



BOARD OF DIRECTORS CHARTER

Dated July 15, 2024

Amended as of October 10, 2024

TABLE OF CONTENTS

	Page
I. Purpose	2
II. Composition of Board	2
III. Chair.....	2
IV. Lead Director	2
V. Secretary	2
VI. Term and Term Limits	3
VII. Meetings	3
VIII. Quorum and Voting	3
IX. Meeting Agendas	3
X. Records	4
XI. Duties and Responsibilities	4
A. Strategy and Budget.....	4
B. Governance	4
C. Board and Committee Members.....	5
D. CEO, CFO, Other Executive Officers Appointment, Compensation and Benefit Policies	5
E. Risk Management, Capital Management and Internal Controls	6
F. Financial Reporting, Auditors and Transactions	7
G. Legal Requirements and Dialogue with Stakeholders	7
H. Other	7
XII. Limitation on the Oversight Role of the Board	7
XIII. Evaluation of the Board	8
XIV. Resources and Authority.....	8
XV. Review.....	8
XVI. Effective Date.....	8

I. PURPOSE

The board of directors (the “**Board**”) of G Mining Ventures Corp. (the “**Corporation**”) is responsible for the supervision of the management of the business and affairs of the Corporation. The Board shall pursue the best interests of the Corporation and shall discharge its duties directly and through the committees that it may constitute and maintain from time to time (each, a “**Committee**”).

The composition and meetings of the Board are subject to the requirements set forth in the articles and by-laws of the Corporation, as well as in applicable laws and the rules of the exchange on which the securities of the Corporation are trading. The present charter is not intended to limit, enlarge or change in any way the responsibilities of the Board as determined by such articles, by-laws, applicable laws and the exchange rules.

II. COMPOSITION OF BOARD

At least three of the members of the Board shall, pursuant to applicable laws, rules, regulations and listing requirements meet the independence requirements within the meaning of *Regulation 52-110 respecting Audit Committees*, and all of the members shall have the required experience and qualifications as determined by the Board.

III. CHAIR

The Board shall appoint its chair from among the Corporation’s directors (the “**Chair**”).

The Chair leads the Board in all aspects of its work and is responsible to effectively manage the affairs of the Board and ensure that the Board is properly organized and functions efficiently. More specifically, the Chair shall have the duties and responsibilities set forth in the position description of the Chair adopted by the Board, as may be amended from time to time.

IV. LEAD DIRECTOR

If the appointed Chair is also an Executive Officer (as defined herein), the directors will appoint a lead director (the “**Lead Director**”) that will perform the duties and responsibilities associated with the Chair. The Lead Director will facilitate the functioning of the Board independently of management of the Corporation and will provide independent leadership to the Board.

The Lead Director shall have the duties and responsibilities set forth in the position description of the Lead Director adopted by the Board, as may be amended from time to time.

V. SECRETARY

Unless otherwise determined by resolution of the Board, the corporate secretary of the Corporation (the “**Corporate Secretary**”) or his or her delegate shall act as secretary for all meetings and proceedings of the Board, provided that if the Corporate Secretary is not present,

the Chair may appoint a secretary for the meeting with the consent of the Board members who are present.

VI. TERM AND TERM LIMITS

The election of the directors shall take place at each annual meeting by a majority of votes cast in respect of such election. Each director so elected shall hold office until the next annual meeting of the shareholders or until the election of his or her successor, unless such director resigns, or his or her office becomes vacant by death, removal, or other cause.

Subject to the below, to stand for election to the Board, an individual must be younger than 75 years of age as at the date of the annual general meeting, and an individual may not be added to the Board between annual general meetings if not younger than 75 years of age.

There is no limit to the number of years that a member of the Board can serve, but after completing 12 years on the Board, the individual will no longer be regarded as independent and may not chair a Committee.

VII. MEETINGS

Proceedings and meetings of the Board shall be governed by the relevant provisions of the by-laws of the Corporation insofar as they are applicable and not inconsistent with this charter and other procedures adopted by the Board with respect to composition and organization. Meetings of the Board will be held quarterly, or more frequently, as required. Independent directors may meet before or after each Board meeting or more often if required.

All directors are expected to attend all meetings of the Board and review, in advance, the meeting materials.

VIII. QUORUM AND VOTING

Unless otherwise determined from time to time by resolution of the Board, the quorum at any meeting of the Board is a majority of the directors in office. For any meeting(s) at which the Chair is absent, the chair will be determined in accordance with the by-laws of the Corporation. At a meeting, any question shall be decided by a majority of the votes cast by the directors.

Subject to the exceptions enumerated in the by-laws of the Corporation, no business shall be transacted at a meeting of directors unless at least 25% of the directors present are resident Canadians.

IX. MEETING AGENDAS

Agendas for meetings of the Board shall be developed by the Chair in consultation with the other members of the Board, including the Lead Director, the chief executive officer (the “CEO”) and the Corporate Secretary and shall be circulated to the Board as far in advance of each meeting as is reasonable.

X. RECORDS

The Board shall keep such records as it may deem necessary of its proceedings.

XI. DUTIES AND RESPONSIBILITIES

The Board is responsible for the stewardship of the Corporation and is responsible for acting in its best interest. In furtherance of its purpose, the Board shall assume the specific duties and responsibilities listed below, some of which are initially reviewed and recommended by the applicable Committee to the full Board for approval. The enumerated responsibilities are not meant to restrict the Board from examining any other matters related to its purpose.

A. STRATEGY AND BUDGET

The Board shall:

1. ensure a strategic planning process is in place and approve, at least on an annual basis, a strategic plan and a budget which take into account, among other things, the opportunities and risks of the business;
2. approve the Corporation's annual operating and capital budgets;
3. review and monitor the Corporation's performance with reference to the adopted strategic plan and budget; and
4. advise management with respect to critical and sensitive issues.

B. GOVERNANCE

The Board shall:

1. ensure that the business of the Corporation is conducted in an ethical manner and in accordance with the best environmental, social and governance standards applicable to a reporting issuer of the Corporation's size and complexity;
2. (i) develop, adopt, implement, review and enforce the code of ethics and business conduct (the "**Code of Ethics**") of the Corporation and all of the Corporation's policies, and (ii) the actions, reports and recommendations received periodically from the audit & risk committee of the Board (the "**Audit Committee**"), the Environment, Social & Governance ("**ESG**") Committee of the Board and the Human Resources & Compensation ("**HRC**") Committee of the Board with respect to the conduct of business in compliance with such policies;
3. oversee the Corporation's policies concerning business conduct, ethics, public disclosure of material information and other matters; and
4. oversee any charitable contributions made by the Corporation.

C. BOARD AND COMMITTEE MEMBERS

The Board shall, in collaboration with the ESG Committee, where applicable:

1. identify individuals qualified to become Board members considering the size of the Board and the competencies and skills of directors, proposed directors and nominees for election at the next annual meeting of shareholders;
2. approve the nomination of directors to the Board and its Committees, as well as:
 - a. ensure, that the requisite number of the Corporation's directors have no direct or indirect material relationship with the Corporation and determine who, in the reasonable opinion of the Board, is independent pursuant to applicable legislation, regulations and listing requirements;
 - b. develop appropriate qualifications/criteria for the selection of Board members, including criteria for determining director independence; and
 - c. appoint the Chair, the Lead Director, if necessary, and the chair and members of each Committee, in consultation with the relevant Committees;
3. determine the directors' remuneration for Board and Committee service while ensuring that the Corporation's compensation policy for directors realistically reflects the time spent, responsibilities and risks involved in being an effective director;
4. assess annually the effectiveness and contributions of the Board, the Chair, the Lead Director, the individual directors and each Committee and their respective chairs;
5. identify individuals qualified to become members of the Audit Committee in light of the independence, financial literacy, experience and other membership requirements set forth under applicable laws, rules, and regulations and listing requirements;
6. provide an orientation program for new directors and continuing education opportunities for all directors;
7. develop written position descriptions for the Chair, the Lead Director and the chair of each Committee; and
8. review and discuss with each Committee the appropriateness of the charters adopted for such Committees and, if deemed necessary or appropriate, adopt changes with respect thereto.

D. CEO, CFO, OTHER EXECUTIVE OFFICERS APPOINTMENT, COMPENSATION AND BENEFIT POLICIES

The Board shall, in collaboration with the HRC Committee, where applicable:

1. appoint the executive officers of the Corporation including, without limitation, the

CEO, the chief financial officer (the “CFO”) and the Corporate Secretary (collectively with the CEO and CFO, the “**Executive Officers**”);

2. develop a written position description for the role of the CEO;
3. oversee the adequacy of the HRC Committee’s processes to:
 - a. develop the corporate goals and objectives that each Executive Officer is responsible for meeting and review the performance of each Executive Officer against such corporate goals and objectives;
 - b. evaluate the performance of each Executive Officer in relation with the corporate and personal objectives set by the Board;
 - c. approve the Corporation’s compensation and benefits policy or any changes thereto for Executive Officers and see that independent directors approve all forms of compensation for the Executive Officers; and
 - d. ensure that the Corporation’s compensation and benefits policy creates and reinforces good conduct, ethical behaviour and promotes reasonable risk taking;
4. satisfy itself as to the integrity of the Executive Officers and senior management personnel, and that the Executive Officers and senior management personnel create a culture of integrity throughout the Corporation; and
5. provide stewardship in respect of succession planning and approve, as may be required, (i) the succession plan with respect to the positions of the Executive Officers, and (ii) the appointment, training and monitoring of the Executive Officers and senior management personnel.

E. RISK MANAGEMENT, CAPITAL MANAGEMENT AND INTERNAL CONTROLS

The Board shall, in collaboration with the Audit Committee, where applicable:

1. identify and assess the principal risks of the Corporation’s business and ensure the implementation of appropriate systems to manage these risks;
2. ensure the integrity of the Corporation’s internal control systems and of management information systems and the safeguarding of the Corporation’s assets;
3. review, approve and, as required, oversee compliance with the corporate disclosure and confidentiality of information policy (the “**Disclosure Policy**”) and the securities trading policy of the Corporation by directors, Executive Officers, other management personnel and employees;
4. review and approve the Corporation’s internal and external policies for communicating and disseminating information, the whole in accordance with the Disclosure Policy;

5. review, approve and oversee the Corporation's disclosure controls and procedures; and
6. review and approve the Code of Ethics with the purpose of promoting integrity and deterring wrongdoing and encouraging and promoting a culture of ethical business conduct and, as required, oversee compliance with the Code of Ethics by directors, Executive Officers and other management personnel and employees.

F. FINANCIAL REPORTING, AUDITORS AND TRANSACTIONS

The Board shall, in collaboration with the Audit Committee, where applicable:

1. review and approve, as required, the Corporation's financial statements, management's discussion and analysis, related financial information, and financial outlook, the whole in accordance with the Disclosure Policy;
2. subject to approval of shareholders, appoint/replace the external auditor, review the terms of engagement of the external auditor and approve such external auditor's compensation; and
3. establish appropriate limits on the authority delegated to the Executive Officers and management personnel to manage the business and affairs of the Corporation.

G. LEGAL REQUIREMENTS AND DIALOGUE WITH STAKEHOLDERS

The Board shall:

1. oversee the adequacy of the Corporation's processes to ensure compliance by the Corporation with applicable legal and regulatory requirements; and
2. establish appropriate measures for receiving feedback from stakeholders.

H. OTHER

The Board shall:

1. review, approve and, as required, oversee, with the assistance of the ESG Committee, directors', Executive Officers' and management personnel and employees' compliance with the Corporation's environmental, health and safety policies; and
2. perform any other function as prescribed by applicable law or as not delegated by the Board to one of the Committees or to management personnel.

XII. LIMITATION ON THE OVERSIGHT ROLE OF THE BOARD

Nothing in this charter is intended, or may be construed, to impose on any director a standard of care or diligence that is in any way more onerous or extensive than the standard to which all directors are subject pursuant to applicable laws.

Each director shall be entitled, to the fullest extent permitted by law, to rely on the integrity of those persons and organizations within and outside the Corporation from whom he or she receives information and the accuracy of the information provided to the Corporation by such persons or organizations.

XIII. EVALUATION OF THE BOARD

The Board shall, on an annual basis, evaluate and review its performance as a whole, as well as the performance of each individual director while taking into account: (i) in the case of the Board as a whole, the present charter, and (ii) in the case of an individual director, the applicable position description(s), as well as the competencies and skills each individual director is expected to contribute to the Board.

XIV. RESOURCES AND AUTHORITY

The Board shall have the resources and the authority to discharge its responsibilities, including the authority, in its sole discretion, to engage, at the expense of the Corporation, outside consultants, independent legal counsel and other advisors and experts as it determines necessary to carry out its duties, without seeking approval of management. The Board shall have the authority, without seeking approval of management, to set and pay the compensation for any such outside consultants, independent legal counsel and other advisors and experts employed by the Board in connection with carrying out its duties.

The Board shall have the authority to conduct any investigation necessary and appropriate to fulfilling its responsibilities, and shall have direct access to, and the authority to communicate directly with, counsel of the Corporation and other officers and employees of the Corporation.

XV. REVIEW

The Board will, from time to time, review and assess the adequacy of this charter.

XVI. EFFECTIVE DATE

This charter was adopted by the Board on July 15, 2024, and amended as of October 10, 2024.