



SECURITIES TRADING POLICY

Dated July 15, 2024

TABLE OF CONTENTS

I.	INTRODUCTION	1
II.	SCOPE	2
III.	INTERPRETATION.....	2
IV.	PRIVILEGED / NON-PUBLIC MATERIAL INFORMATION.....	2
V.	RESTRICTIONS AFFECTING GMIN COVERED PERSONS	3
A.	PROHIBITION ON INSIDER TRADING AND TIPPING.....	3
B.	PROHIBITION ON SPECULATIVE TRADING, SHORT-SELLING, PUTS AND CALLS	4
C.	NO STANDING ORDERS OR DISCRETIONARY AUTHORITY	4
VI.	BLACK-OUTS	4
VII.	OBLIGATION OF INSIDERS TO FILE INSIDER REPORTS	5
VIII.	PRE-CLEARANCE OF TRADES	6
IX.	ENFORCEMENT AND POTENTIAL CIVIL AND CRIMINAL PENALTIES	7
X.	REVIEW	7
XI.	EFFECTIVE DATE	7

I. INTRODUCTION

The board of directors (the “**Board**”) of G Mining Ventures Corp. (“**GMIN**” or the “**Corporation**”) has adopted this securities trading policy (this “**Policy**”) to govern the trading of securities of the Corporation by GMIN Covered Persons (as defined herein) and, more particularly, to assist such persons in complying with the prohibitions against insider trading and tipping.

GMIN Covered Persons may from time to time become shareholders of the Corporation or otherwise trade or deal in or with respect to securities of the Corporation. These individuals will, from time to time, become aware of corporate material developments, plans or other material non-public information that may reasonably be expected to significantly affect the price or value of the Corporation’s securities, or that a reasonable investor would likely consider important in making an investment decision about the Corporation’s securities, before these developments, plans and information are made public. Trading securities of the Corporation while in possession of such information before it is generally disclosed, disclosing such information to third parties before it is disclosed to the public (known as “**tipping**”) or recommending or encouraging trading securities of the Corporation based on such information (known as “**recommending**” or “**encouraging**”), may expose any such trading or disclosing individual to administrative or criminal prosecution or civil lawsuits. Such action could also result in a lack of confidence in the market for the Corporation’s securities and otherwise harm the Corporation. In light of the foregoing, this Policy incorporates the rules on trading and dealings in securities included in applicable securities legislation and the rules of any exchange on which the securities of the Corporation may be trading from time to time (the “**Exchange**”).

The objectives of this Policy are to: (i) educate GMIN Covered Persons about their legal obligations with respect to “insider trading”, “tipping” and “recommending/encouraging”; (ii) foster and facilitate compliance with applicable laws to prevent transactions by GMIN Covered Persons that would not be in full compliance with legal requirements; and (iii) protect GMIN Covered Persons as well as the Corporation and its reputation in the market.

It is important that all GMIN Covered Persons review this Policy carefully. Acceptance and compliance with this Policy is mandatory. Non-compliance with this Policy is grounds for immediate termination or dismissal. Failure to comply with the guidelines, procedures and restrictions set forth herein also can result in a serious violation of applicable securities laws, leading potentially to both civil and criminal penalties.

The guidelines, procedures and restrictions set forth in this Policy with respect to the trading of GMIN’s securities present only a general framework within which GMIN Covered Persons may purchase and sell securities or otherwise deal in or with respect to securities of GMIN without violating applicable securities laws. **GMIN Covered Persons have the ultimate responsibility for complying with applicable securities laws.**

A summary insider trading reference list is set forth in **Schedule A** of this Policy.

II. SCOPE

This Policy applies to GMIN and all of its current and future subsidiaries and all of their respective employees, officers and directors, consultants and contractors (together, the “**GMIN Covered Persons**”), and for the purposes hereof, references to the Corporation or GMIN are deemed to include references to each of the foregoing.

This Policy applies to trading by all GMIN Covered Persons as well as trading by: (a) their family members (including an adult interdependent partner) residing in the same residence as the GMIN Covered Persons, (b) any dependent children, and (c) any partnerships, trusts, estates, corporations, RRSPs and similar entities over which any of the aforementioned persons, directly or indirectly, exercise control or direction.

III. INTERPRETATION

“**Subject Information**” means any information, fact or change in the business, operation or capital of the Corporation that has not been generally disclosed to the public and that would reasonably be expected to result in a significant change in the market price or value of the securities of the Corporation, and also includes any information that could affect a reasonable investor’s decision to buy, sell or hold securities of the Corporation. A non-exhaustive list of information that could constitute Subject Information is set forth in Schedule B of this Policy.

“**Trading in securities of the Corporation**” references include:

- (a) any sale or purchase of securities of the Corporation, including any exercise of stock options granted by the Corporation and, for greater certainty, any associated sale of securities to fund tax obligations;
- (b) any settlement of share units granted pursuant to any securities-based compensation arrangement of the Corporation; and
- (c) any other derivatives-based or other transaction, agreement, arrangement or understanding, or material amendment or termination thereof, that has the effect of altering the GMIN Covered Person’s economic exposure to the Corporation and would be required to be reported in accordance with applicable laws or regulations (including *Regulation 55-104 respecting Insider Reporting Requirements and Exemptions*, Part XXI of the *Securities Act* (Ontario), Title III of the *Securities Act* (Quebec) and the guidance in *Staff Notice 55-312 respecting Insider Reporting Guidelines for Certain Derivative Transactions* (Equity Monetization)); provided that, solely for such purposes, all GMIN Covered Persons shall be deemed to be reporting insiders.

IV. PRIVILEGED / NON-PUBLIC MATERIAL INFORMATION

GMIN Covered Persons are generally prohibited from trading or recommending/encouraging others to trade while in possession of Subject Information.

For purposes of insider trading liability, it does not matter that delaying a transaction until the Subject Information is disclosed ceases to affect the decision of a reasonable investor or might cause GMIN Covered Persons to incur a financial loss. In addition, it does not matter that GMIN Covered Persons may have decided, but not irrevocably committed, to engage in a transaction before learning of the Subject Information. Further, it also is irrelevant that publicly disclosed information about the Corporation would, without consideration of the Subject Information, provide a substantial basis for engaging in the transaction.

Subject to Section VIII, which requires that certain officers of the Corporation pre-clear all trades in securities of the Corporation, **it is the responsibility of each GMIN Covered Person** contemplating a trade in securities of the Corporation to determine, prior to a trade, whether he or she is aware of any information that constitutes Subject Information. If in doubt, such GMIN Covered Person should consult with the chief executive officer (the “CEO”), the chief financial officer (the “CFO”) or the vice president, legal affairs (the “VP Legal”) of the Corporation.

V. RESTRICTIONS AFFECTING GMIN COVERED PERSONS

A. PROHIBITION ON INSIDER TRADING AND TIPPING

All GMIN Covered Persons are considered to be in a “special relationship” with GMIN under securities laws. Due to the foregoing, securities laws prohibit GMIN Covered Persons:

1. from purchasing or selling GMIN securities (which includes pledging GMIN securities as a security interest) with knowledge of Subject Information that has not been generally disclosed;
2. from informing, other than in the necessary course of business, another person (including family and friends) or a corporate entity of Subject Information or non-public material information about any public company referred to in paragraph 4 below that has not been generally disclosed. This prohibited activity is commonly known as “tipping”. Both the tipper and the person who receives the tip could be liable under securities laws;
3. from recommending or encouraging, other than in the necessary course of business, another person or corporate entity to purchase or sell GMIN securities, based on Subject Information that has not been generally disclosed; and
4. from trading in (or recommending or encouraging another person to trade in) the securities of any other public company when having knowledge of Subject Information regarding that other public company that has not been generally disclosed.

B. PROHIBITION ON SPECULATIVE TRADING, SHORT-SELLING, PUTS AND CALLS

Transactions that hedge, limit or otherwise change a GMIN Covered Person's economic interest in and exposure to the full rewards and risks of ownership in GMIN securities may give rise to actual or perceived contraventions of applicable securities laws and/or inappropriate conflicts of interest.

As such, GMIN Covered Persons shall not use any strategy relating to or use derivative instruments in respect of GMIN securities, including financial instruments that are designed to hedge or offset a decrease in market value of GMIN securities, and shall not engage in the following with respect to securities of GMIN which they own or exercise control over, whether directly or indirectly: (a) short sale; (b) sale of a call option; (c) purchase of a put option; and (d) purchasing on margin.

GMIN Covered Persons are also prohibited from speculating in securities of the Corporation, which may include buying with the intention of quickly reselling such securities or selling securities of the Corporation with the intention of quickly buying such securities (other than in connection with the acquisition and sale of shares issued under a securities-based compensation arrangement of the Corporation).

C. NO STANDING ORDERS OR DISCRETIONARY AUTHORITY

In order to avoid inadvertent conflict between this Policy and contravention of applicable securities laws, GMIN Covered Persons should not place standing orders (e.g., "limit" orders) with a broker to trade in Corporation securities, unless such instructions are made in compliance with securities laws and guidance concerning automatic trading plans and the applicable GMIN Covered Person has informed the Corporation of any such automatic trading plan prior to its implementation.

Standing orders leave GMIN Covered Persons without any control over the timing of the transaction, which could be executed by the broker when the GMIN Covered Person is aware of Subject Information. Similarly, GMIN Covered Persons are also cautioned not to provide others (such as brokers) with discretion to make purchases or dispositions of Corporation securities on behalf of GMIN Covered Persons, as for securities law purposes such trades are considered to be those of the GMIN Covered Persons.

VI. BLACK-OUTS

Periodic and other black-out restrictions may be imposed on the officers, directors and specified employees of the Corporation (the "**Blacked-out Persons**").

The black-out restrictions prohibit Blacked-out Persons from:

- (a) trading (which includes pledging GMIN securities as a security interest) in any securities of GMIN;
- (b) exercising stock options; or

- (c) trading in or making elections with respect to deferred share units, performance stock units or restricted stock units or other securities-based incentives, if and when applicable;

during the period commencing either: (a) two calendar weeks before the scheduled release of the Corporation's quarterly financial statements (the "**Quarterly Report**"); or (b) four calendar weeks before the scheduled release of the Corporation's annual financial statements (the "**Annual Financial Statements**") and ending at the opening of the market on the second full trading day on the Exchange following the date of the public disclosure of the financial results for a fiscal quarter or fiscal year or date on which the Quarterly Report or Annual Financial Statements are released if no press release is disseminated (the "**Black-out Period**"); provided that such trading restriction is not applicable to purchases of common shares of the Corporation under any employee share purchase plan (a "**Share Purchase Plan**") or an automatic dividend plan or a dividend reinvestment plan (a "**DRIP**") that could be implemented by the Corporation. The Corporation is also restricted from granting securities-based incentive awards (i.e., stock options and, if and when applicable, deferred share units, performance stock units or restricted stock units, or other securities-based incentives) during a Black-out Period. Any securities-based incentive awards that are scheduled to expire during a Black-out Period will automatically be extended: (i) in accordance with the terms of the applicable securities-based incentive plans, or (ii) if such applicable securities-based incentive plans are silent on the treatment of awards that are scheduled to expire during a Black-out Period, for a period of 10 business days after the last day of the applicable Black-out Period.

Additionally, the Corporation may, at any time it deems appropriate, determine that there may be undisclosed Subject Information concerning the Corporation that makes it inappropriate for specified individuals to trade in securities of the Corporation or in the securities of any other publicly-owned company under special circumstances. In such circumstances, the Corporation may deem it appropriate to apply an extraordinary Black-out Period by issuing notice directing such specified individuals not to trade in the securities of the Corporation or in the securities of any other publicly-owned company under special circumstances, until further notice; provided that the foregoing is not applicable to any acquisition of securities pursuant to a Share Purchase Plan or a DRIP.

VII. OBLIGATION OF INSIDERS TO FILE INSIDER REPORTS

The directors and certain officers of the Corporation are considered "**Reporting Insiders**" under applicable Canadian securities legislation. If GMIN Personnel are uncertain as to whether they are Reporting Insiders, they should contact the VP Legal to confirm same.

Under applicable Canadian securities legislation, a person or corporate entity who becomes a Reporting Insider of the Corporation generally must file an insider report within 10 calendar days of the date of becoming a Reporting Insider. An insider report should be completed and filed immediately disclosing the Reporting Insider's direct or indirect beneficial ownership of or control or direction over any securities of the Corporation including, common shares, preferred shares, options, convertible debentures and awards granted under the Corporation's incentive plans, the

value of which are derived from the Corporation's common shares. In addition, a Reporting Insider whose direct or indirect beneficial ownership of or control or direction over securities of the Corporation changes must also file an insider report of the change within five calendar days of the date of the change. For instance, an insider report must be filed upon the exercise or vesting/pay-out, as applicable, cancellation or expiry of options or other incentive awards. In addition, Reporting Insiders must also file reports in respect of interest in, or right or obligation associated with, a related financial instrument involving a security of the Corporation (*i.e.*, a derivative), as well as any monetization transaction, secured loan with recourse limited to securities of the Corporation, or similar arrangement, trade or transaction that changes the Reporting Insider's economic exposure to or interest in securities of the Corporation, which may not necessarily involve a purchase or sale. Certain exemptions from the requirement to file within five days apply to automatic share purchase plans and specified issuer grants where annual summary reports are filed.

All insider reports must be filed electronically pursuant to the *System for Electronic Disclosure by Insiders ("SEDI")* via the Internet at www.sedi.ca.

Every Reporting Insider is required to complete an insider profile by completing the on-line form on the SEDI website. This insider profile will request information regarding the Reporting Insider including the Reporting Insider's name, address, telephone number and the names of the entities for which the individual is a Reporting Insider.

It is each Reporting Insider's personal responsibility to ensure that all requisite insider trading reports are filed with the appropriate securities commissions within the statutory time limits described herein and in the applicable securities legislation.

In addition to the foregoing, Reporting Insiders shall report all trades to the CFO and the VP Legal by delivering a copy of the insider trading report filed with the applicable securities commissions at the time of such filing by email. The CFO and the VP Legal will maintain a register of Reporting Insider security positions in the Corporation. Reporting Insiders must report all changes to the CFO and the VP Legal (*i.e.*, not just the net result of changes, but details of each change in a series of changes) within five calendar days of each change. Reporting Insiders must disclose ownership and the type of securities of the Corporation held and any grant or exercise of options or other awards under the Corporation's securities-based incentive plans. Transfers of securities held by a Reporting Insider in the name of an agent, nominee or custodian by a Reporting Insider must also be reported to the CFO and the VP Legal.

The CFO and the VP Legal will assist any Reporting Insider in the preparation and filing of insider reports upon request.

VIII. PRE-CLEARANCE OF TRADES

In all circumstances, for precautionary purposes, all GMIN directors and officers must obtain from the VP Legal, or in his or her absence, from the CEO, a prior written approval for any purchase, sale or disposition of securities of GMIN, including any exercise of options or other securities-

based incentives, which approval will be valid for a maximum of 10 calendar days; provided that the foregoing is not applicable to any acquisition of securities pursuant to a Share Purchase Plan or a DRIP and that compliance with applicable laws and this Policy remains the ultimate responsibility of directors and officers, notwithstanding any approval under this Section VIII.

IX. ENFORCEMENT AND POTENTIAL CIVIL AND CRIMINAL PENALTIES

All GMIN Covered Persons will be provided, from time to time, with a copy of this Policy. All GMIN Covered Persons must comply, at all times, with the present Policy.

The consequences of any activity prohibited by this Policy or otherwise failing to comply with this Policy can be severe and may give rise to disciplinary measures, up to and including termination or dismissal for a serious reason (cause), as well as legal sanctions such as fines and criminal sanctions.

X. REVIEW

On an as-needed basis, the environment, social & governance committee of the Board 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.

XI. EFFECTIVE DATE

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

SCHEDULE A
SUMMARY INSIDER TRADING REFERENCE LIST

GMIN Covered Persons may not trade or recommend/encourage others to trade in securities of GMIN or of another public company when they:

- know of any Subject Information about GMIN which has not been generally disclosed and disseminated to the public;
- know of any Subject Information about another public company which has not been generally disclosed and disseminated to the public and such persons learned of such Subject Information because of their business or dealings with GMIN or otherwise;
- have received notice that they are subject to a Black-out Period;
- have not received any requisite pre-clearance (or such pre-clearance has expired); or
- have received any other notice from the Corporation that they cannot trade in securities.

SCHEDULE B

COMMON EXAMPLES OF SUBJECT INFORMATION

Common examples of Subject Information include:

- changes in share ownership that may affect control of the Corporation;
- agreements or arrangements for joint ventures;
- major reorganizations, arrangements, amalgamations or mergers;
- takeover bids, issuer bids or insider bids on the Corporation's securities;
- public or private sale of additional securities of the Corporation;
- 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;
- earnings and other financial results, including a significant increase or decrease in near-term earnings prospects, unexpected changes in financial results for any periods or 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;
- material changes to the Corporation's assets;
- any development that affects the Corporation's technology, products or markets;
- a significant change in capital investment plans or corporate objectives;
- major labour disputes or significant disputes with major contractors, suppliers or service providers;
- significant new contracts, products, patents or services or significant losses of contracts or business;
- changes to the Board or executive management, including the departure of the CEO or the CFO (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;
- acquisitions or dispositions of material assets, property or joint venture interests;
- acquisitions of other companies, including a take-over bid for, or 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.

The foregoing examples should not be considered as an exhaustive or determinative list as to what constitutes Subject Information. Each GMIN Covered Person is individually responsible for adhering to this Policy and applicable securities laws.