

An aerial photograph of an industrial construction site. In the foreground, there are several large industrial buildings with green and white roofs, and a complex network of yellow metal scaffolding and walkways. In the middle ground, a large, curved dam with a corrugated metal lining is under construction, with a body of water behind it. The background shows a dense forest of trees under a cloudy sky. The image is overlaid with a dark teal geometric shape on the right side.

GOVERNANCE



PROFILE

GRI 2-1, 2-6

The story of GMIN begins with Louis Gignac, Chairman of the Board, who was inducted into the Canadian Mining Hall of Fame in 2016. Louis is renowned for transforming Québec-based Cambior Inc. into an international gold producer.

In 2020, G Mining Ventures was founded with the aim of acquiring direct ownership of projects and leveraging the enhanced value that successful mine development offers. With solid access to capital, supported by

a favorable shareholder base and backed by proven development expertise, GMIN is strategically positioned to expand its footprint and emerge as a prominent mid-sized precious metals producer.

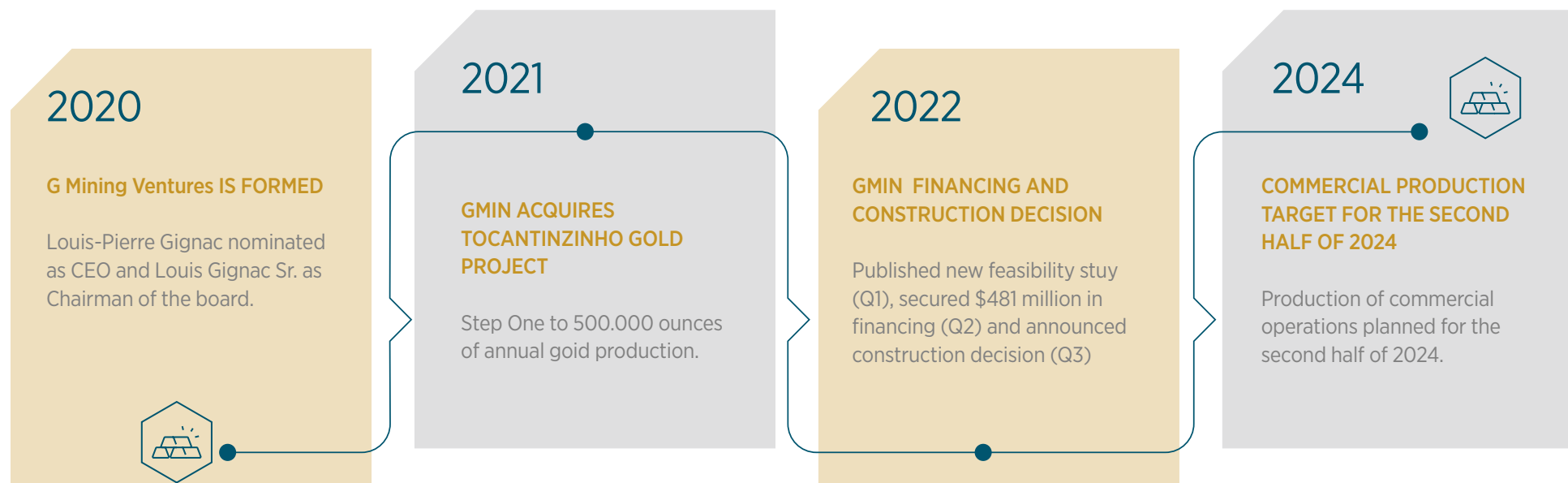
GMIN is a company committed to leverage its extensive track record in developing, building and optimizing mining projects, headquartered in Canada, Brossard (Québec) and in Brazil, with two offices: Belo Horizonte (Minas Gerais) and Itaituba (Pará).

Our mission is to acquire, build and operate sustainable precious metals mining operations using our proven self-perform approach, while prioritizing the health and safety of our employees and communities. Our goal is to establish ourselves as a leading mid-tier gold producer.

We recognize our crucial role in shaping the future of stakeholders globally, encompassing countries and communities directly and indirectly affected by our operations. It is widely acknowledged that the principles guiding an organization's decisions and actions can significantly impact various stakeholders, therefore requiring accountability and transparency.

Our organization strives to engage all stakeholders in our quest to create exceptional value. This encompasses a diverse range of stakeholders, including majority shareholders, government entities, local communities and employees. To promote this inclusivity, we maintain regular communications to share relevant developments and seek feedback. Ensuring that our strategy aligns with the expectations of our stakeholders remains a top priority for GMIN, reflecting our commitment to a strong corporate governance.

Figure 4 | Timeline 2 - ESG Highlights - G Mining Ventures Corp





Our purpose is to create opportunities for people through responsible mining.

1. Attract and develop strong people who act with integrity and are tireless in their pursuit of excellence.
2. Take initiative, recognize mistakes and learn from them, drive change, always look for ways to improve things.
3. Earn trust and create transparency to build partnerships between our people and those with whom we operate.
4. Lead the industry in safety practices while unlocking the full potential of our assets.
5. Allocate financial and human resources to opportunities that increase our free cash flow per share while maximizing the value of our net assets.
6. Act urgently, look for opportunities and determine how to capitalize on them, and do what we say we will do.

Thus, our mission and core values drive our culture and are the foundation of our practice. We measure each decision against these standards.

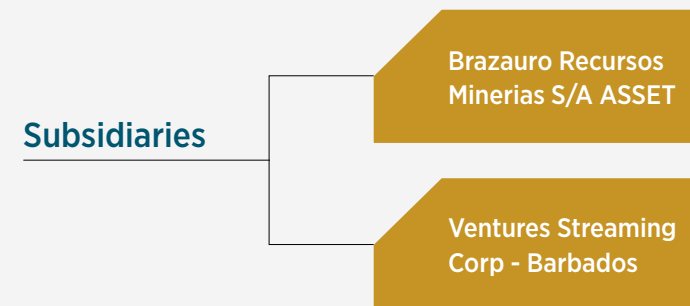
We believe in the importance of collaborative efforts with the community to foster prosperity, ensuring that value is returned not only to shareholders but also to society at large.

We believe in the importance of collaborative efforts with the community to foster prosperity, ensuring that value is returned not only to shareholders but also to society at large. This principle guides our dedication to continue building a responsible culture, one prioritizes the creation of jobs, infrastructure and opportunities, as well as the development of our assets to deliver sustainable returns.

Shareholding Structure and Subsidiaries

GMIN's primary business activity revolves around the acquisition, exploration, evaluation and development of mineral properties. It lies in the construction and commissioning of our main asset, the TZ Project, located in northern Brazil. This project is owned by its wholly owned subsidiary Brazauro.

Figure 5 | Subsidiary companies





BUSINESS MODEL

GRI 2-6, 2-28

Since the beginning of our mission, we have been supported by leading institutional investors, who have provided us with opportunities and flexibility to pursue strategic acquisitions. By targeting overlooked assets in the portfolios of senior and mid-tier producers, we have identified a pipeline of high quality assets where we can apply our expertise to unlock significant value.

Build to grow!

At GMIN, in collaboration with our shareholders, we aim to capitalize on our strong track record in developing, building and optimizing mining projects to become the next mid-sized producer.

Therefore, our business model is based on the following guidelines:

- Significant institutional support
- Solid financial position
- Construction and design optimization
- Industry-leading technical team

Buy, build, operate and explore for more!

To achieve these objectives, we identify mining projects with optimization potential, aiming to execute development of them on time and on budget. Our selection is based on the following criteria:

- Focus on precious metals
- High quality political jurisdiction
- Advanced stage of development
- Assets with optimization potential
- Visibility to allow growth between 6-12 months

Therefore, at GMIN, we aim to become a leading intermediate gold producer, delivering superior returns to its shareholders through seamless project development.



Figure 6 | Organizational value





GOVERNANCE STRUCTURE

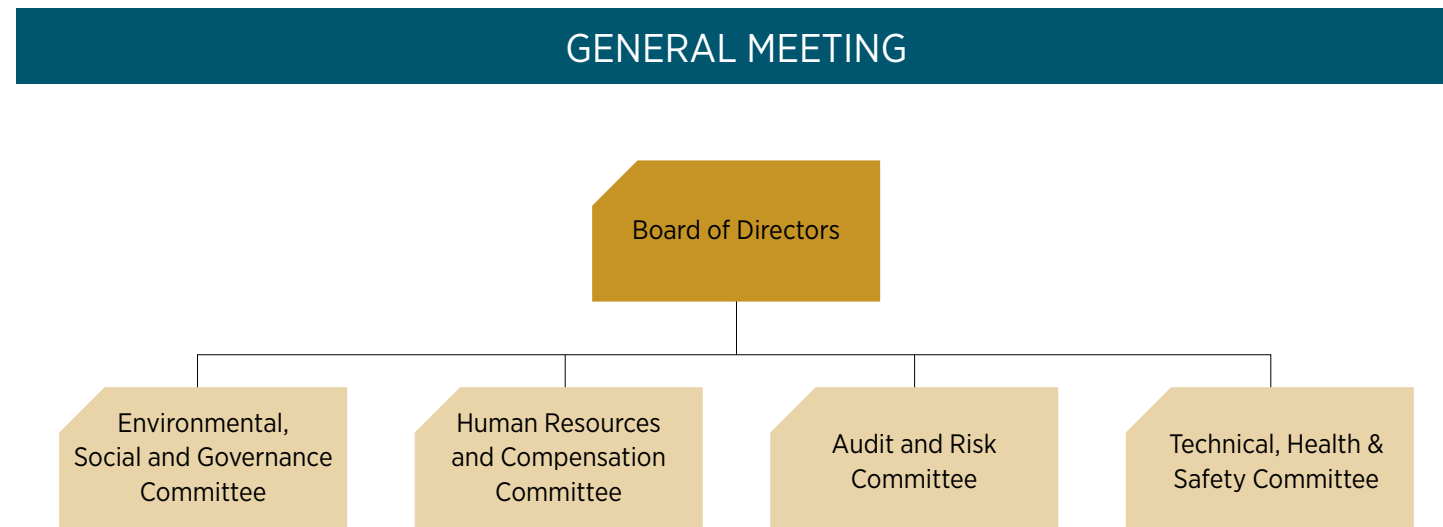
GRI 2-9

GMIN reinforces its commitment to the highest standards of corporate governance and ethics throughout its operations. By designing practices aligned with relevant regulatory requirements, GMIN maintains a vigilant stance on evolving laws and best practices to ensure a consistent adherence to these standards.

GMIN's Board of Directors plays a crucial role in overseeing GMIN's business and affairs. Committed to GMIN's best interests, the Board fulfills its responsibility directly and through strategic committees. These include Environmental, Social and Governance Committee, the Human Resources and Compensation Committee, the Audit and Risk Committee, and the Technical and Health and Safety Committee, each configured to optimize corporate governance effectiveness and address specific issues.

The composition and meetings of the Board are subject to the requirements established in applicable statutes, laws, and stock exchange rules. This ensures compliance and effectiveness in conducting business, maintaining a transparent and accountable governance environment, without limiting or altering in any way the responsibilities of the Board, as determined by such regulations.

Figure 7 | Administrative board





BOARD OF DIRECTORS

GRI 2-10, 2-11, 2-16

The President, appointed by the Board, leads all aspects of its operations and is responsible to efficiently managing GMIN's affairs, and ensuring proper organization and promoting operational efficiency. The President's specific duties and responsibilities are outlined in the job description adopted by the Board. The Board of Directors is made up of 9 members, including 2 women, constituting 22% of its composition.

Directors are elected at each annual meeting by a majority of votes cast. Each director elected serves until the next annual meeting of shareholders or until the election of his successor, unless such director resigns or for other causes. Board meetings are held quarterly or more frequently as necessary. Independent directors may meet before or after each Board meeting or more frequently if necessary.

The Board is primarily responsible for overseeing the affairs of the Corporation and protecting its most relevant interests. During this process, the Board assumes

a series of specific duties and responsibilities, many of which are thoroughly examined and recommended by the relevant Committees before being presented to the Board for approval. It is important to emphasize that the responsibilities are not intended to limit the Board's scope of action, rather, the Board remains open to addressing any other matters relevant to fulfilling its purpose.

GMIN's corporate governance aims to ensure ethical and compliance with the highest environmental, social, and governance standards applicable to its scale and complexity. To achieve this goal, GMIN develops, adopts, implements, reviews and rigorously enforces its Code of Ethics and other related policies. Oversight of these policies is provided by the Audit & Risk Committee, the ESG Committee and the Human Resources & Compensation Committee. These bodies provide informed guidance and recommendations to ensure business conduct is in full compliance with such policies.

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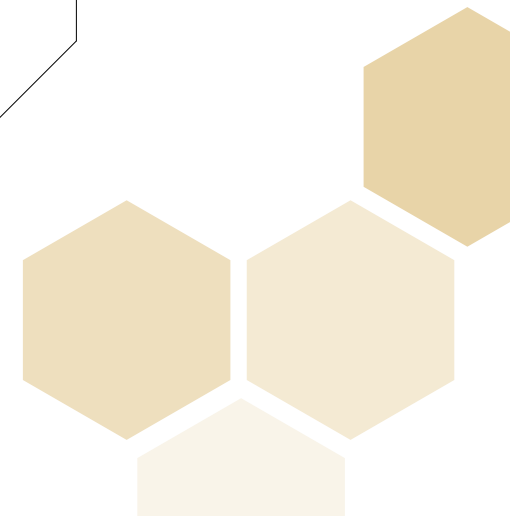




Figure 8 | Composition of the Board of Directors



LOUIS GIGNAC SR.
Chair of the Board

Over 45 years of experience in mine development and operations. Founder, President and CEO of Cambior. Director of Franco-Nevada Corporation. Canadian Mining Hall of Fame inductee.



LOUIS PIERRE GIGNAC
President & CEO, Director

Over 20 years of experience in mining project evaluation, design, optimization and management. Formerly Co-President of G Mining Services. Director of Major Drilling Group International.



JASON NEAL
Lead Director

Over 25 years of experience in mining. Formerly Co-Head and Managing Director of the BMO Global Metals and Mining Group, President & CEO of TMAC Resources, and Executive Vice President at Kirkland Lake Gold.



CARLOS VILHENA
Director

Head of mineral resources law and government relations practices of Pinheiro Neto Advogados, based in Brasilia, Brazil. Secretary of the Foundation for Natural Resources and Energy Law. Director of TriStar Gold.



DAVID FENNELL
Director

Over 35 years of experience in mining. Founder of Golden Star Resources Ltd., former Chairman and CEO of Hope Bay Gold Corporation. Chairman of Reunion Gold, and Highland Copper Company Inc., and Director of Sabina Gold & Silver Corp.



ELIF LEVESQUE
Director

CPA with over 25 years of experience in finance, treasury and strategic management in the mining industry. Formerly Founder and CFO of Nomad Royalty, CFO of Osisko Gold Royalties, VP and Controller of Osisko Mining Corporation. Director of Cascades Inc. and Sandstorm Gold Ltd.



KARIM NASR
Director

International corporate finance executive experienced in corporate growth and M&S, responsible for >\$100bn in capital raise and transactions. Managing Partner & co-Chief Investment Officer of La Mancha Capital Advisory.



NORMAN MACDONALD
Director

Over 25 years of experience in natural resource focused institutional investment. Portfolio Manager for the Invesco Energy Fund and Invesco Gold & Precious Metals Fund. Former PM of Ontario Teachers', Beutel, Goodman & Company, and Salida Capital.



SONIA ZAGURY
Director

Over 30 years of experience in mining. Former Vale Head of New Business Development and Head of Treasury and Corporate Finance. Ms Zagury served as a Director in several private and public companies, and is currently a director of CLI - Corredor Logística e Infraestrutura S.A.



Figure 9 | Composition of the Executive Team



LOUIS PIERRE GIGNAC
President & CEO, Director

- Company Founder
- Over 20 years of experience in mining project evaluation, design, optimization and management
- Formerly Co-President of G Mining Services. Director of Major Drilling Group International



DUŠAN PETKOVIĆ
SVP, Corporate Strategy

- Company Founder
- Over 10 years of experience in resource capital markets
- Formerly Principal, Private Debt at Sprott Resource Lending Corp. (2012 to 2021)



JULIE LAFLEUR
CFO AND VP, FINANCE

- Over 20 years of experience in the mining industry
- Held senior accounting roles with Lundin Gold Inc., Newmont Corporation, and IAMGOLD Corp.



MARC DAGENAIS
VP, Legal Affairs & Corporate Secretary

- Over 30 years of experience in the mining industry
- Held senior roles with Nemaska Lithium Inc., Kinross Gold Corp., and Cambior Inc.



JESSIE LIU-ERNSTING
VP, Investor Relations

- Over 15 years of experience in mining, spanning engineering, capital markets and corporate strategy
- Former roles with Golder (now WSP), Hatch, CIBC, Resource Capital Funds, Hudbay Minerals etc.



JULIE-ANAÏS DEBREIL
VP, Geology & Resources

- Over 20 years of experience in exploration management, mining, technical services and project evaluation
- Former senior roles with G Mining Services and Premier Gold Mines (now Equinox Gold)



EDUARDO LEAO
VP, Sustainability

- Over 15 years of experience in mining, environmental management and projects, strategic planning, and risk and crisis analysis
- Held progressively senior positions at Vale, and formerly Director of the National Mining Agency (ANM)



G MINING SERVICES
Master Services Agreement

- Support from a deep bench of experienced technical professionals
- Over \$2 billion of capital expenditures delivered on time and on budget



REMUNERATION POLICY

GRI 2-19, 2-20

At GMIN, the compensation determination process is carefully conducted, overseen by the Human Resources & Compensation Committee and by the Board. We actively seek the input of stakeholders, including shareholders, and involve independent compensation consultants. All employees have predefined objectives and undergo evaluation by the Human Resources & Compensation Committee and by the Board. Transparency is ensured through detailed recording of minutes from all committee and the board meetings, reflecting GMIN's commitment to solid corporate governance and accountability to stakeholders **GRI 2-20**.

"Clawback" refers to a "Recalculation Event" that requires recovery in according to the terms of the Remuneration Policy, in the following cases:

- If the incentive compensation received by an Executive was calculated, in whole or in part, based on or dependent on the achievement of certain financial results that are subsequently subject to or affected by a full or partial update of the Corporation's financial statements, or if reserves or resources reported are later determined to be exaggerated.

- If an Executive has engaged in gross negligence, intentional misconduct or other dishonest or fraudulent behavior that caused or contributed, in whole or in part, to such adjustment, distortion or exaggeration.
- If the incentive compensation payment received would have been less if financial results, production results or reserves and resources had been properly reported.

Annual Remuneration, refers to the fees paid to the eligible Director of the Company in a fiscal year for his service on the Board, covering:

- Annual base fee for serving as a director.
- Annual fee for serving as a member of a Board committee.
- Annual fee for chairing the Board or a Board committee.
- Annual fee for serving as "Lead Director".

These amounts must be paid quarterly and in advance unless otherwise specified by the Board.



ANTI-BRIBERY AND ANTI-CORRUPTION

GRI 3-3, 2-15, 2-24, 2-23, 3-3, 205-2, SASB EM-MM-510a.1

Material Topic: Ethics and Transparency

Policy Statement

GMIN reaffirms its commitment to integrity and ethics across all operations. As part of this commitment, we reinforce our zero-tolerance policy against bribery and corruption. It is imperative that the use of company funds or assets always aligns with this policy, as well as all applicable anti-corruption legislation, rules and regulations, including extraterritorial laws.

Representatives are expressly prohibited from carrying out the following actions:

- Offer, give, agree to give or promise to give any type of payment, bribe or benefit, directly or indirectly, to a Public Official or any other person, with the intention of unduly influencing in favor of GMIN.
- Request, accept or agree to accept any type of payment, bribe or benefit, directly or indirectly, from a Public Official or any other person, with the intention of acting improperly.
- Offer, give or agree to give any political donation, political contribution or charitable donation unless in accordance with this Policy.

Payments Under Coercion

In the case of extortion involving threats to the personal safety or well-being of our employees, we permit payments that would otherwise be prohibited under our Anti-Corruption Policy. However, these payments must be promptly reported to the Compliance Officer and the Board, and must be transparently and accurately recorded in our books and records.

Interest conflicts

We recognize the importance of avoiding conflicts of interest in all our operations. Therefore, the hiring of employees recommended by Public Officials, agents or other third parties is avoided to uphold integrity and transparency in our business relationships. We are committed to taking all reasonable steps to ensure that neither we, nor any third party acting on our behalf recklessly hires or retains employees in violation of this Policy's principles and prohibitions.

Risk Assessment, Due Diligence

To ensure compliance with this Policy, periodic anti-corruption risk assessments and appropriate audits are carried out. Additionally, during mergers, acquisitions or joint ventures transitions, the Compliance Officer will review and evaluate the appropriate level of audit requirements to adequately address anti-corruption compliance.

Anti-Corruption Communication and Training at GMIN

At GMIN, we prioritize transparency and integrity in all of our operations. As part of this commitment, it is essential that all senior management members are thoroughly briefed on anti-corruption procedures and policies adopted by the organization.

Members of senior management, including managers, vice-presidents, and the president, all have been fully briefed on our anti-corruption policies. This comprehensive outreach covers all locations where we operate.



Furthermore, our commitment to transparency extends to all employees, with 100% of our workforce informed about our anti-corruption procedures and policies. This dedication broadens to all functional categories and operational regions, ensuring a culture of integrity within our organization.

We are proud to report to date, no instances of corruption have been confirmed within GMIN. This outcome reflects our firm commitment to ethics and compliance in all endeavors. We remain vigilant in upholding these high standards and continue to promote a culture of integrity across GMIN.



REPORTING CHANNEL

GRI 2-26, 205-3

GMIN has successfully implemented a Reporting Channel accessible through the Relationship Portal. This platform serves as a conduit for feedback, suggestions, complaints, and reports from both communities and employees. Interested parties can access the Reporting Channel via the following link: <https://brazauro.boreal-is.com/portal/brazauro>. Stakeholders can access a user-friendly form to report any behavior or practice that contradicts our values and policies.

Managed with transparency and confidentiality principles, the Reporting Channel utilizes Borealis software to ensure impartiality and efficiency in handling reports. Our recently updated Reporting Channel Policy establishes clear guidelines for receiving, analyzing and addressing reports, aligning with international standards and our Code of Ethics and Conduct.

To promote awareness about the Reporting Channel, GMIN has developed promotional materials and conducted training sessions for employees and outsourced workers. Our commitment is to ensure all reported issues with care and consideration, demonstrating our ongoing commitment to integrity and business responsibility

