

G MINING VENTURES CORP.
NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general and special meeting (the “**GMIN Meeting**”) of the holders (the “**GMIN Shareholders**”) of common shares (the “**GMIN Shares**”) of G Mining Ventures Corp. (“**GMIN**”) will be held at the offices of Blake, Cassels & Graydon LLP, in the St. Laurent Boardroom, located at 1 Place Ville Marie, Suite 3000, Montréal, Québec H3B 4N8 on July 9, 2024 at 10:00 a.m. (Eastern Time), subject to any adjournments or postponements thereof, for the following purposes:

1. to consider, pursuant to an interim order of the Ontario Superior Court of Justice (Commercial List) dated June 7, 2024 (the “**Interim Order**”), and if deemed advisable, to approve, with or without variation, a special resolution (the “**GMIN Arrangement Resolution**”), the full text of which is set forth in “*Appendix A – GMIN Arrangement Resolution*” to the accompanying joint management information circular dated June 7, 2024 (the “**Circular**”) of GMIN and Reunion Gold Corporation (“**Reunion Gold**”), approving (a) an arrangement (the “**Arrangement**”) under Section 192 of the *Canada Business Corporations Act* (the “**CBCA**”), involving GMIN, Reunion Gold and Greenheart Gold Inc. (formerly 15963982 Canada Inc.), and (b) in connection with the Arrangement and the GMIN Private Placements (as defined in the Circular), pursuant to Sections 611(c) and 611(g) of the Toronto Stock Exchange (the “**TSX**”) Company Manual, approving the issuance of an aggregate of up to 105,441,431 New GMIN Shares to persons other than the GMIN Shareholders (except for those participating in the GMIN Private Placements);
2. to consider, and if deemed advisable, to approve, with or without variation, an ordinary resolution (the “**GMIN Private Placements Resolution**”), the full text of which is set out under the heading “*GMIN Private Placements – Approval of GMIN Private Placements*” in the Circular, approving the subscription price of \$2.279 per GMIN Share at which the GMIN Shares will be issued pursuant to the GMIN Private Placements, pursuant to Section 607(e) of the TSX Company Manual;
3. to receive and consider the annual consolidated financial statements of GMIN for the financial year ended December 31, 2023 and the external auditors’ report thereon;
4. to elect the directors of GMIN for the ensuing year;
5. to appoint PricewaterhouseCoopers LLP as the independent auditors of GMIN and to authorize the directors to fix the auditors’ compensation;
6. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution ratifying and confirming certain amendments to the by-laws of GMIN (collectively, paragraphs 3 to 6 being the “**GMIN Annual Resolutions**”, and collectively with the GMIN Arrangement Resolution and the GMIN Private Placements Resolution, the “**GMIN Resolutions**”); and
7. to transact such further or other business as may properly come before the GMIN Meeting and any adjournments or postponements thereof.

The board of directors of GMIN (with David A. Fennell abstaining from voting due to his role as Executive Chair of Reunion Gold and Karim Nasr abstaining from voting only as regards to the GMIN Private Placements due to his role as an executive officer of La Mancha (as defined below)) (the “**GMIN Board**”) has unanimously determined that the Arrangement and the GMIN Private Placements are in the best interests of GMIN and unanimously recommends that the GMIN Shareholders vote in favour of the GMIN Arrangement Resolution and in favour of the GMIN Private Placements Resolution. If the GMIN Arrangement Resolution is not approved by the GMIN Shareholders at the GMIN Meeting, neither the Arrangement nor the GMIN Private Placements will be completed. If the GMIN Private Placements Resolution is not approved by the GMIN Shareholders at the GMIN Meeting, the Arrangement may nonetheless be completed.

In addition, the GMIN Board unanimously recommends that the GMIN Shareholders vote in favour of each of the GMIN Annual Resolutions.

Each GMIN Share entitled to be voted in respect of each of the GMIN Resolutions will entitle the holder thereof to one vote at the GMIN Meeting. The GMIN Arrangement Resolution must be approved by (a) at least 66^{2/3}% of the votes cast by the GMIN Shareholders present in person or represented by proxy at the GMIN Meeting; (b) a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the GMIN Meeting, excluding the votes attached to the GMIN Shares held by La Mancha Investments S.à r.l. (“**La Mancha**”) and its related parties and joint actors in accordance with Section 8.1(2) of Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Arrangements*; and (c) pursuant to Sections 611(c) and 611(g) of the TSX Company Manual, a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the GMIN Meeting. The GMIN Private Placements Resolution must be approved by a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the GMIN Meeting, excluding the votes attached to the GMIN Shares held by La Mancha and Franco-Nevada Corporation and their associates and affiliates, pursuant to Section 607(e) of the TSX Company Manual. The GMIN Annual Resolutions must each be approved by a majority of the votes cast by the GMIN Shareholders present in person or represented by proxy at the GMIN Meeting.

The GMIN Board has fixed the close of business on June 3, 2024 (the “**GMIN Record Date**”) as the record date for determining the GMIN Shareholders who are entitled to receive notice of and to vote at the GMIN Meeting. Only registered GMIN Shareholders of record as of the close of business on the GMIN Record Date are entitled to receive notice of the GMIN Meeting and to vote at the GMIN Meeting.

The Circular provides additional information with respect to each subject matter to be addressed at the GMIN Meeting, including the Arrangement, and is deemed to form part of this notice of annual general and special meeting of GMIN Shareholders.

Only registered GMIN Shareholders and duly appointed proxyholders may participate and vote at the GMIN Meeting. GMIN Shareholders who are unable to attend the GMIN Meeting must follow the instructions on the enclosed proxy or voting instruction form. Non-registered GMIN Shareholders that hold their GMIN Shares with a broker, dealer, bank, trust company or other intermediary who have not duly appointed themselves as proxyholder will be able to attend the GMIN Meeting as guests, but will not be able to vote or ask questions at the GMIN Meeting. Non-registered GMIN Shareholders who wish to attend, ask questions and vote at the GMIN Meeting must carefully follow the instructions on the voting instruction form provided by their nominee or other intermediary. In order to be effective, proxies must be received by the Chair of the GMIN Meeting before the commencement of the GMIN Meeting or any adjournment thereof.

Voting by proxy will not prevent a GMIN Shareholder from voting at the GMIN Meeting if such GMIN Shareholder revokes his, her or its proxy and attends the GMIN Meeting, but will ensure that votes cast by GMIN Shareholders who are unable to attend the GMIN Meeting will be counted. **In all cases, GMIN Shareholders should ensure that proxies are received by the transfer agent for the Arrangement, Computershare Investor Services Inc., located at 100 University Avenue, 8th floor, Toronto, Ontario M5J 2Y1, by no later than 48 hours (excluding weekends and holidays in the Provinces of Québec and Ontario) prior to the GMIN Meeting or any adjournments or postponements thereof.** Assuming that there are no adjournments or postponements of the GMIN Meeting, the proxy cut-off time is 10:00 a.m. (Eastern Time) on July 5, 2024. The proxy deadline may be waived or extended by the Chair of the GMIN Meeting at his or her discretion, without notice.

Irrespective of whether a GMIN Shareholder expects to attend the GMIN Meeting, all GMIN Shareholders are encouraged to carefully review the Circular and complete the applicable form of proxy or voting instruction form as promptly as possible to ensure such GMIN Shareholder’s votes will be counted at the GMIN Meeting.

Pursuant to the Interim Order, each registered GMIN Shareholder has the right to dissent in respect of the GMIN Arrangement Resolution and to be paid an amount equal to the fair value of his, her or its GMIN Shares as of the close of business on the last business day before the day on which the GMIN Arrangement Resolution was adopted. This right to dissent to which registered GMIN Shareholders are entitled and the procedures to be followed in connection with the exercise of such dissent right are described under the heading “*The Arrangement – Dissent Rights*” in the Circular. A registered GMIN Shareholder who wishes to dissent in respect of the GMIN Arrangement Resolution must deliver a written notice of objection to GMIN at GMIN’s head office located at 5025 Lapinière Blvd, 10th Floor, Suite 1050, Brossard, Québec J4Z 0N5, Attention: Vice President, Legal Affairs and Corporate Secretary, email: mdagenais@gminingventures.com, not later than 10:00 a.m. (Eastern Time) on July 5, 2024 or, if the GMIN Meeting is adjourned or postponed, not later than 48 hours (excluding weekends and holidays in the Provinces of Québec and Ontario) prior to the time set for the adjourned or

postponed GMIN Meeting, and strictly comply with the dissent procedures described in the Circular. Failure to strictly comply with the dissent procedures set forth in Section 190 of the CBCA, as modified by the Plan of Arrangement (as defined in the Arrangement Agreement) and the Interim Order, will result in loss of the right to dissent. See “*The Arrangement – Dissent Rights*” in the Circular for additional information.

DATED at Brossard, Québec, as of June 7, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF G
MINING VENTURES CORP.**

(signed) “Marc Dagenais”

**Marc Dagenais, Vice President, Legal Affairs &
Corporate Secretary**