

August 9, 2021

TSXV:GMIN

## G MINING VENTURES TO ACQUIRE TOCANTINZINHO GOLD PROJECT FROM ELDORADO GOLD

*All amounts are in USD unless stated otherwise*

- GMIN to acquire the construction ready Tocantinzinho Gold Project in northern Brazil
- Eldorado to become a 19.9% cornerstone shareholder of GMIN
- Tocantinzinho is a permitted, high-grade gold project with a 10-year reserve life and an estimated annual production of 187,000 ounces for the first 8 years
- Leadership team to leverage four successful mine builds in South America, including recently for Newmont Corporation (Merian) and Lundin Gold Inc. (Fruta del Norte)
- GMIN will undertake an equity financing that will be led by Sprott Capital Partners and BMO Capital Markets
- GMIN is building a new intermediate gold producer; Tocantinzinho is Step 1

G Mining Ventures Corp. (“**GMIN**” or the “**Corporation**”) is pleased to announce the signing of a definitive agreement (the “**Agreement**”) dated August 8, 2021 with Eldorado Gold Corporation (“**Eldorado**”) to acquire the Tocantinzinho Gold Project (“**Tocantinzinho**” or the “**Project**”), an open pit gold deposit containing 1.8 million ounces of gold reserves located in northern Brazil (the “**Acquisition**”). Following the arms length Acquisition, Eldorado will become a 19.9% shareholder of GMIN.

**Louis-Pierre Gignac, President & Chief Executive Officer of GMIN, commented:** “Tocantinzinho has all the key attributes GMIN was looking for in an initial acquisition, with clear visibility towards near-term construction and commercial production. This is the first step towards our vision of becoming a leading intermediate gold producer. With over C\$40 million of cash on the balance sheet, and additional access to \$200 million from Sprott<sup>i</sup>, we are well positioned to advance our “Buy, Build, Operate” strategy that includes the acquisition of additional advanced-stage development projects and operating mines. We look forward to having Eldorado as a cornerstone investor and appreciate their confidence in our ability to create and unlock value by carrying out the next phases of the Project.”

**George Burns, President & Chief Executive Officer of Eldorado, commented:** “This transaction provides Eldorado with immediate value for Tocantinzinho, while also retaining meaningful exposure to future value creation through our equity stake in GMIN. Tocantinzinho will be a cornerstone asset for GMIN, a team with a strong track record of building mines on time and on budget. We believe they are the right group to responsibly advance the asset and we look forward to following and supporting their success.”

### Acquisition Highlights:

- **Acquisition of a construction ready, high quality gold asset, in a well-established mining jurisdiction:**
  - High-grade open pit deposit with reserves totaling 1.8 million ounces at 1.42 g/t
  - Considerable permitting, technical work and de-risking completed by Eldorado
    - Eldorado acquired Tocantinzinho in 2010 through the \$120 million acquisition of Brazauro Resources Corp. <sup>ii</sup> and invested over \$90 million into the Project since then
  - Average annual gold production of 187,000 ounces for the first 8 years and 162,000 ounces over a 10-year life of mine based on established reserves
  - Low-cost operation with forecast cash costs of \$588 per ounce and AISC of \$744 per ounce
- **Robust economics benefit from today's higher gold price and weaker USD: BRL FX:**
  - 2019 Feasibility Study (defined below) showed good economics with after tax NPV<sub>5%</sub> of \$409 million and after tax IRR of 19.7% (\$1,500/oz Au | \$4.00 USD:BRL)
  - Project benefits from today's higher gold price and weaker BRL, with each \$100/oz change driving a ~\$97 million change in the NPV<sub>5%</sub>
  - GMIN will prepare an updated NI 43-101 feasibility study within 180 days

Scenario		Gold Price (USD/oz)		
		\$1,400	\$1,500	\$1,550
After Tax NPV <sub>5%</sub>	USD MM	\$313	\$409	\$457
After Tax IRR	%	16.6%	19.7%	21.1%
Payback Period	Years	3.8 Years	3.4 Years	3.3 Years
Average Annual EBITDA	USD MM	\$125	\$141	\$149

Source: 2019 Feasibility Study; figures assume USD:BRL FX of \$4.00.

- **Proven management team that is aligned with shareholders:**
  - Leadership team to leverage four successful mine builds in South America, including recently for Newmont Corporation (Merian) and Lundin Gold Inc. (Fruta del Norte)
  - Management and Board currently hold 20% of the basic shares outstanding
- **Optimization opportunities identified with help from G Mining Services ("GMS"):**
  - Due diligence identified optimization opportunities to improve project economics and schedule
  - Master Services Agreement with GMS brings a team with a strong track record of delivering on budget and on time
- **Exploration and organic upside:**
  - Only 82,805m drilled over 11-year period (from 2004 to 2015) despite sizeable 688km<sup>2</sup> land package
  - Mineral resource estimate supported by 45,039m of drilling (from 2004 to 2010) with potential at depth and near-mine
    - Notable intercepts beneath pit include 39.5m at 1.26 g/t Au and 60.0m at 2.45g/t Au

### **Acquisition Summary**

Pursuant to the Agreement, GMIN will acquire all of Eldorado's property, assets, and rights related to the Project through the acquisition of all the issued and outstanding shares of Brazauro Recursos Minerais S.A. The consideration for the Acquisition will be payable through a minimum upfront consideration of \$50 million, and deferred consideration of \$60 million. The upfront consideration will be comprised of (i) the issuance to Eldorado of GMIN common shares equal to 19.9% of the issued and outstanding GMIN common shares (the "**GMIN Shares**") at closing of the Acquisition ("**Closing Date**"), (ii) a minimum cash payment of \$20.0 million (the "**Closing Cash Payment**") on the Closing Date; and, if required, (iii) an additional cash payment such that the total upfront consideration, after taking into consideration the value of the GMIN Shares, equals no less than \$50 million. The GMIN Shares will be issued at the offer price of the Equity Financing (as defined below). The deferred consideration consists of a cash payment of \$60.0 million payable, at GMIN's option, anytime from the Closing Date until the first anniversary of the Project achieving commercial production. GMIN, at its option, may defer 50% of the deferred consideration for 12 months subject to a \$5.0 million premium payable on the second anniversary of the Project achieving commercial production (such deferred payment totaling \$35.0 million).

Concurrently with the closing of the Acquisition, GMIN and Eldorado will enter into an investor rights agreement, which will grant Eldorado certain rights for so long as it maintains 10.0% ownership of GMIN common shares, or more, on an undiluted basis. The agreement will include a customary lockup period until the earlier of (i) 2 years and (ii) the Corporation making a positive construction decision, the right for Eldorado to participate in future equity offerings by GMIN in order to maintain the greater of 19.9% of GMIN's share capital and Eldorado's pro rata ownership interest prior to the offering, and additional customary rights and restrictions for a transaction of this nature.

### **Concurrent Equity Financing**

A private placement equity financing (the "**Equity Financing**") is planned over the next several weeks to finance some of the Closing Cash Payment as well as various work programs on the Project.

Management, Board and existing institutional shareholders who currently hold approximately 50% of the issued and outstanding common shares of GMIN have communicated their intention to maintain their pro-rata ownership and commit to approximately 50% of the Equity Financing.

### **Timetable and Next Steps**

It is anticipated that the closing of the Acquisition will take place during Q4-21. In the coming months, GMIN will be focused on the following activities:

- Completion of the Equity Financing;
- Completion of all other conditions precedent to Closing of the Acquisition;
- Project optimization and detailed engineering; and
- Completion of an updated 43-101 feasibility study to be filed within the next 180 days.

### About Tocantinzinho

Tocantinzinho is an open-pit gold deposit containing 1.8 million ounces of reserves located in Para State, Brazil. The 688km<sup>2</sup> land package has direct access via 103 km of all-weather roads starting from the national highway, the BR-163, that links the industries in southern Brazil to the city of Belem in the north. GMIN intends to construct a transmission line and a substation at site to connect the Project to the Brazilian power grid, which is 80% powered by renewable energy, a sustainable source of low-carbon power. The Project is entitled to a special Brazilian tax incentive that provides a 75% reduction to the corporate income taxes.

Eldorado acquired Tocantinzinho in 2010 through the \$120 million acquisition of Brazauro Resources Corp. and invested over \$90 million into the Project since then. All the key permits required for the start of construction have been received, including the installation license (LI) in 2017, with the mining concession issued in 2018. A feasibility study on the Project was initially completed by Eldorado in 2015, and an updated technical report was published in 2019 (the “**2019 Feasibility Study**”)<sup>iii</sup>. The deposit is open at depth, and the large, underexplored land package presents a great deal of additional exploration potential that may yield satellite mineralized bodies. With no relocation or resettlement required, nor any indigenous communities nearby, the Project is construction ready.

### Selected 2019 Feasibility Study Parameters and Outputs

Key Parameters		
Mine Life	Years	10.0 Years
<b>Total Tonnes Mined</b>	<b>MM t</b>	<b>187.4</b>
Strip Ratio	w/o	3.7
<b>Ore Tonnage Mined</b>	<b>MM t</b>	<b>40.0</b>
<i>Mill Throughput</i>	<i>tpd</i>	<i>11,890</i>
Grade	g/t Au	1.41
<b>Contained Gold<sup>(1)</sup></b>	<b>k oz Au</b>	<b>1,817</b>
Recovery	%	88.4%
<b>Total Gold Production</b>	<b>k oz Au</b>	<b>1,625</b>
<b>Annual Average (first 8 years)</b>	<b>k oz Au</b>	<b>187,000</b>
<b>Annual Average (LOM)</b>	<b>oz Au / year</b>	<b>162,000</b>
Cash Costs	USD/oz	\$588
AISC	USD/oz	\$744
<b>After Tax NPV5%</b>	<b>USD MM</b>	<b>\$409</b>
<b>After Tax IRR</b>	<b>%</b>	<b>19.7%</b>
<b>Payback Period</b>	<b>years</b>	<b>3.4</b>

(1) Includes tailings totaling 1.1 million tonnes at 1.03g/t from artisanal miners.  
Note: Figures assume \$1,500 per gold ounce and USD:BRL FX of 4.00.

Reserves	Tonnage (000 t Ore)	Grade (g/t Au)	Contained (000 oz Au)
Proven	17,007	1.52	834
Probable	21,898	1.35	949
<b>Total Reserves</b>	<b>38,905</b>	<b>1.42</b>	<b>1,783</b>

Note: Gold Price \$1,200 per ounce and cut-off grade of 0.365 g/t Au  
Mineral Reserves as of March 31, 2019.

Start-up Capex Summary	USD MM
Project Cost	\$337
Non-Recoverable Tax	\$29
Recoverable Tax	\$13
<b>Sub-Total</b>	<b>\$379</b>
Contingency	\$63
<b>Total Start-up Capex</b>	<b>\$442</b>

Sustaining Capex Summary	USD MM
Project Cost	\$129
Non-Recoverable Tax	\$10
Recoverable Tax	\$12
<b>Total Sustaining Capex</b>	<b>\$151</b>

Closure Liabilities	USD MM
Closure Cost	\$28
Salvage Value	(\$17)
<b>Net Closure Liabilities</b>	<b>\$11</b>

Resources	Tonnage (000 t Ore)	Grade (g/t Au)	Contained (000 oz Au)
Measured	17,530	1.51	851
Indicated	31,202	1.26	1,264
<b>Total M&amp;I</b>	<b>48,732</b>	<b>1.35</b>	<b>2,115</b>
Inferred	2,395	0.90	69

Note: Cut-off grade of 0.300 g/t Au,  
Mineral Resources as of September 30, 2018 and inclusive of Mineral Reserves.

**Advisors and Counsel**

GMIN has retained Blake, Cassels & Graydon LLP and Miller Thomson LLP to act as legal advisors.

**About G Mining Ventures Corp.**

G Mining Ventures is a mineral exploration company that has been, up until now, focused on the exploration and development of the Cameron Lake Property, located in the west-central part of Québec. As disclosed in the October 23, 2020 and subsequent press releases, the Corporation has been actively pursuing its objective of acquiring a significant precious metal asset in 2021.

**Additional Information**

Full details of the Acquisition are set out in the Agreement, which will be filed by GMIN under its profile on SEDAR at [www.sedar.com](http://www.sedar.com). All technical information on the Project is based on the 2019 Feasibility Study, a feasibility study technical report entitled “Technical Report Tocantinzinho Project Brazil” effective date of June 21, 2019, filed on SEDAR by Eldorado on August 9, 2019. Louis-Pierre Gignac, President & Chief Executive Officer of GMIN, a qualified person as defined in National Instrument 43-101, has reviewed the 2019 Feasibility Study on behalf of the Corporation and has approved the technical disclosure contained in this news release. To the best of GMIN’s knowledge, information and belief, there is no new material scientific or technical information that would make the disclosure of the mineral resources, mineral reserves or results of a preliminary economic assessment in the 2019 Feasibility Study inaccurate or misleading. GMIN plans to prepare an updated NI 43-101 compliant feasibility study and will file the technical report within 180 days of this announcement.

For further information on GMIN, please visit the website at [www.gminingventures.com](http://www.gminingventures.com) or contact:

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**Cautionary Statement on Forward-Looking Information**

*All statements, other than statements of historical fact, contained in this press release constitute “forward-looking information” and “forward-looking statements” within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to:*

- *Future price of gold and USD:BRL exchange rate;*
- *The Project’s stage of advancement, de-risking level, and permitting status (notably, its “construction ready” or “shovel ready” status as well as the “clear visibility” towards construction and production); the Project’s estimated production profile and mine life, the envisaged arrangements for power supply; growth potential from expanded mineral resources and exploration upside;*
- *The Corporation’s ability to create and unlock value by carrying the Project;*
- *Anticipated robustness of the Project’s economics, notably its after-tax NPV and IRR, as well as the other metrics outlined herein;*
- *Optimization opportunities identified by the Corporation and GMS, as well as GMS’ eventual role assisting GMIN to bring the Project into commercial production (notably, the “leveraging” of mine building track record);*
- *GMIN realizing a concurrent equity financing and undertaking project financing endeavors; and the access to a \$200M facility from Sprott Resource Lending Corp.*
- *Eldorado receiving, as partial consideration for the Project’s acquisition, common shares of the Corporation, Eldorado’s future holding of such shares and its relationship with GMIN as a significant (“cornerstone”) shareholder;*
- *Eventual timing to close the transaction, the obtaining of regulatory approval, including that of the TSX Venture Exchange (“TSX-V”) and the fulfilment of all conditions precedent to closing;*
- *The filing of an updated 43-101 technical report;*
- *Eventual positive construction decision; and*
- *More generally, the above section entitled “Timetable and Next Steps” and GMIN’s objectives of acquiring a significant precious metal asset in year 2021 and of building a leading intermediate gold producer.*

*Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Corporation as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, the receipt of required regulatory approval (including that of TSX-V), the completion of the envisaged transactions with Eldorado, the hiring of GMS to help GMIN bringing the Project into commercial production, and the expected timing and costs relating to all of the foregoing.*

*Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that the Corporation will complete the Equity Financing and acquire the Project or any other significant precious metal asset in 2021, or ever, as future events could differ materially what is currently anticipated by the Corporation.*

*By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management’s expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in the Corporation’s other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the relevant section of the Corporation’s Management Discussion & Analysis. The Corporation cautions that the foregoing list of factors that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.*

<sup>i</sup> US\$200 million facility commitment from Sprott Resource Lending Corp. as announced on 01/21/2021.

<sup>ii</sup> Source: Eldorado press release dated May 12, 2010. C\$122 million transaction value converted at spot USD:CAD FX at time of announcement of 0.98.

<sup>iii</sup> All technical information on the Project is based on a feasibility study technical report entitled “Technical Report Tocantinzinho Project Brazil” dated June 21, 2019, filed on SEDAR by Eldorado on August 9, 2019. Louis- Pierre Gignac, President & Chief Executive Officer of GMIN, a qualified person as defined in National Instrument 43-101, has reviewed the 2019 Feasibility Study on behalf of the Corporation and has approved the technical disclosure contained in this news release. GMIN plans to prepare an updated NI 43-101 compliant feasibility study and will file the technical report within 180 days of this announcement.