

GOLD MINING

GOLDMINING INC.

NOTICE-AND-ACCESS NOTICE TO SHAREHOLDERS

The annual general meeting of Shareholders of GoldMining Inc. (the "**Corporation**") will be held at 1000 Cathedral Place, 925 West Georgia Street, Vancouver, British Columbia, Canada, on Thursday, May 24, 2018, at 12:00 p.m. (Vancouver time) (the "**Meeting**") for the following purposes:

1. **Financial Statements:** to receive the financial statements of the Corporation for its last financial year, together with the report of the auditors thereon;
2. **Election of Directors:** to elect and fix the number of directors of the Corporation for the ensuing year - see "Election of Directors" in the Corporation's Management Information Circular dated March 29, 2018 (the "**Circular**");
3. **Appointment of Auditors:** to reappoint Ernst & Young LLP as auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration - see "Appointment of Auditors" in the Circular;
4. **Approval of Option Plan:** to consider and, if thought appropriate, approve an ordinary resolution ratifying, affirming and approving the continued use of the amended and restated stock option plan of the Corporation dated October 18, 2016 - see "Approval of Option Plan" in the Circular; and
5. **Other Business:** to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof - see "Other Business" in the Circular.

Pursuant to an exemption obtained by the Corporation under the *Canada Business Corporations Act* (the "**CBCA**"), the Corporation is using notice-and-access to provide shareholders with electronic access to the Notice of Meeting and Circular (collectively, the "**Meeting Materials**"), instead of mailing paper copies. The Meeting Materials are available on the Corporation's website at http://www.goldmining.com/_resources/2018_AGM_material.pdf and under the Corporation's profile on www.sedar.com. The use of the notice-and-access provisions reduces costs to the Corporation.

To request a paper copy of the Meeting Materials by mail or to receive additional information about notice-and-access please call the Corporation at toll free 1-855-630-1001 (extension 409). There is no cost to you for requesting a paper copy of the Meeting Materials. Any Shareholder wishing to request a paper copy of the Meeting Materials should do so by 4:00 p.m. (Vancouver time) on May 10, 2018 in order to receive and review the Meeting Materials and submit their vote by 12:00 p.m. on May 22, 2018 as set out in the proxy or voting instruction form accompanying this Notice. Please retain the proxy or voting instruction form accompanying this Notice as another will not be sent.

Registered Shareholders are entitled to vote at the Meeting in person or by proxy. Registered Shareholders who are unable to attend the Meeting, or any adjournment(s) or postponement(s) thereof, are requested to complete, sign, date and return the proxy accompanying this Notice in accordance with the instructions set out therein. A proxy will not be valid unless it is received by Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto,

Ontario M5J 2Y1 by 12:00 p.m. (Vancouver time) on May 22, 2018 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting or any adjournment(s) or postponement(s) thereof.

Non-registered Shareholders who received a voting instruction form accompanying this Notice through a broker or other intermediary must deliver the voting instruction form in accordance with the instructions provided by such intermediary. Non-registered Shareholders must make additional arrangements through such intermediary to vote in person at the Meeting.

Shareholders are reminded to review the Meeting Materials prior to voting.

DATED at Vancouver, British Columbia, this 29th day of March, 2018.

BY ORDER OF THE BOARD OF DIRECTORS

/s/ Amir Adnani
Amir Adnani, Chairman