

FORM 10

NOTICE OF PROPOSED SIGNIFICANT TRANSACTION (not involving an issuance or potential issuance of a listed security)¹

Name of Listed Issuer: Rua Gold Inc. (the "Issuer").

Trading Symbol: RUA

Issued and Outstanding Securities of the Issuer Prior to Transaction: 193,583,463

Date of News Release Fully Disclosing the Transaction: April 17, 2024

1. Transaction

1. Provide details of the transaction including the date, description and location of assets, if applicable, parties to and type of agreement (eg: sale, option, license, contract for Investor Relations Activities etc.) and relationship to the Issuer. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material:

Engagement of Gold Standard Media, LLC ("**Gold Standard**"):

The Issuer entered into an advertising agreement with Gold Standard dated April 15, 2024 (the "**Gold Standard Agreement**"), pursuant to which Gold Standard will create landing pages, provide digital marketing, email marketing and influencer marketing services for a period of 90 days. Pursuant to the terms of the Gold Standard Agreement, the Issuer will pay Gold Standard a service fee of CAD\$284,000.

Engagement of NAI Interactive Ltd. ("**NAI**"):

The Issuer entered into a marketing agreement with NAI dated April 4, 2024 (the "**NAI Agreement**"), pursuant to which NAI will provide the Issuer with certain email marketing services and will create CEO interviews for a 6-month term. Pursuant to the NAI Agreement, the Issuer will pay NAI a service fee of CAD \$8,400.

Engagement of Dig Media Inc. dba Investing News Network ("**INN**"):

¹ If the transaction involved the issuance of securities, other than debt securities that are not convertible into listed securities, use Form 9.

The Issuer entered into an advertising campaign agreement with INN dated April 16, 2024 (the "INN Agreement"), pursuant to which INN will provide digital marketing and advertising services on its website for a term of 12 months. Pursuant to the INN Agreement, the Issuer will pay INN a service fee of CAD\$57,000.

Engagement of Junior Mining Network LLC ("Junior Mining"):

On April 8, 2024, the Issuer entered into an advertising agreement with Junior Mining (the "Junior Mining Agreement"), pursuant to which Junior Mining will feature the Issuer on its website and will provide news release coverage for a period of one (1) year. Pursuant to the Junior Mining Agreement, the Issuer will pay Junior Mining a service fee of CAD \$20,000.

2. Provide the following information in relation to the total consideration for the transaction (including details of all cash, non-convertible debt securities or other consideration) and any required work commitments:
 - (a) Total aggregate consideration in Canadian dollars: 369,400 plus applicable taxes (\$20,000 to Junior Mining pursuant to the Junior Mining Agreement, \$8,400 to NAI pursuant to the NAI Agreement, \$284,000 to Gold Standard pursuant to the Gold Standard Agreement, and \$57,000 to INN pursuant to the INN Agreement.)
 - (b) Cash: 369,400 plus applicable taxes (\$20,000 to Junior Mining pursuant to the Junior Mining Agreement, \$8,400 to NAI pursuant to the NAI Agreement, \$284,000 to Gold Standard pursuant to the Gold Standard Agreement, and \$57,000 to INN pursuant to the INN Agreement.)
 - (c) Other: N/A
 - (d) Work commitments: N/A
3. State how the purchase or sale price and the terms of any agreement were determined (e.g. arm's-length negotiation, independent committee of the Board, third party valuation etc). Arms' length negotiations.
4. Provide details of any appraisal or valuation of the subject of the transaction known to management of the Issuer: N/A.

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5. If the transaction is an acquisition, details of the steps taken by the Issuer to ensure that the vendor has good title to the assets being acquired: N/A.
_____ .
6. 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 transaction (including warrants, options, etc.):
- (a) Details of any dealer, agent, broker or other person receiving compensation in connection with the transaction (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): N/A.
_____ .
- (b) Cash N/A._____ .
- (c) Other N/A._____ .
7. State whether the vendor, sales agent, broker or other person receiving compensation in connection with the transaction is a Related Person or has any other relationship with the Issuer and provide details of the relationship. No.

_____ .
8. If applicable, indicate whether the transaction is the acquisition of an interest in property contiguous to or otherwise related to any other asset acquired in the last 12 months. N/A.

_____ .

2. Development

Provide details of the development. The disclosure should be sufficiently complete to enable a reader to appreciate the significance of the transaction without reference to any other material: N/A.

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3. 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.
2. To the knowledge of the Issuer, at the time an agreement in principle was reached, no party to the transaction had knowledge of any undisclosed material information relating to the Issuer, other than in relation to the transaction.
3. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.
4. The undersigned hereby certifies to the Exchange 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 Exchange Requirements (as defined in CNSX Policy 1).
5. All of the information in this Form 10 Notice of Proposed Significant Transaction is true.

Dated April 17, 2024 .

Robert Eckford
Name of Director or Senior
Officer

/s/ Robert Eckford
Signature

Chief Executive Officer
Official Capacity

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