



POSITION DESCRIPTION OF THE CHAIR OF THE BOARD OF DIRECTORS

Dated July 15 , 2024

I. INTRODUCTION

The chair (the “**Chair**”) of the board of directors (the “**Board**”) of G Mining Ventures Corp. (the “**Corporation**”), is responsible for effectively managing the affairs of the Board and ensuring that the Board is properly organized and functions efficiently.

II. KEY RESPONSIBILITIES

The Chair shall be responsible for:

1. providing leadership to the Board;
2. overseeing the development and effectiveness of the Board and ensuring that it meets its obligations and responsibilities;
3. enabling, with the chief executive officer of the Corporation (the “**CEO**”), the Board to fulfill its supervision function;
4. working with the lead director of the Board (the “**Lead Director**”) to ensure that the appropriate committee structure is in place and assisting the environment, social & governance committee of the Board in making recommendations for appointment to such committees and the appointment of the chairs thereof;
5. except where matters fall within the mandate of the Lead Director, monitoring and coordinating the functions of the Board with management of the Corporation;
6. working closely with the CEO in order to ensure effective Board communication with sufficient, timely information on all material aspects of the Corporation’s operations and financial affairs, as well as other matters relevant to the Corporation, and ensuring that the focus of Board meetings is on the right issues;
7. chairing all Board and shareholders’ meetings, other than in camera meetings or portions of such meetings in respect of which the Chair is conflicted;
8. ensuring that adequate advance information is distributed to the directors and that the Board receives regular updates on all issues important to the affairs of the Corporation;
9. meeting with members of the Board and each committee of the Board to ensure full utilization of individual capacities and the optimum performance of the Board and each of its committees;
10. assisting the committees of the Board and committee chairs in bringing important issues forward to the Board for consideration and resolution;
11. reviewing progress made by management of the Corporation in executing the Board’s decisions and plans in conformity with the Corporation’s policies;

12. being available to provide counsel to management of the Corporation on major policy issues such as acquisitions, divestitures and financial structure;
13. participating in external activities involving the representation of the Corporation to its major stakeholders, including its shareholders, the financial community, governments and the public;
14. ensuring minutes of the Board meetings are available in a timely manner;
15. ensuring that the committees of the Board report to the Board on their activities;
16. in consultation with the other members of the Board, including the Lead Director, the CEO and the corporate secretary of the Corporation (the “**Corporate Secretary**”), preparing the agenda for each meeting of the Board;
17. together with the Lead Director and the CEO, as applicable, assisting the chair of each committee of the Board in ensuring that there is an effective relationship between management and the members of each such committee;
18. together with the Lead Director, the Corporate Secretary, the CEO and, in respect of the audit & risk committee of the Board, the chief financial officer of the Corporation (the “**CFO**”), assisting the chair of each committee of the Board in determining the frequency, dates and locations of meetings for each such committee;
19. assisting the chair of each committee of the Board in ensuring that all items requiring each such committee’s approval are appropriately tabled;
20. together with the CEO, the CFO and the vice president, legal affairs of the Corporation, acting as one of the principal spokespersons of the Corporation and communicating effectively with the financial and investment community, shareholders, the public in general and key stakeholders more specifically;
21. encouraging full participation and discussion by individual directors, stimulating debate, facilitating consensus, and ensuring that clarity regarding decisions is reached and duly recorded; and
22. at the request of the Board, undertaking specific assignments for the Board.

III. EFFECTIVE DATE

This position description of the Chair was approved by the Board on July 15, 2024.