



THIRD-PARTY CODE OF ETHICS AND BUSINESS CONDUCT

Dated July 15, 2024

TABLE OF CONTENTS

I.	INTRODUCTION	1
II.	SCOPE	1
III.	GENERAL PRINCIPLES	1
A.	COMPLIANCE WITH CODE	1
B.	RESPONSIBILITIES OF GMIN SUPPLIERS.....	2
IV.	CODE OF CONDUCT AND BUSINESS PRACTICES	2
A.	CONFLICTS OF INTEREST	2
B.	INTELLECTUAL PROPERTY.....	2
C.	CONFIDENTIAL INFORMATION	3
D.	INSIDER TRADING	3
E.	GIFTS AND HOSPITALITY	4
F.	PROTECTION OF THE ENVIRONMENT	4
G.	POLITICAL CONTRIBUTIONS AND ACTIVITIES	5
H.	ACCURACY OF RECORDS AND REPORTING	5
I.	RELATIONSHIP WITH PUBLIC OFFICIALS.....	5
J.	BRIBERY, CORRUPTION, KICKBACK AND FRAUD	6
K.	USE AND PROTECTION OF GMIN PROPERTY	6
L.	WORK ENVIRONMENT.....	6
M.	FITNESS FOR WORK AND CONSUMPTION OF INTOXICATING SUBSTANCES	7
N.	MODERN SLAVERY	7
V.	INCIDENT REPORTING	8
VI.	RETALIATION AND RETRIBUTION PROHIBITED.....	9
VII.	RECOURSES AND CORRECTIVE ACTION	9
VIII.	QUESTIONS.....	10
IX.	REVIEW	10
X.	EFFECTIVE DATE	10

I. INTRODUCTION

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

II. SCOPE

This Code applies to all GMIN 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, irrespective of jurisdiction (collectively, the “**GMIN Suppliers**”).

This Code applies to situations that GMIN Suppliers may encounter while conducting business with or on behalf of GMIN or engaging in related activities. As with all guidelines or principles, GMIN Suppliers are expected to use their own good judgment, having regard to these standards, to determine the best course of action for specific situations.

III. GENERAL PRINCIPLES

This Code outlines the general principles as well as certain specific requirements that should guide GMIN Suppliers when conducting business with or on behalf of GMIN or when engaging in related activities. It provides a framework for reflection and decision-making, while emphasizing honesty and professional responsibility.

A. Compliance with Code

All GMIN Suppliers must provide their employees, consultants, suppliers, and representatives with a copy of this Code or otherwise cause them to take cognizance thereof and must ensure that they understand and comply with the obligations set forth herein.

Laws and customs vary throughout a country and the world. While conducting business with or on behalf of GMIN or engaging in related activities, all GMIN Suppliers 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 with or on behalf of GMIN or engaging in related activities, it is imperative that GMIN Suppliers comply with this Code and all legal requirements, applicable laws and regulations.

If any GMIN Supplier has questions about any section of this Code, he, she or it should direct all such questions to the appropriate person set forth in Section V.

IF GMIN SUPPLIERS 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 SECTION V.

B. Responsibilities of GMIN Suppliers

While acting on behalf of the Corporation, GMIN Suppliers are expected to:

- perform their duties with fairness and integrity;
- make consistent efforts to achieve GMIN's objectives;
- understand and comply with this Code;
- perform their job competently;
- be accountable for their behaviours and actions;
- embrace GMIN's values, principles and standards upon which its reputation rests;
- conduct their activities and business in accordance with high standards and best practices to promote sound environmental stewardship;
- act promptly and advise the appropriate person set forth in Section V upon becoming aware of a suspicious activity, risky situation or breach of this Code; and
- cooperate in the event of an investigation regarding any violations of this Code.

GMIN Suppliers that violate this Code will be subject to recourses by GMIN, which can include the resiliation of their contract.

IV. CODE OF CONDUCT AND BUSINESS PRACTICES

A. Conflicts of Interest

When performing work for or on behalf of the Corporation, GMIN Suppliers must act honestly and in good faith with a view to the best interests of the Corporation. GMIN Suppliers must avoid conflicts of interest in the performance of their duties to the Corporation, whether they are real or perceived. A conflict of interest is deemed any situation or arrangement where a GMIN Supplier's personal activities or other business interests conflict with his, her or its obligations, responsibilities or commitments to the Corporation.

If GMIN Suppliers have doubts or suspect a possible conflict of interest related to GMIN's business, they are encouraged to discuss such doubts or suspicions with the appropriate person set forth in Section V.

B. Intellectual Property

All GMIN Suppliers have the responsibility to protect and preserve GMIN's intellectual property (which includes, but is not limited to, trademarks, copyrights, trade secrets, know-how, methods, and procedures). 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 Corporation's prior written approval.

GMIN Suppliers should have appropriate policies and procedures in place to ensure that intellectual property is kept protected, secure and confidential. In addition, GMIN Suppliers must continue to protect GMIN intellectual property even after the termination of their business relationship with the Corporation.

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, all information, in whatever form, communicated or maintained, whether orally, in writing, electronically, in computer readable format or otherwise, not publicly disclosed, or otherwise not in the public domain, 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 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 and its current and future subsidiaries and concerning all of their directors, officers and employees, irrespective of jurisdiction; 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 Suppliers must preserve the confidentiality of such information and shall not at any time, both during and after being a GMIN Supplier, 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 Suppliers shall not use or disclose such confidential information to the Corporation's detriment. GMIN Suppliers 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 termination of their business relationship with GMIN or any subsidiary thereof.

D. Insider Trading

GMIN Suppliers must have policies and procedures in place to provide for appropriate restrictions on, while in possession of material non-public information concerning the Corporation:

- trading in the Corporation's securities;
- communicating such information to others; and
- encouraging or recommending that others trade in the Corporation's securities.

GMIN Suppliers are expected to abide by applicable securities legislation in regard to the foregoing.

E. Gifts and Hospitality

GMIN Suppliers must always comply with the following principles when giving, offering, accepting, or exchanging gifts, meals, travel, accommodation and/or entertainment (collectively, **“Gifts and Hospitality”**) on behalf of or related to GMIN. GMIN Suppliers must always:

- ensure that the Gifts and Hospitality comply with all applicable laws and regulations;
- ensure that the Gifts and Hospitality comply with this Code;
- ensure that the Gifts and Hospitality are reasonable in value, auditable and appropriate to the occasion and the roles of those involved;
- be honest and transparent when exchanging Gifts and Hospitality; and
- record the given Gifts and Hospitality accurately in their books and records.

In addition, GMIN Suppliers must never:

- offer or accept Gifts and Hospitality that are illegal, indecent, or offensive in any way, or otherwise violate this Code;
- exchange Gifts and Hospitality for any improper advantage or influence over a business relationship;
- request Gifts and Hospitality from anyone;
- exchange Gifts and Hospitality when doing so would raise questions about conflicts of interest; or
- give, offer, accept, or exchange cash or cash equivalents on behalf of GMIN.

Given that relationships with Public Officials (as defined hereinafter) may give rise to an appearance of impropriety, GMIN expects full transparency from GMIN Suppliers in such respect to ensure that the inherent risks can be assessed and properly managed. Accordingly, prior written approval from the Corporation must be obtained before offering or giving any Gifts and Hospitality to Public Officials in relation to GMIN or its business.

F. 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. GMIN Suppliers are expected to be alert to environmental issues and have a responsibility to work in an environmentally responsible manner in accordance with high ethical standards and using the best available, technically proven and economically feasible measures. GMIN Suppliers must be committed to minimal discharge into the environment, zero harm to people and promoting a

positive culture of protecting the environment through effective communication, participation and consultation in the workplace.

Accordingly, the Corporation requires that GMIN Suppliers endeavour to adhere to the following practices, as applicable based on their activities:

- design and implement environmental protection measures to minimize the environmental impact of their activities to neighbouring communities, to the fullest technically and economically feasible extent;
- integrate environmental risk management, evaluate its performance, and promote continuous improvement with a view to minimizing environmental hazards and risks that are inherent to GMIN's activities and business;
- preserve natural resources through the adoption of energy efficient technology, process improvements and minimization of water usage;
- adopt and uphold practices of minimization, waste avoidance, reuse, recycling, innovation, and beneficial utilization to minimize discharge and disposal into the environment;
- continually improve approaches to hazardous materials management to eliminate waste or reduce volumes, and protect human health and the environment during transportation, storage, use, recycle and disposal thereof;
- participate in GMIN training, and develop and implement their own emergency response plans, where necessary; and
- develop, implement, and uphold safety management systems aligned with GMIN's commitments and beliefs, including by maintaining and nurturing an incident reporting culture.

G. Political Contributions and Activities

GMIN Suppliers 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 any political processes.

H. Accuracy of Records and Reporting

GMIN Suppliers must always maintain complete and accurate books, records and documents in accordance with generally accepted record keeping principles.

I. Relationship with Public Officials

GMIN Suppliers must exercise good judgment and comply with all applicable anti-bribery and corruption laws in their interactions with Public Officials on GMIN's behalf. 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.

All GMIN Suppliers engaged in business with Public Officials must know and abide by the specific rules and regulations covering relations with such public agencies, including lobbying laws and rules. GMIN Suppliers must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to bribe, corrupt or improperly influence Public Officials.

J. Bribery, Corruption, Kickback and Fraud

The Corporation has a zero-tolerance approach towards bribery, corruption, and fraud. GMIN Suppliers shall not provide bribes, “kickbacks”, or other payments designed to influence or compromise the conduct of a recipient, including a Public Official or any other person. Such behaviour will result in recourses by GMIN, which can include the resiliation of contract for serious reason and may be disclosed to the authorities. In addition, it is important that all GMIN Suppliers are aware of and comply with all laws and policies aimed at detecting and deterring money laundering and terrorist financing activities.

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

GMIN Suppliers are prohibited from making facilitation payments in relation to GMIN or its business, in accordance with the provisions of the *Corruption of Foreign Public Officials Act* (Canada). Facilitation payments are payments made to expedite or secure the performance by a Public Official of any act of a routine nature that is part of a Public Official’s duties or functions.

K. Use and Protection of GMIN Property

All GMIN Suppliers 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.

L. Work Environment

The Corporation is committed to:

- providing equal opportunity for all people without regard to race, colour, sex, gender identity or expression, pregnancy, sexual orientation, civil status, age (except as provided by law), religion, political convictions, language, ethnic or national origin, social condition, handicap, or the use of any means to palliate a handicap;

- maintaining a respectful workplace free from violence, harassment (including psychological and sexual harassment) and discrimination;
- maintaining a safe and collegial work environment and striving to ensure that all personnel, GMIN Suppliers, vendors and other individuals who have a relationship with the Corporation be treated with courtesy and respect at all times; and
- providing a healthy and safe work environment.

The Corporation expects all its GMIN Suppliers to demonstrate similar commitments to its personnel.

M. Fitness for Work and Consumption of Intoxicating Substances

The Corporation has a zero-tolerance approach regarding the use of Alcohol or Drugs (as defined herein) when engaging in the Corporation's business. While on a Corporation's worksite or while working or providing services on behalf of the Corporation, GMIN Suppliers are expected to be able to perform their work or services safely and without any limitations or impairment due to the use or after-effects of Alcohol or Drugs. More specifically, GMIN Suppliers shall not:

- attend the Corporation's worksites or provide services on behalf of the Corporation while their ability is adversely affected because of the use of Alcohol or Drugs;
- use, possess or offer for sale Alcohol or Drugs while on a Corporation's worksite; or
- possess consumer materials on a Corporation's worksite.

For the purpose of this Code, "**Alcohol**" means any substance that may be consumed and that has an alcoholic content in excess of 0.5 per cent by volume, and "**Drugs**" means any substance, including, but not limited to, illicit drugs, medications, and including marijuana/cannabis, whether or not it is classified as an authorized drug or controlled substance under applicable laws, the use of which has the potential to change or adversely affect the way a person thinks, feels or acts.

GMIN Suppliers are responsible for ensuring that all their representatives or employees who will be required to attend the Corporation's worksites or to conduct business or provide services on behalf of the Corporation are aware of the Corporation's expectations and zero-tolerance approach regarding the use of Alcohol or Drugs and that they have agreed to conduct themselves accordingly. GMIN Suppliers are also responsible for ensuring that their representatives or employees will not attend the Corporation's worksites or conduct business or provide services on behalf of the Corporation while their ability is adversely affected because of the use of Alcohol or Drugs.

N. 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.

The Corporation expects all GMIN Suppliers to be committed to preventing Modern Slavery in their respective operations and to help prevent and reduce the risk of Modern Slavery in its supply chain. GMIN Suppliers must not use or tolerate the use of Modern Slavery. They must also have appropriate policies and take adequate measures, including appropriate due diligence, to prevent Modern Slavery in their operations and supply chains for GMIN. Any use of Modern Slavery may result in recourses by GMIN, which can include resiliation of contract for serious reason, and may be disclosed to the authorities.

GMIN Suppliers who present a higher risk of Modern Slavery may be required to provide records of their efforts to eliminate Modern Slavery in their supply chain or complete an additional attestation when reasonably requested by GMIN.

V. INCIDENT REPORTING

GMIN Suppliers have an obligation to immediately report any situation of known or suspected acts of misconduct or other violations of this Code, misappropriation of business property or any other illegal or unethical behaviour related to GMIN's business (any such event being referred to as an "Incident").

GMIN Suppliers who find their concerns about an Incident not satisfactorily addressed by their contact at the Corporation or who feel that the seriousness and sensitivity of the issues or people involved require that the reporting of such questionable event should not be addressed to their contact at the Corporation, should file a complaint, which can be filed anonymously, with the vice president, legal affairs & corporate secretary of the Corporation (the "**Whistleblowing Officer**") at: mdagenais@gminingventures.com.

Incidents that may involve the Whistleblowing Officer or any other officer of the Corporation may be reported anonymously by sending an e-mail to: ethics@gminingventures.com. Only the lead director of the Board (the "**Lead Director**"), the chief executive officer of the Corporation (the "**CEO**") and the corporate secretary of the Corporation or, if no Lead Director is appointed, the chair of the Board (the "**Chair**") will have access to the emails received at such email address.

While reports may be made anonymously, the Corporation encourages GMIN Suppliers to identify themselves when making a report since it can facilitate investigations and may lead to a quicker resolution of the reported situation. Every effort will be made by the Corporation to keep the identity of any individual who makes a report confidential, consistent with applicable legal requirements.

All Incidents reported to the Whistleblowing Officer or, as applicable, the Lead Director or the Chair, whether anonymous or not, will also be forwarded directly to (i) the chair of the audit & risk committee of the Board (the "**Audit Chair**") for Incidents relating to financial reporting and related issues, or (ii) the chair of the environment, social & governance committee of the Board (the "**ESG Chair**") for all other Incidents, unless such Incident report names the Audit Chair or the ESG Chair, as applicable.

VI. RETALIATION AND RETRIBUTION PROHIBITED

The Corporation does not tolerate acts of retaliation or retribution against any person who makes a good faith report of a known or suspected Incident. Every effort will be made by the Corporation to ensure the protection from any form of retribution or retaliation made against any GMIN Suppliers or other individuals as a result of any such good faith report. Any GMIN Supplier who believes in good faith that any such act of retaliation or retribution has been committed or is about to be committed should promptly report it to the appropriate reporting channel described above. GMIN Suppliers found to have retaliated or sought retribution against an individual having made a good faith report of a known or suspected Incident, even if such report is ultimately mistaken, will face appropriate recourses and/or corrective action.

VII. RECOURSES AND CORRECTIVE ACTION

1. Recourses and/or corrective actions will be taken against any GMIN Suppliers that are engaged, without limitation, in any of the following:
 - violated the Code or asked others to violate same;
 - disregarded proper procedures or asked others to violate same;
 - deliberately failed to promptly report an Incident or withheld relevant information concerning an Incident;
 - failed to cooperate in the investigation of a known or suspected Incident; or
 - acted against any person who reported an Incident, whether through this Code, the code of ethics and business conduct of the Corporation or otherwise.
2. The Corporation will determine the appropriate steps to undertake to determine what, if any, recourses and/or corrective actions will be taken in respect of any Incident. This may include input from the Board, its committees or their respective chairs, the Lead Director, the Chair, the CEO or the chief financial officer of the Corporation.
3. Recourses and corrective actions, if appropriate, may include a warning or resiliation of contract for serious reason. In the event that an investigation establishes that GMIN Suppliers have engaged in conduct or actions constituting retribution or retaliation in violation of this Code, the Corporation will take immediate and appropriate recourses or corrective action, as set forth above.
4. In addition to any recourses or corrective action taken by the Corporation, violations of this Code or any portion hereof may require restitution or may lead to civil or criminal action against GMIN Suppliers. Conduct contrary to this Code or any portion hereof may

constitute a violation of federal, provincial or other laws and may be the basis for legal action against the offending GMIN Suppliers by the Corporation and/or others.

5. In the event that the investigation reveals that an Incident was frivolously reported or reported for improper motives or made in bad faith, recourses and corrective action may be taken as appropriate in the circumstances.
6. The Corporation will retain, as part of its records, any reported Incidents and records related thereto, any resulting investigation and any recourses, in accordance with its records retention policy.

VIII. QUESTIONS

A copy of this Code shall be made available to all GMIN Suppliers and on the website of the Corporation.

Unless otherwise specified herein, any questions with respect to the interpretation or application of this Code must be directed to the GMIN Supplier's contact at the Corporation or to the Whistleblowing Officer at: mdagenais@gminingventures.com.

IX. REVIEW

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

X. EFFECTIVE DATE

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