Division. The Property is made up of two mineral tenures, totaling 1,625 hectares, along the southeast flank of Mount Catherine.

In addition, Green River is actively mining some of its 1,110 hectares of placer gold mining claims in the Cariboo Mining District of Quesnel.

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

Forward Looking Information: This release contains forward-looking information within the meaning of applicable Canadian securities legislation. Expressions such as “anticipates”, “expects”, “believes”, “estimates”, “could”, “intends”, “may”, “plans”, “predicts”, “projects”, “will”, “would” and other similar expressions, or the negative of these terms, are generally indicative of forward-looking information. 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 assumption. 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.