



# DIVERSITY 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 diversity policy (this “**Policy**”) to affirm and document its commitment to achieving and maintaining diversity for all positions, including director and officer positions, with an emphasis on gender diversity.

## II. SCOPE

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This Policy applies to GMIN and all of its current and future subsidiaries, and for the purposes hereof, references to the Corporation or GMIN are deemed to include references to each of the foregoing.

## III. INTERPRETATION

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“**Aboriginal people**” means persons who are First Nations, Inuit or *Métis*.

“**Director**” means a member of the Board.

“**Executive Officer**” means an individual who is (a) a chair of the Board or a committee thereof, (b) a chief executive officer, a president or a chief financial officer of the Corporation, (c) a senior vice-president or vice-president of the Corporation in charge of a principal business unit, division or function, including legal, finance or production, or (d) performing a policy-making function in respect of the Corporation.

“**members of visible minorities**” means persons, other than Aboriginal people, who are non-Caucasian in race or non-white in skin color.

“**woman**” means anyone who is a woman or who identifies as a woman and “**women**” means all of them.

“**persons with disabilities**” means persons who have a long-term or recurring physical, mental, sensory, psychiatric or learning impairment and who (a) consider themselves to be disadvantaged in employment by reason of that impairment, or (b) believe that an employer or potential employer is likely to consider them to be disadvantaged in employment by reason of such impairment, and includes persons whose functional limitations owing to their impairment have been accommodated in their current job or workplace.

## IV. POLICY STATEMENT

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The Corporation believes that Director nominations and Executive Officer appointments should be based on merit and remains committed to selecting the best persons to fulfill these roles. At the same time, the Corporation recognizes that diversity is important in ensuring that the profiles of Directors and Executive Officers provide the necessary range of perspectives, experience and

expertise required to achieve effective stewardship and management of the Corporation. The Corporation believes that diversity is a business, social and ethical imperative and that persons with whom the Corporation does business expect the Corporation to foster and maintain an inclusive workplace.

The ability to draw on a wide range of viewpoints, backgrounds, skills and experiences is critical to the Corporation's success. Diversity helps ensure that a variety of perspectives are brought to bear on issues, while enhancing the likelihood that proposed solutions will be nuanced and comprehensive. The Corporation believes that diversity is an important attribute of a well-functioning Board and an efficient team of Executive Officers. The Corporation further believes that building a diverse Board and team of Executive Officers is a critical step in fostering a diverse and inclusive culture for all employees of the Corporation.

The Corporation recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role that women with appropriate and relevant skills and experience can play in contributing to the diversity of perspectives on the Board and in Executive Officer positions. The Corporation also recognizes that women are often under-represented in leadership positions.

The Board believes that Directors with a strong familiarity with the Corporation and its business and history are an essential part of a well-functioning Board. At the same time, the Board believes that new perspectives are important to advancing the Corporation's vision of being an emerging mining company.

While the Board acknowledges that Directors with a strong experience in the mining or natural resources industry are essential for the Corporation's success, it also believes that experience from different industries is important.

## **V. BOARD APPOINTMENTS**

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The environment, social & governance committee of the Board (the "**ESG Committee**") is responsible for recommending qualified persons for Board nominations who possess the competencies, skills, business and financial experience, expertise, leadership and level of commitment required of a Director.

Promptly following the adoption of this Policy, the ESG Committee will develop a set of criteria for Board membership that strives to achieve a diversity of backgrounds and skills for the Board.

In the process of searching for qualified persons to serve on the Board, the ESG Committee strives for the inclusion of diverse groups, knowledge and viewpoints. To accomplish this, the ESG Committee may retain an executive search firm to help meet the Board's diversity objectives. In connection with its efforts to create and maintain a diverse Board, the ESG Committee:

- (a) shall develop recruitment protocols that seek to include diverse candidates in any Director search; these protocols shall take into account the fact that qualified candidates may be found in a broad array of organizations and from different industries;
- (b) shall periodically review Board recruitment and selection protocols to ensure that diversity remains a component of any Director search; and
- (c) shall consider the level of representation of women, Aboriginal people, persons with disabilities and members of visible minorities on the Board in identifying and nominating candidates for election and re-election to the Board, with a view to supporting diversity.

The Corporation aspires towards a Board composition in which women, Aboriginal people, persons with disabilities or members of visible minorities comprises at least 30% of the independent Directors by 2024.

## VI. MECHANISMS OF BOARD RENEWAL

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Directors are eligible to serve on the Board assuming:

- (a) they have received positive annual performance assessments;
- (b) the ESG Committee believes it is in the best interests of the Corporation that they continue serving on the Board; and
- (c) they are annually re-elected by the Corporation's shareholders by receiving a greater number of votes "for" from their election than votes "withheld" for such election.

In addition, Directors qualified as "independent" under applicable securities law shall no longer be so qualified as from the 12<sup>th</sup> anniversary of service on the Board, notably for the purpose of Board committee participation; any such Director shall no longer be entitled to chair a committee of the Board.

## VII. EXECUTIVE OFFICER APPOINTMENTS

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Regarding the appointment of Executive Officers, the remuneration committee of the Board (the "**Remuneration Committee**") shall:

- (a) consider candidates who are highly qualified based on their experience, education, expertise, personal qualities, as well as general and sector-specific knowledge;
- (b) review potential candidates from a variety of backgrounds and perspectives, with the Corporation's diversity objectives in mind including, without limiting the generality of the foregoing, the specific objective of gender diversity; and

- (c) consider the level of representation of women, Aboriginal people, persons with disabilities or members of visible minorities in Executive Officer positions when appointing Executive Officers.

The Corporation aspires to have approximately 30% of women, Aboriginal people, persons with disabilities or members of visible minorities in Executive Officer positions by 2025.

## **VIII. SUCCESSION PLANNING**

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The Remuneration Committee will consider diversity and this Policy when carrying out its management-succession planning responsibilities, including the appointment, training and monitoring of senior management.

## **IX. PRIVACY**

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The Corporation will take the appropriate measures to protect personal information collected in accordance with this Policy and will limit access to those employees and other representatives of the Corporation who have a need to know this information to implement this Policy. Those employees and representatives must ensure that such personal information is not disclosed in violation of the Corporation's policies or practices and is handled responsibly and in compliance with all applicable laws.

## **X. DISCLOSURE OF POLICY**

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Executive Officers will report annually to the Remuneration Committee on the Corporation's diversity targets, its participation in initiatives (internal and external) to promote diversity targets, and the current trends in diversity programs.

The Corporation will include adequate disclosure in its management information circular regarding this Policy, including all disclosure required by applicable laws.

## **XI. 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.

## **XII. EFFECTIVE DATE**

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