

**GOLDMINING INC.  
QUALIFICATION CERTIFICATE**

To: British Columbia Securities Commission  
Alberta Securities Commission  
Ontario Securities Commission  
Financial and Consumer Affairs Authority of Saskatchewan  
The Manitoba Securities Commission  
Autorité des marchés financiers  
Financial and Consumer Services Commission (New Brunswick)  
Nova Scotia Securities Commission  
Financial and Consumer Services Commission (Prince Edward Island)  
Office of the Superintendent of Securities Service, Newfoundland and Labrador  
Office of the Yukon Superintendent of Securities  
Office of the Superintendent of Securities, Nunavut  
Office of the Superintendent of Securities (Northwest Territories)

Dear Sirs/Mesdames:

**Re: GoldMining Inc. (the "Issuer") – Preliminary Short Form Base Shelf Prospectus dated October 27, 2023 (the "Preliminary Prospectus")**

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In accordance with the requirements of Subsection 4.1(a)(ii) of National Instrument 44-101 – *Short Form Prospectus Distributions* ("NI 44-101"), the Issuer hereby confirms it is relying upon the qualification criteria set out in Section 2.2 of NI 44-101 and in Section 2.2(1) of National Instrument 44-102 – *Shelf Distributions* in order to be qualified to file the Preliminary Prospectus in the form of a short form prospectus that is a preliminary base shelf prospectus (the "**Qualification Criteria**").

In connection with the filing by the Issuer of the Preliminary Prospectus, the undersigned, in his capacity as the chief financial officer of the Issuer, hereby certifies that:

- (a) the Issuer has satisfied all of the Qualification Criteria; and
- (b) all of the material incorporated by reference in the Preliminary Prospectus and not previously filed is being filed with the Preliminary Prospectus.

DATED this 27th day of October, 2023

/s/ "Pat Obara"  
Name: Pat Obara  
Title: Chief Financial Officer