



POSITION DESCRIPTION OF THE LEAD DIRECTOR OF THE BOARD OF DIRECTORS

Dated July 15, 2024

I. INTRODUCTION

The lead director (the “**Lead Director**”) of the board of directors (the “**Board**”) of G Mining Ventures Corp. (the “**Corporation**”) is responsible for facilitating the functioning of the Board independently of management of the Corporation and providing independent leadership to the Board.

II. KEY RESPONSIBILITIES

The Lead Director is responsible for:

1. providing leadership to ensure that the Board functions independently of management and other non-independent directors;
2. providing leadership to foster the effectiveness of the Board;
3. working with the chair of the Board (the “**Chair**”) 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;
4. recommending to the Chair items for consideration on the agenda for each meeting of the Board;
5. observing and commenting, where necessary, to the Chair on the quality, quantity and timeliness of information provided by management to the independent directors;
6. calling, where necessary, the holding of special meetings of the Board, outside directors or independent directors, with appropriate notice, and establishing an agenda for such meetings in consultation with the other outside or independent directors, as applicable;
7. in the absence of the Chair and the vice chair of the Board, chairing Board meetings, including providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual directors and confirming that clarity regarding decision-making is reached and accurately recorded; in addition, chairing each Board meeting at which only outside directors or independent directors are present;
8. consulting and meeting with any or all of the independent directors, at the discretion of either party and with or without the attendance of the Chair, and representing such directors, where necessary, in discussions with management on corporate governance issues and other matters;
9. ensuring that the members of the Board and its committees are familiar with their duties and with obligations under their respective charters and applicable law;

10. together with the Chair and the chief executive officer of the Corporation (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;
11. together with the Chair, the corporate secretary of the Corporation and, in respect of the audit & risk committee of the Board, the chief financial officer of the Corporation, assisting the chair of each committee of the Board in determining the frequency, dates and locations of meetings of each such committee;
12. working with the Chair and the CEO to ensure that the Board is provided with the resources, including external advisors and consultants to the Board, as considered appropriate to permit it to carry out its responsibilities and bringing to the attention of the Chair and the CEO any issues that are preventing the Board from being able to carry out its responsibilities; and
13. conducting peer reviews through a process involving meeting with each director individually, which will be conducted to coincide with the formal survey of Board effectiveness.

III. EFFECTIVE DATE

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