

December 20, 2024

VIA SEDAR+

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

Dear Sirs/Mesdames:

Re: GoldMining Inc. (the “Company”)

Prospectus Supplement dated December 20, 2024 (the “Prospectus Supplement”) to the Short Form Base Shelf Prospectus of the Company dated November 24, 2023.

We refer to the Prospectus Supplement qualifying the distribution of common shares of the Corporation having an aggregate sale price of up to US\$50,000,000 (or the equivalent in Canadian dollars).

We, as Canadian counsel to the Agents (as such term is defined in the Prospectus Supplement), hereby consent to the references to and use of our opinions under the headings "*Certain Canadian Federal Income Tax Considerations*" and "*Eligibility for Investment*", and the references to our firm name under the headings "*Documents Filed as Part of the Registration Statement*" and "*Legal Matters*" in the Prospectus Supplement.

We confirm that we have read the Prospectus Supplement and that we have no reason to believe that there are any misrepresentations in the information contained therein that are:

1. derived from our opinions referred to above, or
2. within our knowledge as a result of the services we performed in connection with such opinions.

Yours truly,

“*Gowling WLG (Canada) LLP*”