



CODE OF ETHICS AND BUSINESS CONDUCT

Dated July 15, 2024

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A MESSAGE FROM THE PRESIDENT AND CHIEF EXECUTIVE OFFICER

July 15, 2024

Dear Directors and Colleagues,

As we continue establishing our business on solid ground, we all have a responsibility to meet high standards of ethical conduct.

Our business relationships and our interactions with third-party operators, customers, suppliers, stakeholders, colleagues and government officials must be beyond reproach. Responsible, professional conduct builds the trust needed to achieve our long-term success. Our individual and collective efforts are essential in that regard.

On occasion, we may be faced with challenging situations in our daily activities. This is a fact of life. To ensure that we are always on the same page and that we have the necessary tools to support us, we have created this code of ethics and business conduct (this “**Code**”). While it aims to be as comprehensive as possible, it cannot cover every single possible situation. You must read and understand this Code and the policies referenced herein, in addition to using common sense and good judgement to guide you.

This Code was recently reviewed and amended to stay consistent with the evolution, goals and business practices of G Mining Ventures Corp. (“**GMIN**”). It will be reviewed on a regular basis and updated to ensure that it always reflects GMIN’s evolution, goals and business practices. Please take the time to review this document and to incorporate its principles into your activities with GMIN. Ensuring that GMIN conducts business in an ethical and responsible manner remains imperative for us and, as such, we will ask for your signature on an annual basis to acknowledge your adherence to this Code as well as the policies and the principles referenced herein.

It is through your commitment and your ethical conduct that GMIN will achieve its full potential.

Thank you for your attention.

G Mining Ventures Corp.

(s) Louis-Pierre Gignac

Louis Pierre Gignac
President and Chief Executive Officer

I. INTRODUCTION

The board of directors (the “**Board**”) of G Mining Ventures Corp. (“**GMIN**” or the “**Corporation**”) has adopted this code of ethics and business conduct (this “**Code**”) to affirm and document the ethical rules and professional conduct applicable to GMIN Personnel (as defined herein).

This Code serves as a guide in and outside the workplace as well as in professional relations. It indicates to GMIN Suppliers (as defined herein), partners, government organizations and the general public, the high standards that all GMIN Personnel (as defined herein) have undertaken to meet in fulfilling their duties and responsibilities. This Code explains the fundamental values and standards of behaviour that GMIN’s shareholders and stakeholders expect in all aspects of GMIN’s activities and business.

II. SCOPE

This Code applies to GMIN and its current and future subsidiaries and all of their respective directors, officers and employees, irrespective of jurisdiction (collectively, the “**GMIN Personnel**”), and for the purposes hereof, references to the Corporation or GMIN are deemed to include references to each of the foregoing.

This Code applies to situations that GMIN Personnel may encounter during the course of conducting GMIN’s business. As with all guidelines or principles, GMIN Personnel are expected to use their common sense and good judgment, having regard to these standards, to determine the best course of action for specific situations.

This Code further sets forth the standards of conduct that GMIN expects of its suppliers, contractors, representatives, service providers and any other third parties that work for or on behalf of GMIN, including their respective directors, officers, employees, consultants, suppliers, and representatives that provide goods or services to GMIN or related to its business (collectively, the “**GMIN Suppliers**”), through adherence to the Corporation’s third-party code of ethics and business conduct (the “**Third-Party Code**”) adopted by the Board along with this Code.

III. GENERAL PRINCIPLES

This Code outlines the general principles as well as certain specific requirements that guide GMIN’s activities. It provides a framework for reflection and decision-making, while emphasizing honesty, professional responsibility, and compliance with the laws, regulations and standards governing GMIN’s business activities.

If a law or regulation conflicts with a portion of this Code, GMIN Personnel must comply with such law or regulation. However, if a local custom or policy conflicts with this Code, GMIN Personnel must comply with this Code.

If GMIN Personnel have any questions about any section of this Code, they should direct all questions to the appropriate person set forth in Section VI.

IF GMIN PERSONNEL ARE IN A SITUATION THAT THEY BELIEVE IS UNETHICAL, THAT MAY VIOLATE OR MAY LEAD TO A VIOLATION OF THIS CODE, THEY ARE REQUIRED TO FOLLOW THE GUIDELINES SET FORTH IN THE WHISTLEBLOWING POLICY OF THE CORPORATION (THE “WHISTLEBLOWING POLICY”).

A. Integrity

All GMIN Personnel have a responsibility and a duty to report any breach of this Code, illegal acts, or violations of GMIN’s rules, policies, or any applicable laws to the appropriate person set forth in Section VI. GMIN Personnel are also expected to perform their job competently, be accountable for their behaviours and actions, and embrace GMIN’s values, principles and standards upon which its reputation rests.

B. Responsibilities of GMIN Personnel

GMIN Personnel are expected to:

- perform their duties with fairness and integrity;
- make consistent efforts to achieve GMIN’s objectives;
- understand this Code and the Corporation’s policies referenced herein (the “**Policies**”), and review them on an annual basis;
- consult with the appropriate person set forth in Section VI with respect to any questions concerning this Code;
- act promptly and advise the appropriate person set forth in Section VI upon becoming aware of any Incidents (as defined in Section VI); and
- cooperate in the event of an investigation regarding any Incidents, as further set forth in the Whistleblowing Policy.

In addition, directors and officers of the Corporation are expected to:

- know this Code in detail and promote and apply it in the workplace;
- lead by example by complying with this Code and providing a high standard of ethical conduct;
- prevent, detect and report any Incidents and take immediate corrective and/or disciplinary action when it has been established that there has been a violation of this Code or the Policies;
- protect those who report Incidents; and
- distribute this Code to GMIN Personnel, ensure they have read and understood it, and collect signed acknowledgments in accordance with Section IV.

IV. ANNUAL SIGN-OFF

To honour GMIN's commitment and support its values and standards, all GMIN Personnel are required, on an annual basis, to acknowledge that they have reviewed and will comply with this Code and the Policies. The vice president, legal affairs & corporate secretary of the Corporation (the "VP Legal") shall be responsible for ensuring that all GMIN Personnel provide an executed version of such acknowledgment form, a copy of which is included as Schedule A hereof.

V. CODE OF CONDUCT AND BUSINESS PRACTICES

A. Conflicts of Interest

In discharging their duties, GMIN Personnel must act honestly and in good faith with a view to the best interests of the Corporation. GMIN Personnel must avoid conflicts of interest in the performance of their duties, whether they are real or perceived. A conflict of interest is deemed any situation or arrangement where GMIN Personnel's personal activities or interests, at or outside work, conflict with their responsibilities to the Corporation. A conflict of interest arises whenever personal interests or relationships influence GMIN Personnel's judgment or hinder their capability to reach decisions with integrity and honesty. GMIN Personnel's hierarchical status should not influence GMIN's procedures with respect to conflicts of interests, nor benefit their family, friends, colleagues or anyone else.

All GMIN Personnel shall fill out and execute the conflict of interest disclosure form included as Schedule B hereof (the "**Conflict of Interest Disclosure Form**"), as may be required to disclose a conflict of interest to the Corporation.

If GMIN Personnel have doubts or suspect a possible conflict, they are encouraged to discuss such doubts or suspicions with their immediate supervisor, the chief executive officer (the "**CEO**") or the VP Legal.

B. Intellectual Property

All GMIN Personnel have the responsibility to protect and preserve GMIN's intellectual property (which includes, but is not limited to, patents, trademarks, copyrights, industrial design, trade secrets, know-how, methods and procedures). As an absolute rule, any intellectual property created by any GMIN Personnel during the course of their employment is considered GMIN's property. Intellectual property is considered as confidential information and a strategic asset of the Corporation and should not be disclosed to or used by third parties without the prior written approval of the CEO or the VP Legal.

C. Confidential Information

Confidential information relating to the Corporation's business is an important asset for the Corporation and must be treated accordingly.

Confidential information includes, but is not limited to, information, in whatever form, communicated or maintained, whether orally, in writing, electronically, in computer readable format or otherwise, not publicly disclosed that contains or otherwise reflects information concerning the Corporation or its related parties, or their respective businesses, affairs, financial conditions, properties and other assets, liabilities, operations, prospects or activities, and specifically includes, without limitation: intellectual property; projected acquisitions or other transactions; exploration, drilling and other technical targets and results, including discoveries; mining methods or techniques; production data; information relative to past, present and prospective GMIN Suppliers, partners and stakeholders; earnings and other financial data; strategies and business plans; all personal information concerning GMIN Personnel; and any information provided to GMIN by third parties under circumstances in which GMIN has an obligation to protect the confidentiality of such information, whether pursuant to a written non-disclosure agreement or otherwise.

GMIN Personnel must preserve the confidentiality of such information and shall not at any time, both during and after being a member of GMIN Personnel, disclose to anyone (within or outside the Corporation), any of the Corporation's confidential information, except on a need-to-know basis in the normal course of business. Moreover, GMIN Personnel shall not use such confidential information for their, or anyone else's, personal gain or to the Corporation's detriment. GMIN Personnel shall return to the Corporation or, as applicable, destroy or erase such confidential information upon request by the Corporation and, in any event, immediately after their termination.

Using, recording or disclosing any such confidential information in contravention of the foregoing and for any reason will result in immediate disciplinary action, save and except as such use, recording or disclosure may be required by law or a court order.

D. Relationships with Public Officials

GMIN Personnel may do business with federal, provincial, local or foreign government agencies. As a result, GMIN may be subject to lobbying obligations and all GMIN Personnel engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with such public agencies. GMIN Personnel must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to improperly influence Public Officials (as defined below) in the performance of their official duties.

For the purposes hereof, "**Public Official**" should be interpreted broadly and includes: (i) a person who holds a legislative, administrative or judicial position in a government; (ii) a person who performs public duties or functions for a government, including a person employed by a board, commission, corporation or other body or authority that is established to perform a duty or function on behalf of the government or is performing such duty or function; and (iii) an official or agent of a public international organization that is formed by two or more states or governments, or by two or more of such public international organizations.

GMIN Personnel should be mindful that discussions or contact with current or former Public Officials may be subject to various conflicts of interest, anti-bribery and/or lobbying rules and regulations. Consequently, prior to dealing with agencies or Public Officials on legal or other matters, the CEO and/or the VP Legal should be consulted in order to ensure that the appropriate course of action is taken.

GMIN Personnel should refer to the anti-bribery and anti-corruption policy of the Corporation (the “ABC Policy”) for additional details about their obligations and responsibilities with respect to dealings with Public Officials.

E. Bribery and Corruption

The Corporation has a zero-tolerance approach towards bribery, corruption and fraud. No funds or assets of the Corporation shall be paid, loaned or otherwise disbursed as bribes, “kickbacks”, or other payments designed to influence or compromise the conduct of a recipient, including any payments or benefits of any kind, provided directly or indirectly, including through a third party, to a Public Official, a person other than a Public Official, a political party or a candidate for political office. Money laundering and terrorist financing are serious issues in many jurisdictions and must be prevented. GMIN Personnel shall not accept any funds or other assets for the purposes of assisting or facilitating business relationships with GMIN. Such behaviour will result in immediate disciplinary action and will be disclosed to the authorities. In addition, it is important that all GMIN Personnel are aware of and comply with all laws and policies aimed at detecting and deterring money laundering and terrorist financing activities.

All GMIN Personnel must be vigilant and exercise good judgment when dealing with unusual or suspicious transactions or activities.

GMIN Personnel should refer to the ABC Policy for additional details about their obligations and responsibilities with respect to bribery and corruption matters.

F. Gifts and Entertainment

In the course of business, it is not unusual for an individual or an organization to give gifts, meals, travel, accommodation and/or entertainment (collectively, the “**Gifts and Hospitality**”), such as dinners and tickets to events. It is the Corporation’s policy to deter givers of Gifts and Hospitality from seeking or receiving special favours from GMIN Personnel. Accepting any Gift and Hospitality that is of more than nominal value can influence, or can appear as an attempt to influence, the recipient into favouring a current or prospective GMIN Supplier or other third party. While there are no clear-cut rules as to what is appropriate in every situation, GMIN Personnel should consider the following non-exhaustive factors in assessing the proper course of action:

- would the Gift and Hospitality be viewed as appropriate or usual, taking into account its value and the function that the recipient performs for the Corporation?
- would it be viewed as insulting or inappropriate to return or decline the Gift and Hospitality?

- can the Gift and Hospitality benefit all GMIN Personnel rather than particular individuals?
- would the Corporation, under similar circumstances, offer a similar Gift and Hospitality?

GMIN Personnel should refer to the ABC Policy for additional details about their obligations and responsibilities with respect to Gifts and Hospitality.

To avoid the reality and the appearance of improper relations with current or prospective GMIN Suppliers or any other third party, GMIN Personnel should observe the guidelines set forth below when deciding whether or not to accept Gifts and Hospitality.

1. Gifts

Gifts, such as merchandise, products, personal services or favours, may not be accepted unless they are of a nominal value. GMIN Personnel are urged to consult, as applicable, with the appropriate person set forth in Section VI or the Compliance Officer (as defined in the ABC Policy) before accepting gifts of more than a nominal value. Gifts of any amount shall never be solicited. A gift in the form of cash or securities (including a loan) shall never be accepted and shall be reported immediately to the appropriate person set forth in Section VI or the Compliance Officer.

2. Entertainment

Unsolicited business entertainment received by any individual comprising GMIN Personnel must be appropriate for the function that such individual occupies within GMIN and clearly intended to achieve legitimate business objectives (e.g., a person offering cultural or event tickets must plan to attend the event as well).

As a general rule, business entertainment in the form of meals is appropriate, as long as it is of nominal value, infrequent and, to the extent possible, on a reciprocal basis. If GMIN Personnel know that the Corporation would not extend the same courtesy, then they must decline the offer.

3. International Customs

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to personnel. These gifts may be of more than nominal value and, under the circumstances, returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the recipient's supervisor or the Compliance Officer. In instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, the recipient's supervisor or the Compliance Officer must be notified. In some cases, a gift may be retained by GMIN, in its sole discretion, and not by the individual who received it.

4. Gifts, Hospitality and Expenses

GMIN Personnel shall not, either directly or through an intermediary, offer or provide Gifts and Hospitality or reimbursement of travel or other expenses to Public Officials, except with the prior

approval of the Compliance Officer, and further provided that such expenses were incurred for a legitimate business purpose.

In addition, and for greater certainty, GMIN Personnel must refrain from giving anything of value indirectly (e.g., to a contractor, intermediary, consultant, business partner, other third party or an agent) if such person has reason to believe that it will be passed on to a Public Official or a private commercial partner to obtain an improper advantage.

Accordingly, all GMIN Personnel must take the necessary measures to:

- ensure that they understand and will abide by this Code and comply with the ABC Policy;
- evaluate the qualifications and reputation of GMIN Suppliers and the partners of the Corporation (including the use of a due diligence review prior to entering into such relationships); and
- draft agreements and contracts that include such provisions and requirements deemed necessary or appropriate with a view to protecting the Corporation in this regard; the Corporation will conduct a due diligence review on these matters prior to any potential merger, acquisition, joint venture or any other transactions of a similar nature.

The chief financial officer of the Corporation (the “CFO”) is responsible for ensuring that any Gift and Hospitality and/or reimbursement of travel or other expenses ultimately provided to a third party is fully and accurately recorded in the Corporation’s accounting records.

5. Outside Activities

The primary business loyalty of all GMIN Personnel should always be to GMIN. GMIN Personnel may not engage in any outside activity or employment that might affect their objectivity and independence of judgment or conduct in carrying out their duties and responsibilities for GMIN. This means, for example, that GMIN Personnel may not work for an organization that is a GMIN Supplier, or that has competing interests with GMIN, without the written consent of the CEO or the VP Legal.

GMIN Personnel should not engage in other employment or activity that will encroach on the time or attention that should be devoted to their duties for GMIN. Such activity can adversely affect the quality of work performed, competes with GMIN’s activities, implies sponsorship or support by GMIN of the outside employment or organization, or adversely affects the good name of the Corporation.

Nevertheless, GMIN respects the various interests of GMIN Personnel outside the workplace. GMIN Personnel are free to pursue such interests, including work with charitable and other organizations. However, the participation of GMIN Personnel in outside activities must not be such that an outside observer would be led to believe that GMIN is endorsing such activities and must not encroach on their ability to properly perform their functions within GMIN, or that such

participation may damage GMIN's reputation considering the industry in which it operates. Similarly, work for other businesses must be conducted on the same basis.

Regarding the Corporation's business relationship with GMS (as defined below), all GMIN Personnel shall perform any outside activities in such a way to avoid any potential conflicts of interest which may ensue from such relationship. If GMIN Personnel believe they perform outside activities entailing or leading to, or appearing to entail or lead to, a conflict of interest because of the aforesaid business relationship, they are required to promptly report such situation to the chair of the audit & risk committee of the Board (the "**Audit Committee**") and to complete the Conflict of Interest Disclosure Form. If GMIN Personnel have any questions in this regard, they should contact the appropriate person set forth in Section VI.

6. Business Opportunities

GMIN Personnel may not take advantage of business opportunities that are presented to them or discovered by them as a result of their work with GMIN or through their use of GMIN property or information. Even opportunities that are acquired outside of the workplace by GMIN Personnel may be inappropriate if they are related to GMIN's existing, proposed or prospective lines of business. GMIN Personnel cannot use their work with GMIN or its property or information to their personal advantage, nor can they compete with GMIN in any business endeavour; such behaviour will result in immediate disciplinary action.

Particularly with respect to the Corporation's business relationship with GMS, GMIN Personnel may not take advantage of business opportunities that may entail or lead to, or may appear to entail or lead to, any potential conflicts of interest which may ensue from such relationship.

If GMIN Personnel believe they are in a conflict of interest because of any such business opportunity, they are required to promptly report such situation to the chair of the Audit Committee and to complete the Conflict of Interest Disclosure Form. If GMIN Personnel have any questions in this regard, they should contact the appropriate person set forth in Section VI.

G. Political Contributions and Activities

GMIN Personnel may engage in legitimate political activity on their own time without using GMIN's property. However, it is prohibited to make political contributions, donations or provide services at favourable rates on behalf of GMIN to a recipient involved in federal, provincial, state, territorial, municipal, scholastic or other political processes.

GMIN Personnel should refer to the ABC Policy for additional details about their obligations and responsibilities with respect to political contributions and activities.

H. Dealing with External Stakeholders

1. GMIN Suppliers

GMIN Suppliers are expected to adhere to the values and principles set forth in the Third-Party Code. GMIN Suppliers who wish to do business, or to continue to do business, with the Corporation, including GMS, must understand and agree that all purchases by the Corporation will be made exclusively on the basis of price, quality, service and suitability to the Corporation's needs.

2. Competitors

GMIN Personnel should welcome fair and ethical competition in the market and should never employ unethical or illegal practices to collect competitive intelligence, make public statements in the marketplace or behave disrespectfully.

3. G Mining Services Inc. ("GMS")

This Code acknowledges in particular:

1. the entering into, by the Corporation, of a master services and cooperation agreement dated **[July 15]**, 2024 with GMS (the "**Services Agreement**"), which governs the business relationship between GMIN and GMS and provides for the provision by GMS to GMIN of a range of services, in particular the Basic Services and Designated Projects (each as defined in the Services Agreement);
2. the CEO is a shareholder of each of the Corporation and GMS and is a director of GMS, and the chair of the Board (the "**Chair**") is the chair of the board of GMS; and
3. the Audit Committee was mandated by the Board to oversee all matters relating to the performance of the Services Agreement by the Corporation and the business relationship between GMIN and GMS in order to appropriately address any actual or perceived conflicts of interest, potential conflicts of interest and any risks which may arise from such relationship, with a view to ensuring that (i) GMIN adheres to proper governance practices in all respects in relation to the Services Agreement, and (ii) GMIN is at all times compliant with applicable laws, including applicable securities laws and the rules and policies of the applicable stock exchange on which the securities of GMIN may be traded from time to time.

It is management's responsibility to implement, in addition to this Code, specific procedures and processes to ensure that all contracts for Basic Services and Designated Projects (the "**Contracts**") are negotiated in good faith and concluded on arm's length terms with due regard for the interests of all shareholders and other stakeholders of the Corporation. In addition, management shall see that such terms are the best available terms that can reasonably be offered by GMS under the circumstances prevailing at the time of the entering into of any such Contract with respect to cost and service level.

If GMIN Personnel believe that any provisions of any Contract entered into or to be entered into between the Corporation and GMS contravene the preceding paragraph or that the performance by the Corporation or GMS under any such Contract so contravenes, they are required to promptly report such situation to the chair of the Audit Committee. If GMIN Personnel have any questions in this regard, they should contact the appropriate person set forth in Section VI.

I. Operations

Laws and customs vary throughout a country and the world. All GMIN Personnel must uphold the integrity of the Corporation in other jurisdictions or countries as diligently as they would in those in which GMIN operates. When conducting business in other places, it is imperative that GMIN Personnel comply with this Code and all legal requirements, including applicable laws and regulations.

J. Accuracy of Records and Reporting

The Corporation requires honest and accurate recording and reporting of information to make responsible business decisions. The Corporation's accounting records are relied upon to produce reports for its management, directors, shareholders, governmental agencies and persons with whom the Corporation does business. The Corporation's financial statements and the books, records and accounts on which they are based must appropriately reflect the Corporation's activities and conform to applicable legal and accounting requirements and to the Corporation's system of internal controls. Unrecorded or "off-the-books" funds or assets should not be maintained unless required by applicable law or regulation.

All GMIN Personnel have a responsibility, within the scope of their positions, to ensure that the Corporation's accounting records do not contain any false or intentionally misleading entries. The Corporation does not permit intentional misclassification of transactions as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Business expense accounts must be documented and recorded accurately. If GMIN Personnel are not sure whether a certain expense is legitimate, they should contact their immediate supervisor, the CFO or the VP Legal.

Business records and communications often become public through legal or regulatory proceedings or the media. GMIN Personnel should avoid exaggerations, derogatory remarks, guess-work or any inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos and formal reports.

GMIN Personnel should refer to the Corporation's social media policy (the "Social Media Policy") and its corporate disclosure and confidentiality of information policy for additional details about their obligations and responsibilities with respect to certain communications.

K. Books and Record Management

Each department is responsible for identifying records produced by their personnel and for retaining such records in accordance with legal requirements and the Policies. GMIN Personnel also carry a responsibility for classifying, safekeeping, protecting and destroying records under their care in accordance with the foregoing. E-mails not required for business purposes, such as junk e-mails or spam, must be periodically deleted by users from their personal e-mail folders. This will not only free up valuable archiving space, but also simplifies records management and related activities.

*GMIN Personnel should refer to the records retention policy of the Corporation (the “**Records Retention Policy**”) for additional details about their obligations and responsibilities with respect to records management.*

L. Competitors’ Information

From time to time, the Corporation gathers information about the industry in which it does business, including information about competitors. The Corporation is committed to gathering this information honestly and ethically and GMIN Personnel are prohibited from using improper means to obtain competitors’ confidential business information.

M. Protection of the Environment

The Corporation is committed to conducting its business in a manner that protects the environment, preserves resources and ensures sustainable development. It is continuously seeking to improve its environmental performance, in accordance with applicable laws, regulations and guidelines. GMIN Personnel are expected to be alert to environmental issues and have a responsibility to work in an environmentally responsible manner.

GMIN Personnel should refer to the environmental policy of the Corporation for additional details about their obligations and responsibilities with respect to the environment.

N. Use and Protection of GMIN Property

All GMIN Personnel must take adequate care of the Corporation’s property entrusted to them, including the Corporation’s material, equipment and information, and are expected to be responsible and take good care of such property and shall not subject any of the foregoing to loss, damage, misuse or theft. GMIN property as well as the time allocated for work on behalf of GMIN must be used exclusively for the activities of GMIN and, generally speaking, must not be used for personal ends or to GMIN’s detriment.

O. Privacy

The Corporation, and companies and individuals authorized by the Corporation, collect and maintain personal information that relates to, among other matters, GMIN Personnel

employment, including compensation, medical and benefit information, as well as individuals outside the Corporation where there is a necessary and lawful basis for doing so.

The Corporation follows different procedures, depending on which entity has custody or control of the personal information, to protect such information wherever it is stored or processed, and access to personal information is restricted to GMIN Personnel who have a need to know this information to carry out their duties. GMIN Personnel who have access to personal information must ensure that personal information is not disclosed in violation of the Policies or the Corporation's practices and is handled responsibly and in compliance with all applicable laws.

GMIN Personnel should refer to the Corporation's protection of personal information policy (the "Protection of Personal Information Policy") and its Records Retention Policy for additional details about their obligations and responsibilities with respect to privacy and the treatment of personal information.

P. Use of Electronic Systems

The use of GMIN's information technology ("IT") resources, equipment, software and communications systems, including computers, servers, laptops, tablets, mobile phones, networking equipment, printers, Wi-Fi, corporate internet connection, cloud services, USB drives, radios, telephones, satellite systems, mobile phone systems and similar technology (collectively, the "IT Systems") is subject to additional requirements and restrictions set forth below. For the purposes of this Section V.P, the "IT System Administrator" means the Director, Information Technology and Operational Excellence.

Each individual comprising GMIN Personnel is encouraged to use the IT Systems with a view to improving productivity. IT Systems should only be used for the performance of GMIN Personnel's duties with the Corporation and all messages written or transmitted using such IT Systems, including backup copies, are the property of GMIN. GMIN Personnel must assume that all communications written, sent, received or saved on the IT Systems can be read or heard by someone other than the recipient.

For greater certainty, GMIN Personnel should not use the IT Systems for personal affairs and, therefore, subject to applicable law, GMIN Personnel should have no expectation of privacy associated with the information they store in or send through these IT Systems. In all cases, GMIN Personnel must conduct themselves in accordance with this Code when communicating in writing.

GMIN Personnel should refer to the Corporation's Social Media Policy and management's IT acceptable use policy for additional details about their obligations and responsibilities with respect to the use of IT Systems.

1. Systems for Business Purposes

The primary purpose of the IT Systems is to enable GMIN Personnel to carry on GMIN business. The Internet is to be used as a research tool for work or other business-related activities.

2. GMIN's Right to Monitor

GMIN reserves the right to monitor, intercept, access, retrieve and read, as well as to disclose to any official authority or any other third party, when required to do so, all information or messages written, sent, received or stored on the IT Systems without prior notice to message senders or recipients, if required by law. Authorized GMIN Personnel may monitor electronic communications in order to detect any legislative infraction, confidentiality or security breach, any communication contrary to GMIN's interests, or any violation of this Code or the Policies.

GMIN reserves the right to examine, at any time and without prior notice, personal file directories and other information stored or transferred using the IT Systems. This control enables GMIN to ensure that users are complying with its policies and to conduct internal inquiries if need be.

3. Content of Messages

GMIN Personnel must not use profane language, obscenities or offensive remarks in their electronic messages concerning GMIN Personnel, GMIN Suppliers, competitors or other third parties. Such remarks, made even in jest, could cause problems of a legal nature, including professional and personal slander.

4. Harassing or Offensive Material

The IT Systems must not be used by GMIN Personnel as a platform for freedom of expression. Sexual, ethnic or racial harassment (verbal or electronic), including any undesirable phone calls, e-mails or internal mail, is strictly forbidden and will result in immediate disciplinary action, up to termination. GMIN reserves the right to delete any material deemed offensive or potentially illegal from the IT Systems.

GMIN Personnel should refer to the policy against violence, harassment and discrimination in the workplace of the Corporation (the “Policy Against Discrimination”) for additional details about their obligations and responsibilities with respect to violence, harassment and discrimination in the workplace.

5. Prohibited Activities

GMIN Personnel are prohibited from using IT Systems in the following manners:

- usage that is discriminatory, defamatory, threatening, harassing, abusive, profane, racist, sexist or otherwise objectionable;
- accessing pornography or gambling;
- hacking or obtaining access to IT Systems or any other systems, communications, information or accounts that GMIN Personnel are not authorized to use;
- installing software onto IT Systems without authorization of the IT department of the Corporation (the “IT Department”);

- breaching, testing or monitoring computer or network security measures of the Corporation;
- disabling or circumventing anti-virus and other IT security systems of the Corporation;
- connecting unauthorized devices, such as non-approved wireless routers, to IT Systems;
- causing intended congestion, disruption, disablement, alteration, or impairment of IT Systems;
- sending e-mail or other electronic communications that attempt to hide the identity of the sender or represent the sender as someone else;
- participating, in any way, in the creation or transmission of unsolicited commercial e-mail (“**spam**”) that is unrelated to, or inconsistent with legitimate corporate purposes;
- usage that violates the rights of any person or company protected by copyright, trade secret, patent or other intellectual property or similar laws, including but not limited to the installation or distribution of “**pirated**” or other software products that are not appropriately licensed for use by the Corporation;
- using other GMIN Personnel’s logins or passwords, unless specifically authorized by an officer of the Corporation or the IT System Administrator;
- revealing login or passwords or allowing the use of GMIN Personnel’s accounts by others, unless specifically authorized by an officer of the Corporation or the IT System Administrator;
- leaving any device that has access to the Corporation’s data unattended without locking the screen or otherwise securing the device;
- not taking reasonable efforts to protect their passwords or securing IT Systems against unauthorized use or access;
- destroying, deleting, erasing, or concealing the Corporation’s files or other Corporation data, or otherwise making such files or data unavailable or inaccessible to other authorized GMIN Personnel;
- causing physical damage to the IT Systems through neglect, deliberate abuse, or misuse;
- making unauthorized copies of the Corporation’s files or other data of the Corporation; and
- performing any actions contrary to the Corporation’s policies (or omitting to perform any actions that are required or encouraged under such policies).

6. Computer Security

Access to GMIN’s computer systems is strictly controlled through the use of programs or other mechanisms designed to ensure computer security.

All GMIN Personnel are expected to do their part to help protect GMIN's computer systems. GMIN Personnel are required to password protect all IT Systems, including but not limited to computers and mobile phones. Passwords must be kept confidential and must not be recorded anywhere or revealed to anyone without written authorization of an officer or the IT System Administrator.

GMIN Personnel are required to report any suspected IT Systems security breaches immediately to the IT Department. For instance, GMIN Personnel must advise the IT Department if they open attachments or click links within any email that they suspect may be spam or phishing. Signs of a possible IT Systems security breach include unusual messages on a device, a sudden decrease in performance of a device or being redirected to wrong or unusual websites.

GMIN Personnel should refer to the Protection of Personal Information Policy for additional details about their obligations and responsibilities with respect to safeguarding personal information.

7. Software Purchasing and Copyright Compliance

GMIN's policy is to give GMIN Personnel all the computer software, programs, documentation and hardware needed for the smooth flow of operations, while complying with the copyright related to these products.

In order to protect GMIN from any suits or claims resulting from the illegal use of computer software, programs or documentation, all GMIN Personnel are prohibited from:

- reproducing, in whole or in part, any software or other program whatsoever, in breach of the reproduction rights authorized by the designers and/or distributors of these products, which restriction applies to reproduction for both business and personal purposes;
- taking software to work that has not been acquired by GMIN and installing it on the IT Systems; and
- installing a copy of software or a program on more than one computer at a time; if the network version of software has been acquired, a copy of that software must never be installed on more than one network at a time.

It should be noted that management shall see that all commercial software, shareware, or freeware in the public domain must be installed by qualified computer services personnel.

GMIN Personnel who become aware of a situation in breach of the foregoing must notify the IT System Administrator immediately.

Q. Securities Laws, Insider Trading and Prohibition on Short Sales

As GMIN is a publicly traded company, GMIN Personnel are restricted when trading in the securities of the Corporation. It is illegal and against this Code and the Policies for any person, either personally or on behalf of others, to buy or sell securities while in possession of privileged information or communicate ("tip") privileged information to another person who trades in the

securities on the basis of the information or who in turn passes the information on to someone who trades.

Additionally, all GMIN Personnel are prohibited from engaging in transactions that hedge, limit or otherwise change the economic interest of any individual comprising GMIN Personnel or his or her exposure to the full rewards and risks of ownership in GMIN securities, as these transactions may give rise or actual or perceived contraventions of applicable securities laws and/or inappropriate conflicts of interest.

GMIN Personnel should refer to the securities trading policy of the Corporation for additional details about their obligations and responsibilities with respect to trading in the Corporation's securities.

R. Work Environment

1. Equal Employment Opportunity Policy

The Corporation is committed to providing equal opportunity for all GMIN Personnel and applicants without regard to race, colour, sex, sexual orientation, gender identity or expression, pregnancy, civil status, age (except as provided by law), religion, political convictions, language, ethnic or national origin, citizenship, social condition, mental disability, a handicap or the use of any means to palliate a handicap. Such commitment applies to all aspects of employment, including selection, recruitment, hiring, job assignments, promotions, working conditions, training, development, scheduling, benefits, compensation and disciplinary action.

GMIN Personnel should refer to the diversity policy of the Corporation for additional details about their obligations and responsibilities with respect to diversity.

2. Workplace Violence, Discrimination and Harassment

GMIN is committed to maintaining a respectful workplace free from violence, harassment (including psychological and sexual harassment) and discrimination.

GMIN Personnel should refer to the Policy Against Discrimination for additional details about their obligations and responsibilities with respect to workplace violence, discrimination and harassment.

3. Inappropriate Workplace Conduct

The Corporation is committed to maintaining a safe and collegial work environment. Accordingly, all GMIN Personnel, GMIN Suppliers and other individuals who have a relationship with the Corporation should be treated with courtesy and respect, at all times.

No GMIN Personnel should attempt to handle a dangerous situation alone. The Corporation shall investigate such claims and apply the appropriate corrective measures or disciplinary actions. Any individual comprising GMIN Personnel may be suspended from the workplace during an investigation into such conduct.

GMIN Personnel should refer to the Policy Against Discrimination for additional details about their obligations and responsibilities with respect to inappropriate workplace conduct.

4. Occupational Health and Safety

The Corporation is committed to providing a healthy and safe work environment.

GMIN Personnel should refer to the occupational health and safety policy of the Corporation for additional details about their obligations and responsibilities with respect to health and safety.

5. Fitness for Work and Consumption of Intoxicating Substances

The Corporation is committed to providing a healthy and safe work environment and all GMIN Personnel must be fit for work, at all times, without any limitations or impairment due to the use or after-effects of intoxicating substances, including drugs, alcohol and cannabis.

GMIN Personnel should refer to the fitness for work and consumption of intoxicating substances policy of the Corporation for additional details about their obligations and responsibilities with respect to fitness for work and the consumption of intoxicating substances.

6. Modern Slavery

The Corporation is committed to preventing and reducing the risk of child and forced labour (“**Modern Slavery**”) within its operations and supply chain. The Corporation has a zero-tolerance approach towards Modern Slavery.

GMIN Personnel should refer to the anti-child and forced labour policy of the Corporation for additional details about their obligations and responsibilities with respect to Modern Slavery.

VI. REPORTING VIOLATIONS AND DISCIPLINARY MEASURES

It is the responsibility of all GMIN Personnel to comply with applicable law, this Code and the Policies. Non-compliance with this Code and/or the Policies is ground for immediate disciplinary action, as further set forth in the Whistleblowing Policy. Any violation of this Code and/or the Policies may also violate applicable laws and if it appears that GMIN Personnel may have violated such laws, the Corporation may refer the matter to the appropriate regulatory authorities.

GMIN Personnel have an obligation to immediately report any situation of known or suspected acts of misconduct or other violations of this Code and/or the Policies (any such event being referred to as an “**Incident**”) to their immediate supervisor and/or to any other person identified for such purpose herein or in the applicable Policy (e.g., VP Legal or Compliance Officer).

GMIN Personnel who find their concerns about an Incident not satisfactorily addressed by such report pursuant to the procedures set forth in this Code and/or the Policies or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such questionable event should neither be addressed to the attention of their immediate supervisor

nor any other identified person should file a complaint in accordance with the procedures set forth in the Whistleblowing Policy.

The Corporation does not tolerate acts of retaliation or retribution. GMIN will ensure the protection from any form of retribution or retaliation made against any individual as a result of any good faith report of an Incident. GMIN Personnel found to have retaliated, or sought retribution, against any individual for having made a good faith report of known or suspected Incidents, even if such report is ultimately mistaken, will face disciplinary action, as further set forth in the Whistleblowing Policy.

VII. QUESTIONS

A copy of this Code shall be provided to all GMIN Personnel. While certain of the Policies are published on the Corporation's website, under the Corporate Governance section, non-published policies will be available on the Corporation's internal directory of files.

Unless otherwise specified herein, any questions with respect to the interpretation or application of this Code or any Policies must be directed to an immediate supervisor or to the VP Legal at: mdagenais@gminingventures.com.

VIII. WAIVERS OF THIS CODE AND THE POLICIES

The environment, social & governance committee of the Board (the "ESG Committee") must approve any waiver of the requirements of this Code and the Policies brought to its attention by the CEO or the corporate secretary of the Corporation (if such person is not the VP Legal). A waiver will be granted only in extraordinary circumstances and on a case-by-case basis. If required by applicable law, the Corporation shall disclose the granting of any such waiver.

IX. REVIEW

On an as-needed basis, the ESG Committee shall (i) review this Code, including by assessing its effectiveness, and recommend any changes to this Code to the Board for approval; and (ii) monitor the implementation of this Code. The Board may also amend this Code, as required.

At least once a year, the VP Legal will review this Code, adherence to this Code, best practices and potential improvements, and evaluate the adequacy and effectiveness of the design and operation of disclosure controls in connection with this Code. The VP Legal will report at least annually to the ESG Committee on the results of this evaluation.

Without limiting the generality of the foregoing, the Audit Committee shall monitor the implementation of this Code regarding accounting, auditing and financial matters and shall periodically provide reports and, as applicable, make recommendations to the ESG Committee with respect to any recommended changes thereto.

Any amendments to this Code shall be communicated with diligence to all GMIN Personnel.

X. EFFECTIVE DATE

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

SCHEDULE A ACKNOWLEDGEMENT FORM

The undersigned, _____, hereby confirms having read the following documentation of G Mining Ventures Corp. ("GMIN"):

- the Code of Ethics and Business Conduct dated **[July 15]**, 2024 (the "**Code**");
- the Anti-Bribery and Anti-Corruption Policy dated **[July 15]**, 2024;
- the Anti-Child and Forced Labour Policy dated **[July 15]**, 2024;
- the Corporate Disclosure and Confidentiality of Information Policy dated **[July 15]**, 2024;
- the Diversity Policy dated **[July 15]**, 2024;
- the Environmental Policy dated **[July 15]**, 2024;
- the Fitness for Work and Consumption of Intoxicating Substances Policy dated **[July 15]**, 2024;
- the Occupational Health and Safety Policy dated **[July 15]**, 2024;
- the Policy Against Violence, Harassment and Discrimination in the Workplace dated **[July 15]**, 2024;
- the Protection of Personal Information Policy dated **[July 15]**, 2024;
- the Securities Trading Policy dated **[July 15]**, 2024;
- the Social Media Policy dated **[July 15]**, 2024; and
- the Whistleblowing Policy dated **[July 15]**, 2024;

(collectively, the "**Policies**").

Furthermore, the undersigned undertakes to:

- follow and comply with the terms and other provisions of the Policies;
- promote the guidelines and principles of the Policies; and
- take all reasonable measures to ensure that the personnel under his or her supervision fully comply with the Policies.

SIGNED in CITY, PROVINCE

this DD day of MONTH, 20YY

Printed Name

Position

Signature

RECEIVED BY:

SIGNATURE:

DATE OF RECEIPT:

SCHEDULE B
CONFLICT OF INTEREST DISCLOSURE FORM

Unless otherwise specified herein, defined terms have the meanings set forth in the code of ethics and business conduct of the Corporation.

If applicable, please disclose any and all business, commercial or financial interests or activities that may create a conflict of interest. If you are not sure that you are in a situation of conflict of interest, please consult Section V.A of the Code or contact the CEO or the VP Legal.

Description of the situation giving rise to a conflict of interest:

SIGNED in CITY, PROVINCE

this DD day of MONTH, 20YY

Printed Name

Position

Signature

RECEIVED BY:

SIGNATURE:

DATE OF RECEIPT:

RECEIVED BY:	
SIGNATURE:	
DATE OF RECEIPT:	