



# ENVIRONMENT, SOCIAL & GOVERNANCE COMMITTEE CHARTER

Dated July 15, 2024

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## I. PURPOSE

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The environment, social & governance committee (the “**ESG Committee**”) is a committee of the board of directors (the “**Board**”) of G Mining Ventures Corp. (the “**Corporation**”). The purpose of the ESG Committee is to assist the Board in its oversight responsibilities relating to governance issues, including by directing the Corporation’s response to corporate governance guidelines and helping to maintain an effective working relationship between the Board and management. In addition, the ESG Committee is responsible for periodically reviewing the Corporation’s governance policies and taking steps to resolve issues of compliance with respect to members of the Board and executive officers of the Corporation (the “**Executive Officers**”).

The composition and meetings of the ESG Committee 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 ESG Committee as determined by such articles, by-laws, applicable laws and the exchange rules.

## II. REPORTING

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The ESG Committee will report to the Board.

## III. COMPOSITION OF COMMITTEE

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The ESG Committee shall consist of such number of directors, in no event to be less than three, as the Board may determine from time to time by resolution. All of the members of the ESG Committee shall meet the independence requirements within the meaning of *Regulation 58-101 respecting Disclosure of Corporate Governance Practices*, and under other applicable laws, rules and regulations and listing requirements as determined by the Board.

Each member of the ESG Committee shall continue to be a member until next annual meeting of the shareholders of the Corporation or until a successor is appointed, unless the member resigns, is removed or ceases to be a director of the Corporation. The Board may fill a vacancy that occurs in the ESG Committee at any time.

## IV. CHAIR

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The chair of the ESG Committee (the “**Chair**”) shall be designated by the Board.

The Chair leads the ESG Committee in all aspects of its work and is responsible to effectively manage the affairs of the ESG Committee and ensure that it is properly organized and functions efficiently. In addition to the responsibilities set forth in the position description of the committee chair adopted by the Board, which may be amended from time to time, the Chair shall:

- A. provide leadership to enable the ESG Committee to act effectively in carrying out its duties and responsibilities as described elsewhere in this charter and as otherwise may be appropriate;
- B. in consultation with the chair of the Board, the lead director of the Board (the “**Lead Director**”) and the chief executive officer of the Corporation (the “**CEO**”), as applicable, ensure that there is an effective relationship between management and the members of the ESG Committee;
- C. chair meetings of the ESG Committee;
- D. in consultation with the chair of the Board, the Lead Director, the CEO, the corporate secretary of the Corporation (the “**Corporate Secretary**”) and the other Executive Officers, determine the frequency, dates and locations of meetings of the ESG Committee;
- E. in consultation with the Executive Officers and any person designated by the CEO as responsible for the Corporation’s environmental, social or governance matters, review the annual work plan and the meeting agendas to ensure all required business is brought before the ESG Committee to enable it to efficiently carry out its duties and responsibilities;
- F. in consultation with the chair of the Board and the Lead Director, ensure that all items requiring the ESG Committee’s approval are appropriately tabled;
- G. ensure the proper flow of information to the ESG Committee and review, with the CEO, the Corporate Secretary and the other Executive Officers, the adequacy and timing of materials in support of management’s proposals;
- H. report to the Board on the matters reviewed by, and on any decisions or recommendations of, the ESG Committee at the next meeting of the Board following any meeting of the ESG Committee; and
- I. carry out any special assignments or any functions as requested by the Board.

If the Chair is not present at a meeting of the ESG Committee, the members of the ESG Committee may designate an interim chair for the meeting by majority vote of the members present.

## **V. SECRETARY**

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Unless otherwise determined by resolution of the Board, the Corporate Secretary or his or her delegate shall act as secretary for all meetings and proceedings of the ESG Committee, provided that if the Corporate Secretary is not present, the Chair may appoint a secretary for the meeting with the consent of the ESG Committee members who are present.

## **VI. MEETINGS**

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The Chair, in consultation with the ESG Committee members, shall determine the schedule and frequency of the ESG Committee meetings, provided that the ESG Committee will meet at least two times in each fiscal year. The ESG Committee shall have the authority to convene additional meetings as circumstances require.

Proceedings and meetings of the ESG Committee are governed by the provisions of the by-laws of the Corporation relating to the regulation of the meetings and proceedings of the Board insofar as they are applicable and not inconsistent with this charter and the other procedures adopted by the Board with respect to a committee's composition and organization.

All members of the ESG Committee are expected to attend all meetings of the ESG Committee and review, in advance, the meeting materials.

## **VII. QUORUM AND VOTING**

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Unless otherwise determined from time to time by resolution of the Board, the quorum at any meeting of the ESG Committee is a majority of members in office. For any meeting(s) at which the Chair is absent, the chair will be the person present who shall be decided upon by all members present. At a meeting, any question shall be decided by a majority of the votes cast by members of the ESG Committee, except where only two members are present, in which case any question shall be decided unanimously.

## **VIII. MEETING AGENDAS**

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Agendas for meetings of the ESG Committee shall be developed by the Chair in consultation with management and the Corporate Secretary and shall be circulated to ESG Committee members as far in advance of each ESG Committee meeting as is reasonable.

## **IX. RECORDS**

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The ESG Committee shall keep such records as it may deem necessary of its proceedings and shall report regularly to the Board on its activities and recommendations, as appropriate.

## **X. DUTIES AND RESPONSIBILITIES**

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In furtherance of its purpose, the ESG Committee shall perform the functions customarily performed by environmental, social and governance committees and any other functions assigned by the Board and shall assume the specific duties and responsibilities listed below. The enumerated responsibilities are not meant to restrict the ESG Committee from examining any other matters related to its purpose.

## A. APPOINTMENT AND NOMINATION OF BOARD MEMBERS

The ESG Committee shall:

1. review criteria, after consideration of the objectives of the diversity policy (the “**Diversity Policy**”) and the guidelines set forth in the Board charter, regarding (i) the composition of the Board and committees of the Board, such as size and proportion of independent directors, (ii) “relatedness”, and (iii) the profile of the Board (*e.g.*, age, disciplines, geographical representation, etc.) and establish a Board comprised of members who facilitate effective decision-making;
2. review criteria, after consideration of the guidelines set forth in the Board charter, relating to tenure as a director, such as limitations on the number of times a director may stand for re-election, and the continuation of directors in an honorary or similar capacity;
3. review criteria for retention of directors unrelated to age or tenure, such as attendance at Board and committee meetings, health or the assumption of responsibilities which are incompatible with effective Board membership, and assess the effectiveness of the Board as a whole, the committees of the Board, the contribution of individual directors on an ongoing basis and establish, in light of the opportunities and risks facing the Corporation, what competencies, skills and personal qualities it seeks in new Board members in order to add value to the Corporation, after consideration of the objectives of the Diversity Policy and the skills matrix of the Corporation;
4. recommend to the Board, after consideration of the objectives of the Diversity Policy and the guidelines set forth in the Board charter, the list of candidates for directors to be nominated for election by shareholders at annual meetings of shareholders;
5. recommend to the Board, after consideration of the objectives of the Diversity Policy and the guidelines set forth in the Board charter, candidates to fill vacancies on the Board occurring between annual meetings of shareholders;
6. recommend to the Board, after consideration of the guidelines set forth in the Board charter, the removal of a director in exceptional circumstances, for example: (a) such director is in a position of conflict of interest, or (b) the criteria underlying the appointment of such director change; and
7. in conjunction with the chair of the Board and the Lead Director, recommend to the Board the membership and chairs of the committees of the Board.

## B. CORPORATE GOVERNANCE PRINCIPLES AND COMPLIANCE

The ESG Committee shall:

1. establish and implement an orientation and education program for new recruits to the Board and review the value and benefit of such program from time to time;
2. ensure corporate compliance with applicable legislation, including director and officer compliance;
3. periodically review overall governance principles, monitor disclosure and best practices of comparable and leading companies, and bring forward to the Board a list of corporate governance issues for review, discussion or action by the Board or a committee thereof;
4. review proposed amendments to the Corporation's by-laws before making recommendations to the Board;
5. review and make recommendations to the Board with respect to the Corporation's code of ethics and business conduct (the "**Code of Ethics**"), securities trading policy, whistleblowing policy, corporate disclosure and confidentiality of information policy, recovery of incentive compensation policy, social and community policy, occupational health and safety policy, policy against violence, harassment and discrimination in the workplace, Diversity Policy, social media policy, environmental policy, fitness for work and consumption of intoxicating substances policy, protection of personal information policy, anti-bribery and anti-corruption policy and any other policies adopted by the Board;
6. monitor adherence to the Code of Ethics and review potential situations related thereto brought to the attention of the ESG Committee by the CEO or the Corporate Secretary in order to make recommendations to the Board with respect to granting of waivers from compliance with the Code of Ethics. The ESG Committee shall also ensure that, when such waivers are granted, the Board shall disclose same in due course and specify the circumstances and rationale for granting the waiver;
7. make recommendations to the Board as deemed appropriate in the context of adherence to corporate governance guidelines in effect from time to time;
8. review the relationship between the Board and management;
9. advise the Board on the disclosure to be contained in the Corporation's public disclosure documents, such as the Corporation's management proxy circular, annual information form or annual report, on matters of corporate governance as required by any applicable exchange or regulator; and

10. generally advise the Board on all other matters of corporate governance.

**C. OVERSIGHT OF MATTERS RELATING TO ENVIRONMENT, SOCIAL RESPONSIBILITY AND ETHICS**

The ESG Committee shall:

1. review, monitor, report, and where appropriate, provide recommendations to the Board on the Corporation's policies relating to matters of environment and/or social responsibility (including occupational health & safety matters) and ethics;
2. review with management the implementation of the Corporation's policies, goals, guidelines and programs relative to sustainable development, environmental management, permitting, community relations and social responsibility matters, during the implementation of projects as well as their operational phase;
3. periodically review the Corporation's performance on environmental issues and community relations, supporting the establishment of annual targets as proposed by senior management and overseeing their implementation;
4. review the Corporation's material activities related to the permitting of its operations, notably management's endeavours to obtain any required permits in a timely manner, and obtain from management regular reports on the progress of such endeavours as well as reports about key government legislation, regulations and policies that may have a material impact on the Corporation's permitting activities in countries where it operates;
5. with the support of management, monitor the Corporation's compliance with applicable laws, regulations and standards relating to environmental and sustainable matters;
6. analyse and recommend to the Board the adoption, as proposed by management, of initiatives, national and international standards to be followed in terms of sustainability codes;
7. follow up on significant findings of internal and external social and environmental reviews, assessments and audits, including those from third parties, to ensure that risks related to sustainability matters are identified, controlled and monitored, and the proper resources are dedicated to address such risks, and review any material claims related to these matters;
8. analyse the policies and measures adopted by the Corporation on environmental and social responsibility matters and propose enhancements with a long-term view;



9. oversee the preparation by management of an annual report with respect to the prevention and reduction of risk of child and forced labour in the Corporation's operations and supply chain;
10. review and monitor the implementation of the Code of Ethics, in conjunction with the audit & risk committee of the Board, and provide a report to the Board of such activities, at least annually; and
11. take steps to resolve failures by a member of the Board or of senior management to comply with the Code of Ethics.

#### **XI. LIMITATION ON THE OVERSIGHT ROLE OF THE ESG COMMITTEE**

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Nothing in this charter is intended, or may be construed, to impose on any member of the ESG Committee a standard of care or diligence that is in any way more onerous or extensive than the standard to which all members of the Board are subject.

Each member of the ESG Committee 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.

#### **XII. EVALUATION OF THE ESG COMMITTEE**

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

#### **XIII. RESOURCES AND AUTHORITY**

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The ESG Committee 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 the Board or management. The ESG Committee shall have the authority, without seeking approval of the Board or management, to set and pay the compensation for any such outside consultants, independent legal counsel and other advisors and experts employed by the ESG Committee in connection with carrying out its duties.

The ESG Committee 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.

**XIV. REVIEW**

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The ESG Committee will, from time to time, review and assess the adequacy of this charter and recommend to the Board any proposed changes for consideration. The Board may amend this charter, as required.

**XV. EFFECTIVE DATE**

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This charter was adopted by the Board on July 15, 2024.