



# POSITION DESCRIPTION OF THE CHIEF EXECUTIVE OFFICER

Dated July 15, 2024

## **I. INTRODUCTION**

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The chief executive officer (the “**CEO**”) of G Mining Ventures Corp. (the “**Corporation**”) is responsible for the general direction and management of the business and affairs of the Corporation in accordance with the corporate strategy and objectives approved by the board of directors of the Corporation (the “**Board**”), within the authority limitations delegated by the Board. The CEO develops the strategic direction of the Corporation to create sustainable long-term shareholder value.

## **II. KEY RESPONSIBILITIES**

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### **A. Board Support**

The CEO shall be responsible for:

1. enabling, with the chair of the Board (the “**Chair**”), the Board to fulfill its supervision function;
2. working closely with the Chair 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;
3. providing timely advice to the Board, on both internal and external matters, that the Board may require to make fully-informed decisions regarding the Corporation’s business or affairs;
4. providing reports that allow the Board to assess the financial status of the Corporation, the general well-being of its workforce and progress in meeting its corporate goals and objectives;
5. considering, and recommending to the Board for approval, key policy statements, overseeing their implementation, and taking all reasonable steps to inform the Board of all material deviations from said policies;
6. acting as the principal representative of management and as intermediary between management and the Board;
7. together with the Chair and the lead director of the Board (the “**Lead Director**”), 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; and
8. together with the Chair, the Lead Director, the corporate secretary of the Corporation 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 of each such committee.

### **B. Corporate Strategy and Leadership**

The CEO shall be responsible for:

1. developing and recommending to the Board a corporate strategy designed to achieve sustained, profitable growth with an objective of maximizing value and ensuring the long-term success of the business;
2. reviewing and reporting regularly to the Board on the Corporation's progress against its objectives and all material deviations from such objectives and strategies, including any proposed changes as required, while informing the Board in early stages of the strategic plan development;
3. overseeing the management of the Corporation's subsidiaries, when applicable, to ensure that their operations are in line with the Corporation's strategic plan;
4. assisting the Board in the identification of the principal risks associated with the Corporation's business and ensure that proper procedures are established to mitigate the impact of these risks in the best interest of the shareholders; and
5. leading and overseeing the required interfaces between the Corporation, its stakeholders and the external constituencies.

#### **C. Human Resources Management and Integrity**

The CEO shall be responsible for:

1. providing leadership to the management teams;
2. managing key resources of the Corporation, including financial, human and other resources to implement and achieve the Corporation's strategic plan and ensure the implementation of effective control, monitoring and performance standards and systems relative to the utilization of all corporate resources for greater success and effectiveness;
3. fostering a corporate culture that promotes ethical practices and integrity and maintains a positive work environment in an effort to attract, motivate and retain top talent at all levels in the Corporation;
4. recruiting and managing an effective and appropriate senior leadership team, after consideration of the objectives of the diversity policy of the Corporation (the "**Diversity Policy**");
5. establishing and maintaining succession plans for current and future potential senior management positions, to be approved by the Board, after consideration of the objectives of the Diversity Policy; and
6. making recommendations to the Board with respect to human resources matters.

#### **D. Financial Leadership**

The CEO shall be responsible for:

1. overseeing the development of an annual business plan that supports the strategic direction to be approved by the Board, which shall include the development of: (i) annual operating forecasts of revenue, expenditures, operational results and financial performance, (ii) an effective oversight of the capital structure and ongoing financial management of the Corporation, and (iii) appropriate and strategic deployment of the Corporation's capital;
2. effectively managing the Corporation's financial and physical resources;
3. identifying and securing financial resources; and
4. ensuring that effective control and coordination mechanisms for all operations and activities are in place, including the establishment and development of effective internal controls over financial reporting and mechanisms providing for the ongoing integrity of the Corporation's management information systems and enabling the preparation of financial statements that fairly reflect the Corporation's financial situation.

#### **E. Compliance & Governance**

The CEO shall be responsible for:

1. ensuring that all operations and activities of the Corporation are conducted in accordance with laws, regulations, the Corporation's code of ethics and business conduct, disclosure and trading policies, sound business practices and in accordance with any policies and practices approved by the Board;
2. fostering a high-performance corporate culture that promotes ethical practices and encourages individual integrity, accountability, and social responsibility, and ensuring every officer of the Corporation acts honestly and in good faith with a view to the best interests of the Corporation;
3. sitting on the Corporation's disclosure management committee; and
4. in the absence of the vice president, legal affairs of the Corporation (the "**VP Legal**"), pre-clearing any purchase, sale or disposition of securities of the Corporation by its directors and officers.

#### **F. Community and Public Relations**

The CEO shall be responsible for:

1. together with the Chair, the CFO and the VP Legal, 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;

2. ensuring effective communication and appropriate relationships are maintained with all the stakeholders of the Corporation and investors; and
3. performing such other duties as are prescribed from time to time by the Board.

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### III. DIRECTORSHIP

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The CEO shall submit to the environment, social & governance committee of the Board any offer to join an outside board of directors to ensure that such additional directorship will not impair the ability to adequately fulfill the responsibilities assigned to the CEO by the Corporation.

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### IV. PERFORMANCE ASSESSMENT

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The remuneration committee of the Board (the “**Remuneration Committee**”) shall review and recommend to the Board the annual objectives for which the CEO is responsible. At the end of the year, the Remuneration Committee shall evaluate the performance of the CEO, including the assessment of such objectives for the year and recommend the CEO’s compensation to the Board.

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### V. EFFECTIVE DATE

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