



# CORPORATE DISCLOSURE AND CONFIDENTIALITY OF INFORMATION POLICY

Dated July 15, 2024

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## I. INTRODUCTION

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The board of directors (the “**Board**”) of G Mining Ventures Corp. (“**GMIN**” or the “**Corporation**”) has adopted this corporate disclosure and confidentiality of information policy (this “**Policy**”) to affirm and document its commitment to timely, factual and accurate disclosure of all Material Information (as defined herein) in order to keep shareholders, the investing public and other stakeholders informed about the Corporation’s activities, business and property.

The Corporation, as well as GMIN Personnel (as defined herein) and “**influential persons**” (namely, any holder of more than 10% of the voting shares of GMIN and who is a “control person” of the Corporation within the meaning of the *Securities Act* (Québec)), may incur statutory liability, subject to certain defences, for misrepresentations in public documents or public oral statements concerning the Corporation or if the Corporation fails to make timely disclosure of Material Information. GMIN Personnel and influential persons of GMIN may also cause the Corporation to incur statutory liability for misrepresentations they make in public oral statements. It is therefore imperative that all GMIN Personnel comply with this Policy and the Corporation’s disclosure procedures to ensure timely and accurate public disclosure of information by the Corporation.

## II. SCOPE

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This Policy applies to GMIN and all of its current and future subsidiaries and all of their respective employees, officers and directors and those authorized to speak on their behalf (together, 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 Policy covers disclosure in documents filed with the securities regulatory authorities (including stock exchanges) and written statements made in the Corporation’s annual and quarterly reports, news releases, letters to shareholders, presentations by management and information contained on the Corporation’s website and in other electronic communications, including social media. It further extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

## III. DISCLOSURE POLICY MANAGEMENT COMMITTEE

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A disclosure management committee (the “**Disclosure Committee**”) is established upon adoption of this Policy to oversee GMIN’s corporate disclosure practices and to ensure compliance with this Policy. The Disclosure Committee shall make recommendations with respect to this Policy to the environment, social & governance committee of the Board (the “**ESG Committee**”) and will review the Corporation’s recent public statements to determine whether any updating or correcting is appropriate.

The Disclosure Committee will be comprised of the chair of the Board (the “**Chair**”), as well as the chief executive officer (the “**CEO**”), the chief financial officer (the “**CFO**”), the vice president, legal

affairs (the “**VP Legal**”) and the vice president, investor relations & communications (the “**VP Communications**”) of the Corporation.

The Disclosure Committee is generally responsible for meeting all disclosure obligations and for overseeing the Corporation’s disclosure practices. These include:

- monitoring the effectiveness of and compliance (by the relevant persons) with this Policy;
- reviewing and authorizing disclosure (both written, including core and non-core documents, and oral) before public release;
- determining whether or not any pending development or information concerning the Corporation constitutes Material Information and, if so, whether such information should remain confidential;
- monitoring the Corporation’s website;
- maintaining a record of disclosure decisions; and
- reporting to the Board and/or the ESG Committee.

In addition, at least once a year, the VP Legal will review this Policy, adherence to this Policy, best practices and potential improvements, and evaluate the adequacy and effectiveness of the design and operation of disclosure controls. The VP Legal will report at least annually to the Disclosure Committee and to the ESG Committee on the results of this evaluation. The results of such evaluation will contribute to the CEO/CFO annual and quarterly certification requirements under *Regulation 52-109 respecting Certification of Disclosure in Issuers’ Annual and Interim Filings*.

#### **IV. DESIGNATED SPOKESPERSONS**

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The primary spokespeople for the Corporation are the Chair, the CEO, the CFO, the VP Legal, the VP Communications and any spokesperson so designated by the CEO. The primary spokespeople may also refer media-related inquiries to an external consultant or other persons within the Corporation who are considered experts on the subject matter.

GMIN Personnel who are not authorized spokespeople must not respond under any circumstances to inquiries from shareholders, the investment community, the media or others, unless specifically asked to do so by an authorized spokesperson. All such inquiries shall be referred to the CEO. If there is any doubt about the appropriateness of responding to any such inquiries or of supplying information to any outside party, each individual comprising GMIN Personnel is urged to contact the CEO for advice and instructions.

## V. DISCLOSURE OF MATERIAL INFORMATION

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### A. DISTRIBUTION AND TIMING/DELAY OF DISCLOSURE OF MATERIAL INFORMATION

For the purposes of this Policy, “**Material Information**” refers to any information relating to the business, affairs, operations or capital of the Corporation that results in, or would reasonably be expected to result in a significant change in the market price or value of the Corporation’s securities. Information is also likely to be material if it would reasonably be expected to have a significant influence on any reasonable investor’s investment decisions. Examples of potentially Material Information are set forth in **Schedule A** of this Policy.

Pursuant to policies set by securities regulators, the Corporation must generally disclose, via news release, Material Information to the public immediately or as soon as practicable, on such information becoming known to the Corporation or upon it becoming apparent that the information is Material Information. The market surveillance division of the New Self Regulatory Organization of Canada (the “**Market Surveillance Division of the New SRO**”), on behalf of any exchange on which the securities of the Corporation may be trading from time to time (the “**Exchange**”), should be notified immediately prior to the release of Material Information. In the case of annual or quarterly earnings releases, the Corporation’s policy is to finalize the investor reporting package of information and to publicly release such information promptly on the day of approval by the Board, which release may be followed by a publicly available investor conference call and webcast.

The Disclosure Committee will consider if information constitutes Material Information and therefore must be generally disclosed and how such Material Information is to be disclosed in accordance with applicable securities laws and the requirements of the Exchange. The materiality of information cannot be altered by breaking down the information into smaller, non-material components. Disclosure must be accurate and complete in all material respects and must include any information for which its omission would make the rest of the disclosure misleading. Subject to Section V.B, the CEO and VP Legal will approve the content of any news release prior to disclosing such information. Material Information which is unfavourable to the Corporation must be disclosed as promptly and completely as favourable information.

Generally, there is no requirement to interpret and disclose the impact of external political, economic or social developments on the affairs of the Corporation, unless the external development will have or has had a direct effect on the business or affairs of the Corporation that is material and (a) uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry, or (b) which holders of the Corporation’s securities would otherwise be unaware.

All news releases will be filed with relevant Canadian securities commissions via SEDAR after dissemination over the newswire.

The Disclosure Committee will also determine whether the Material Information constitutes a change in the business, operations, or capital of the Corporation that would reasonably be

expected to have a significant effect on the market price or value of any of its securities, or a decision to implement such a change made by: (a) senior management of the Corporation who believe that confirmation of the decision by the Board is probable; or (b) the Board (a “**Material Change**”). If it is determined that a Material Change exists, the Corporation will file a material change report with relevant Canadian securities commissions via SEDAR as soon as practical and, in any event, within the required time-period (currently 10 calendar days from the date of the Material Change).

Timing of the release of a Material Change may be delayed with the approval of the Disclosure Committee and securities regulators when disclosure would be “unduly detrimental” to the interests of GMIN and the detriment to GMIN resulting from such disclosure would outweigh the detriment to the market in not having access to the information (e.g., if the release of the Material Change would prejudice negotiations in a corporate transaction). In such circumstances, the VP Legal will cause to be filed a confidential material change report. The Disclosure Committee will review the need to keep the material change report confidential and advise the relevant securities commissions of such continuing need in accordance with securities legislation (currently, an issuer must advise securities commissions within 10 calendar days of the date of filing the confidential material change report and every 10 calendar days thereafter of its belief that the material change report must remain confidential).

Where disclosure of Material Information has been delayed, the Material Information must be kept completely confidential and must not be disclosed to anyone, except if such disclosure would normally occur within the context of the necessary course of business.

If any Material Information about the Corporation not yet disclosed to the public is inadvertently disclosed, employees aware of such disclosure shall contact the CEO, the CFO, the VP Legal or the VP Communications immediately so that the Corporation may promptly take corrective action.

## **B. DISCLOSURE CONTROLS AND PROCEDURES**

In addition to the foregoing guidelines, the Disclosure Committee shall, in the context of the disclosure of Material Information, undertake to:

1. identify the continuous disclosure requirements under applicable securities laws and stock exchange rules;
2. identify the internal and external individuals responsible for preparing and reviewing the Corporation’s disclosure documents in accordance with the requirements set forth in the internal disclosure review/approval grid in **Schedule B** of this Policy;
3. establish a timetable for the preparation and review of periodic disclosure documents (e.g., the annual and quarterly financial statements, management discussion and analyses, information circulars and the annual information forms);

4. establish a procedure for the identification and timely reporting to the Disclosure Committee members of information which may constitute Material Information or which may constitute a change in Material Information that had previously been generally disclosed, including: (a) the identification of individuals who have authority to take actions which may constitute Material Information or who are likely to learn first about events outside the control of GMIN that may give rise to Material Information; and (b) the maintenance by the Disclosure Committee of a record of potential Material Information received and reviewed by the Disclosure Committee with relevant executive officers to make an initial determination of whether disclosure of such Material Information may be required;
5. establish procedures to ensure, as applicable, that all public disclosure regarding mineral reserves, mineral resources, exploration results and mine development is prepared by qualified persons (as defined in *Regulation 43-101 respecting Standards of Disclosure for Mineral Projects* ("**Regulation 43-101**") with the consent of the responsible "Qualified Person" (as such term is defined in Regulation 43-101) and reviewed by internal or external legal counsel to ensure compliance with Regulation 43-101 and other applicable legislation;
6. document the procedures followed with respect to the release of each disclosure document and for the review of each disclosure statement made orally;
7. after public dissemination, all of GMIN's disclosure will be monitored to ensure accurate media reporting and the Disclosure Committee will ensure that prompt corrective measures are taken, if necessary; and
8. evaluate, on an ongoing basis, the effectiveness of GMIN's disclosure.

All of the Corporation's news releases will be managed by the Disclosure Committee and approved by the CEO and the VP Legal.

News releases announcing financial results or containing financial information based on unreleased financial results and material financial guidance will also be reviewed by the CFO, as well as the audit & risk committee of the Board (the "**Audit Committee**") or the Board.

#### C. RECOMMENDED DISCLOSURE MODEL

Generally, the Corporation should use the following disclosure model when making a planned disclosure of Material Information, such as a scheduled annual or quarterly earnings releases:

1. in the event that the disclosure is made during trading hours, prior notice must be given to the Market Surveillance Division of the New SRO, on behalf of the Exchange, so that it can give guidance and direction on whether to issue a trading halt; if the press release is issued outside of normal trading hours, the Market

Surveillance Division of the New SRO, on behalf of the Exchange, must be notified before the market opens;

2. issue a news release containing the Material Information through a widely circulated recognized news or wire service;
3. provide advance notice of the date and time of any conference call to discuss the Material Information, the subject matter(s) of the call and the means for accessing such call;
4. if a conference call is deemed necessary, hold the conference call in an open manner, permitting investors, media and others to listen either by telephone or through Internet Web casting; and
5. provide dial-in and/or Web replay or make transcripts of the call available for a reasonable period of time after the analyst conference call.

The Corporation may take all other actions as may be necessary or appropriate when making a planned disclosure of Material Information. Notwithstanding the above, if the Material Information is straightforward, steps 3 through 5 may not be necessary.

#### **D. NON-IFRS AND CERTAIN OTHER FINANCIAL MEASURES**

If the Corporation publicly discloses Material Information that includes a non-IFRS financial measure, a non-IFRS ratio, a total of segments measure, a capital management measure, or a supplementary financial measure, the disclosure must comply with applicable Canadian legal requirements and guidelines.

#### **E. CORRECTING ERRORS**

If the Disclosure Committee determines that a disclosure document contains a material error or misrepresentation, or if the Corporation has failed to make a timely disclosure of a Material Change, the Disclosure Committee will immediately advise the Board and take steps to issue a clarifying news release.

#### **VI. MAINTAINING CONFIDENTIALITY OF MATERIAL INFORMATION AND CONFIDENTIAL INFORMATION**

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GMIN Personnel that are privy to undisclosed Material Information are prohibited from communicating such information to anyone else (including friends and family), unless they are required or it is necessary to do so in fulfilling their duties and it is in the necessary course of business. Efforts will be made to limit access to such undisclosed Material Information only to those who need to know said information and such persons will be advised that such Material Information is to be kept confidential.



Outside parties privy to undisclosed Material Information concerning the Corporation will be strictly instructed not to disclose such Material Information to anyone else, other than in the necessary course of the Corporation's business, and not to trade in the Corporation's securities until said information is publicly disclosed or ceases to be Material Information.

Where disclosure of a Material Change is delayed pursuant to securities legislation as described in Section V.A, GMIN is under a duty to take precautions to keep the Material Change strictly confidential. During the period before Material Information is generally disclosed, the CEO should closely monitor market activity in the GMIN's securities during this time.

#### **A. PROHIBITION ON SELECTIVE DISCLOSURE**

Disclosure to any person or select group (including investment analysts and the media) of Material Information that has not been generally disclosed is considered selective disclosure. Selective disclosure is a prohibited activity unless such disclosure is made in the necessary course of business, which is a limited exception to the tipping restrictions and exists so as not to unduly interfere with a company's business activities. In order for GMIN Personnel to be permitted to communicate non-public Material Information in the necessary course of the Corporation's business (a) (i) the person receiving such information must first enter into a confidentiality agreement in favour of the Corporation (which should contain, among other things, an acknowledgement by the recipient of the requirements of applicable securities laws relating to such recipient trading securities with knowledge of a material fact or material change in respect of the Corporation that has not been generally disclosed and to such recipient disclosing such material fact or material change to another person or company), or (ii) the disclosing GMIN Personnel must make sure that the person receiving such information understands his or her legal obligations with respect to non-public Material Information and there must be no grounds for the disclosing GMIN Personnel to believe that the non-public Material Information will be used or disclosed contrary to applicable law by the person receiving such information, and (b) the disclosure must be made pursuant to the proper performance by such GMIN Personnel of his or her duties on behalf of the Corporation.

Securities laws generally prohibit the Corporation from making a selective disclosure of Material Information to an analyst, institutional investor or other buy-side market professional.

#### **VII. KEEPING GMIN PERSONNEL INFORMED**

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It is essential that GMIN Personnel keep the Disclosure Committee sufficiently apprised of potentially material Corporation developments so they can discuss and evaluate any events that might impact the disclosure process, including material operational and regulatory developments, merger or acquisition activities, extraordinary transactions, and changes of the officers. GMIN Personnel should immediately advise the CEO, the CFO, the VP Legal and the VP Communications of a potential material Corporation development.

The CEO, the CFO, the VP Legal and the VP Communications are responsible for keeping the Board informed of all material developments and Material Information disseminated to the public.

## **VIII. MARKET RUMOURS**

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The Corporation shall not comment, affirmatively or negatively, on market rumours. However, when authorized by the Disclosure Committee, authorized spokespeople may make exceptions, and respond to certain rumours that are deemed harmful to GMIN's interests if not rebutted.

Should the Exchange or any other securities regulatory authority request that the Corporation make a definitive statement in response to a market rumour that is causing significant volatility in the Corporation's securities, the Disclosure Committee will consider the matter and decide whether to make a recommendation to the CEO as to the nature and content of the Corporation's response.

## **IX. DEALING WITH REGULATORS**

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If requested by the Exchange or any other securities regulatory authority to make a public statement, including in response to a rumour, the Disclosure Committee will consider whether to make a statement and determine the content of the disclosure, if any. In making its decision, the Disclosure Committee may consider the advice, if any, of the applicable securities regulatory authority or other external advisors, as it deems appropriate.

The CEO, the CFO, the VP Legal and the VP Communications will be responsible for receiving inquiries from the Market Surveillance Division of the New SRO, on behalf of the Exchange, with respect to unusual trading activity or market rumours.

The CEO, the CFO, the VP Legal or the VP Communications will be responsible for contacting the Market Surveillance Divisions of the New SRO, on behalf of the Exchange, in advance of a news release containing Material Information, to watch for unusual trading, and to determine, in consultation with a member of the Disclosure Committee, if a halt in trading is required.

## **X. DEALING WITH THE INVESTMENT COMMUNITY**

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### **A. GENERAL**

In communicating with investment analysts, security holders, institutional and other investors and the media, the following practices should be avoided:

- selective disclosure;
- distribution of investment analyst reports (only lists of all analysts providing coverage will be supplied);
- commenting on current period earnings estimates and financial assumptions other than as may be generally disclosed; and

- meeting with institutional investors in anticipation of a prospectus offering, except as may be permitted under securities legislation.

A list of specific issues that are appropriate and inappropriate for briefings with analysts, institutional and other investors are set forth in **Schedule C** of this Policy.

## **B. QUIET PERIODS**

To avoid the potential for selective disclosure or even the perception or appearance of selective disclosure, the Corporation will observe quiet periods prior to key announcements or when Material Changes are pending.

A regular quiet period will commence on either (i) two calendar weeks prior to the scheduled release of the Corporation's quarterly financial statements, or (ii) four calendar weeks prior to the scheduled release of the Corporation's annual financial statements, in each case ending at the opening of the market on the second full trading day on the Exchange following the date of the disclosure of the aforementioned financial results.

During a quiet period, the Corporation will not initiate any meetings or telephone contacts with analysts and investors but will respond to unsolicited inquiries concerning previously disclosed or non-material factual matters. If the Corporation is invited to participate, during a quiet period, in investment meetings or conferences organized by others, then the Disclosure Committee will determine, on a case-by-case basis, whether or not it is advisable to accept these invitations. If such an invitation is accepted, caution will be exercised to avoid selective disclosure of any non-public Material Information.

In particular, in the event that GMIN has commenced a distribution of its securities (as determined in accordance with securities regulations) and until: (a) the time that the offering is abandoned, or (b) the distribution of the securities under the offering has been completed, GMIN cannot make any statements which can be seen as promoting a distribution of securities or conditioning the market with respect to the distribution of its securities, except as permitted under applicable securities laws. However, normal promotional activities such as advertising carried out in connection with the operation of GMIN's business may be continued.

## **C. CONFERENCE CALLS/WEBCASTS**

The Corporation may schedule conference calls to discuss annual or quarterly financial results and major corporate developments, whereby discussions of key aspects are accessible simultaneously to all interested parties, such as participants in the telephone conference and others in a listen-only mode by telephone or via a webcast over the Internet. The call will be preceded by a news release containing all relevant Material Information. At the beginning of the conference call, a Corporation spokesperson will provide the appropriate cautionary language to be used in connection with any public oral statement containing forward-looking information. See Section XII with respect to forward-looking information.

The Corporation will provide advance notice of each conference call and webcast by issuing a news release announcing the date and time thereof and providing information on how interested parties may access the call and webcast. In addition, the Corporation may send invitations to analysts, institutional investors, the media and others.

The Disclosure Committee shall hold a debriefing meeting immediately after a conference call and if such debriefing uncovers selective disclosure of previously undisclosed Material Information, the Corporation will immediately publicly disclose such information via news release.

#### **D. ANALYST AND INVESTOR MEETINGS**

The Corporation's officers may meet with analysts and portfolio managers on an individual or small group basis, as may be requested, and may respond to analysts and investor calls in a timely manner, provided that such meetings comply with this Policy. Normally, the CEO, the senior vice president, corporate strategy (the "**SVP Corporate**"), the CFO, the VP Legal and/or the VP Communications, or their designates, will attend such meetings. When the CEO, the SVP Corporate, the CFO, the VP Legal and/or the VP Communications, or their designates, are unable to attend such meetings, prior to such meetings, they may brief those participating on the Corporation's public disclosure to help ensure consistency in messages and disclosure. Where practical, statements and responses to anticipated major/top-level questions should be scripted or discussed in advance by the CEO, the SVP Corporate, the CFO, the VP Legal and/or the VP Communications. The purpose of the CEO, the SVP Corporate, the CFO, the VP Legal and/or the VP Communications attending such meetings and/or the pre-briefing is to ensure that selective disclosure of undisclosed Material Information does not occur, that all statements made are accurate and to allow follow-up cross-briefing to other authorized spokespersons to ensure that communication is consistent amongst all authorized spokespeople.

In general, conversations with analysts should be limited to explanations or clarifications of generally disclosed Material Information or other non-Material Information or non-confidential information. GMIN will not provide disclosure in any way that may alter the materiality of information by "breaking down" the information into smaller, non-material components.

The Corporation will hold question and answer sessions on its public annual or quarterly results and target setting conference calls, which will be provided live and by posted audio recording and transcripts on GMIN's corporate website. In addition, the Corporation may partake in question-and-answer sessions with investors and analysts at conferences, meetings or on tours, which may be posted. The Corporation and its investor spokespeople endeavour to provide, if requested, similar non-Material Information to other third parties that it has provided to analysts and institutional investors at such sessions. Any request for undisclosed Material Information must be denied.

If, for any reason, Material Information is selectively disclosed to analysts, investors or media in any forum, or a misrepresentation is made, the members of the Disclosure Committee and the Board should be immediately notified so that they may take appropriate action.

## **E. ANALYST REPORTS AND MODELS**

GMIN will try to ensure, through its regular public dissemination of quantitative and qualitative information, that analysts have an appropriate basis to prepare estimates that are in line with the Corporation's own expectations. The Corporation will not confirm, or attempt to influence, an analyst's opinions or conclusions and will not express comfort or discomfort with any analyst's models and earnings estimates.

GMIN will, upon request, review analysts' draft research reports or models only for the purpose of ensuring there are no factual errors or obvious misstatements contained in such draft reports or models, based on publicly disclosed information.

Final reports of the analyst are proprietary to the analyst's firm and the Corporation should not be seen as endorsing such reports by making them generally available to the public or to employees. Notwithstanding the foregoing, the Corporation may distribute analyst reports to its Board, senior management, credit agencies and financial and professional advisors and legal counsel in the necessary course of business to assist them in monitoring communications about GMIN and how corporate developments are affecting their analyses.

The Corporation may post on its website a complete listing of the analysts who have reports available for their retail clients (regardless of their recommendation), including their firm and phone number. The Corporation will not provide a link to the analysts' or any other third parties' website or publications.

## **F. ANALYST REVENUES, EARNINGS AND OTHER ESTIMATES**

Responses by the CEO and the CFO with respect to inquiries by analysts regarding the Corporation's revenues, earnings and other estimates will be limited to Corporation forecasts, guidance and financial outlook already generally disclosed to the public, if any.

Spokespeople must keep notes of telephone conversations with analysts and investors and, where practicable, more than one Corporation representative will be present at all individual and group meetings. Where practicable, a debriefing will be held after such meetings and telephone conversations and if such debriefing uncovers selective disclosure of previously undisclosed Material Information, the Corporation will immediately disclose such information publicly via news release.

Should senior management determine that the Corporation's future results are reasonably likely to be significantly out of the range of any previously disclosed financial outlook or future-oriented financial information (in particular if the results are expected to be below the stipulated threshold) or should senior management decide to change a target, the Disclosure Committee should consider the materiality of such information necessitating the updating or withdrawing of such financial outlook or future-oriented financial information by issuing a news release and, where

deemed appropriate, hold a conference call to explain the difference or change, as well as an inclusion of an update or withdrawal in subsequent public disclosure documents.

## **XI. DEALING WITH THE MEDIA**

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Media news conferences on financial matters are normally conducted in separate forums from investors but access to information disclosed should be similar in all material respects. The CEO, the SVP Corporate, the CFO, the VP Legal or the VP Communications should attend media conferences to ensure that Material Information has not been generally disclosed.

The Corporation will not provide any Material Information or related documents to a reporter on an exclusive basis.

Media spokespeople should promptly respond to all media inquiries. Senior management or subject matter experts should be utilized in key announcements, as appropriate, to build credibility and provide more informed disclosure.

## **XII. FORWARD-LOOKING INFORMATION**

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Forward-looking information includes any information regarding possible events, conditions or results or assumptions about future economic conditions and courses of action and includes, without limitation, future oriented financial information with respect to prospective results of operation, financial position or cash flows that is presented as either a forecast or a projection (and would include any earnings guidance). Forward-looking information should only be released with caution, and, if material, following approval by the Disclosure Committee, unless the timing for such approval makes it impractical.

If forward-looking information is disclosed, then the following guidelines must be observed:

- the information will be clearly identified as forward-looking;
- the material factors (including any risks or uncertainties) that could cause actual results to differ materially from any conclusion, forecast or projection contained in the forward-looking information will be identified;
- the information will be accompanied by a statement that identifies the material factors or assumptions that were applied in drawing a conclusion or making a forecast or projection set forth in the forward-looking information;
- forward-looking information will be accompanied by a statement that the information is stated as of the current date and subject to change after that date;
- forward-looking information will be accompanied by a cautionary statement with respect to forward-looking information and referring the public to the readily available documents of the Corporation regarding risks, assumptions, sensitivities,

and so forth, namely, the Corporation's annual information form and its annual and quarterly reports and press releases, as the case may be; and

- forward-looking information will be accompanied by a statement that disclaims the Corporation's intention or obligation to update or revise the forward-looking information, whether the result of new information, future events or otherwise, unless required by applicable securities legislation. Notwithstanding this disclaimer, should subsequent events prove past statements to be materially different, the Corporation may, in its discretion, choose to issue a news release. In this case, the Corporation may update its guidance or financial outlook disclosure on the anticipated impact on revenue and earnings or other key metrics.

In the case of any public oral statement, at the beginning of any conference call or presentation the person making the statement shall state that:

1. the oral statement contains forward-looking information;
2. actual results could differ materially from a conclusion, forecast or projection in the forward-looking information;
3. certain material factors or assumptions were applied in drawing a conclusion or making a forecast or projection as reflected in the forward-looking information; and
4. additional information regarding steps 2 and 3 above is contained in a readily available document of the Corporation, namely the Corporation's annual information form and its annual and quarterly reports.

If the Corporation has issued a forecast or projection in connection with an offering document pursuant to securities legislation, the Corporation will update that forecast or projection periodically, as required by securities legislation.

### **XIII. EXPERTIZED DISCLOSURE**

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Prior to any public statement, disclosure or filing with a securities regulatory authority by the Corporation or by a person on behalf of the Corporation that includes, summarizes or quotes from a report, statement or opinion made by an "expert" (as such term is understood pursuant to applicable securities laws) and, unless the CEO and the VP Legal determine otherwise, the Corporation shall obtain the written consent of such expert to such statement, disclosure or filing (which has not been withdrawn in writing by the expert prior to the Corporation's statement, disclosure or filing) and the CEO and the VP Legal shall take reasonable efforts to determine that the Corporation or the relevant person does not know and has no reasonable grounds to believe that there is a misrepresentation in the applicable statement, disclosure or filing made on the authority of the expert and to determine that the statement, disclosure or filing fairly represents the report, statement or opinion made by the expert.

#### **XIV. POLICY COMMUNICATIONS AND CONSEQUENCES FOR NON-COMPLIANCE WITH THIS POLICY**

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All GMIN Personnel will be provided with a copy of this Policy and will be advised of its importance. **This Policy must be strictly complied with.** Violations may be grounds for disciplinary action, including dismissal.

If you have any questions about any aspect of this Policy or your duties hereunder, please contact your supervisor or the CEO, the CFO, the VP Legal or the VP Communications.

If you become aware of a possible violation of this Policy, you are encouraged to report such violation using GMIN's ethics line at [ethics@gminingventures.com](mailto:ethics@gminingventures.com). Please refer to the whistleblowing policy of the Corporation for additional details on GMIN's ethics line.

#### **XV. PERSONAL RESPONSIBILITY**

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It is the responsibility of all GMIN Personnel to comply with applicable law and this Policy. Failure to do so may result in legal sanctions, and also sanctions by the Corporation.

#### **XVI. REVIEW**

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

#### **XVII. EFFECTIVE DATE**

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



**SCHEDULE A**  
**EXCERPT FROM S. 4.3 OF NATIONAL POLICY 51-201: EXAMPLES OF POTENTIALLY MATERIAL  
INFORMATION**

The following are examples of information that would be Material Information if they result in, or would reasonably be expected to result in, a significant change in the market price or value of any of the securities of the Corporation:

- Changes in share ownership that may affect control of the Corporation;
- Major reorganizations, amalgamations or mergers;
- Takeover bids, issuer bids or insider bids;
- Public or private sale of additional securities;
- Planned repurchases or redemptions of securities;
- Planned splits of common shares or offerings of warrants or rights to buy shares;
- Any share consolidation, share exchange or stock dividend;
- Changes in the Corporation's dividend payments or policies;
- The possible initiation of a proxy fight;
- Material modification to rights of security holders;
- A significant increase or decrease in near-term earnings prospects;
- Unexpected changes in financial results for any periods;
- Shifts in financial circumstances such as cash flow reductions, major asset write-offs or write-downs;
- Changes in the value or composition of the Corporation's assets;
- Any material change in the Corporation's accounting policy;
- Any development that affects the Corporation's resources, technology, products or markets;
- A significant change in capital investment plans or corporate objectives;
- Major labor disputes or disputes with major contractors or suppliers;
- Significant new contracts, products, patents or services or significant losses of contracts or business;
- Significant discoveries by resource companies;
- Changes to the board of directors or executive management, including the departure of the Corporation's CEO, CFO or president (or persons in equivalent positions);

- The commencement of, or developments in, material legal proceedings or regulatory matters;
- Waivers of corporate ethics and conduct rules for officers, directors and other key employees;
- Any notice that reliance on a prior audit is no longer permissible;
- De-listing of the Corporation's securities or their movement from one quotation system or exchange to another;
- Significant acquisitions or dispositions of assets, property or joint venture interests;
- Acquisitions of other companies, including a take-over bid for, or a merger with, another company;
- The borrowing or lending of a significant amount of money;
- Any mortgaging or encumbering of the Corporation's assets;
- Defaults under debt obligations, agreements to restructure debt or planned enforcement procedures by a bank or any other creditors;
- Changes in rating agency decisions; and
- Significant new credit arrangements.

**SCHEDULE B**  
**INTERNAL DISCLOSURE REVIEW/APPROVAL GRID**

Disclosure item/event	Relevant Officer(s)	Disclosure Committee	Audit Committee	ESG Committee	Board of Directors
Interim Results Press Releases/Quarterly Reports to Shareholders	R	R	A		A
Quarterly Conference Calls with Analysts and Institutional Investors		R			
Annual and Quarterly Financial Statements	R	R	A		A
Annual Information Form	R	R	R (portion on Audit Committee)		A
Information Circular and Proxy Form		R	R (portion on Audit Committee, if any)	R (portions on executive comp., nomination and corporate governance)	A
Material Press Release	R	A			
Non-Material Press Release	R	A			
Financial Press Release	R	A	R		
Material Change Report	R	A			
Technical Report	R	A			
Investor Presentations		R			
Annual Review of web site		R			

**R= Review**

**A= Approval**

**SCHEDULE C**  
**CONTACTS WITH SECURITIES PROFESSIONALS (INCLUDING ANALYSTS), INVESTORS**  
**AND THE MEDIA**

Examples of specific issues that are appropriate for briefings with analysts, institutional and other investors, other market participants and the media include, without limitation:

- descriptions of the markets in which the Corporation currently operates, including market size, previously disclosed growth rate, *etc.*;
- corporate history, strategy and objectives to the extent previously publicly disclosed; and
- the Corporation's previously disclosed position in the market relative to its competitors.

Examples of specific issues that should be avoided include, without limitation:

- significant data, and in particular financial information such as sales and profit figures (unless previously disclosed to the public);
- any discussion relating to management's comfort with previous revenue and earnings guidance (this applies to current and future quarters, as well as the current and future fiscal years);
- any discussion relating to changes in the condition of the Corporation's markets, since such comments may give an indication of the Corporation's comfort with its previous guidance;
- any discussion relating to potential acquisitions or disposition by the Corporation (unless previously generally disclosed); and
- any discussion relating to changes in the Corporation's reporting practices.