

FORM 62-103F1

REQUIRED DISCLOSURE UNDER THE EARLY WARNING REQUIREMENTS

Item 1 – Security and Reporting Issuer

1.1 State the designation of securities to which this report relates and the name and address of the head office of the issuer of the securities.

Common shares (the “GMIN Shares”) of G Mining Ventures Corp. (“GMIN”).

G Mining Ventures Corp.
Suite 210, 7900, W. Taschereau Blvd.
D Building
Brossard, Québec
Canada J4X 1C2

1.2 State the name of the market in which the transaction or other occurrence that triggered the requirement to file this report took place.

See Item 2.2.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

Eldorado Gold Corporation (“Eldorado”)
1188 Bentall 5, 550 Burrard Street
Vancouver, BC V6C 2B5

Eldorado is a gold and base metals producer with mining, development and exploration operations in Turkey, Canada, Greece, and Romania. Eldorado is incorporated under the laws of Canada and is listed on the Toronto Stock Exchange and the New York Stock Exchange.

2.2 State the date of the transaction or other occurrence that triggered the requirement to file this report and briefly describe the transaction or other occurrence.

Pursuant to a share purchase agreement between Eldorado, GMIN and certain others dated August 8, 2021, GMIN acquired all of Eldorado’s property, assets, and rights related to the Tocantinzinho Gold Project (“TZ”) through the acquisition of all the issued and outstanding shares of Brazauro Recursos Minerais S.A. (the “Acquisition”)

The consideration for the Acquisition received by Eldorado included upfront consideration paid on completion of the Acquisition comprised of (i) the issuance to Eldorado of 46,926,372 GMIN Shares equal to 19.9% of the issued and outstanding GMIN Shares at closing of the Acquisition (ii) a cash payment of \$US 20 million. Eldorado will also receive deferred consideration of US\$60 million in cash to be paid

subject to TZ commencing commercial production, payable on the first anniversary of commercial production (“Deferred Consideration”). GMIN has the option to defer 50% of the Deferred Consideration at a cost of US\$5 million, in which case US\$30 million is payable upon the first anniversary of the commencement of commercial production and US\$35 million is payable upon the second anniversary of the commencement of commercial production.

The GMIN Shares were issued at the offer price of C\$0.924 per GMIN Share for an aggregate deemed value of US\$34.7 million.

2.3 State the names of any joint actors.

Not applicable.

Item 3 – Interest in Securities of the Reporting Issuer

3.1 State the designation and number or principal amount of securities acquired or disposed of that triggered the requirement to file the report and the change in the acquiror’s securityholding percentage in the class of securities.

Eldorado acquired ownership of 46,926,372 GMIN Shares upon completion of the Acquisition described in Item 2.2. Prior to the Acquisition, Eldorado did not own any GMIN Shares and following such acquisition, Eldorado owns 19.9% of the outstanding GMIN Shares.

3.2 State whether the acquiror acquired or disposed ownership of, or acquired or ceased to have control over, the securities that triggered the requirement to file the report.

See Item 3.1.

3.3 If the transaction involved a securities lending arrangement, state that fact.

Not applicable.

3.4 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities, immediately before and after the transaction or other occurrence that triggered the requirement to file this report.

See Item 3.1.

3.5 State the designation and number or principal amount of securities and the acquiror’s securityholding percentage in the class of securities referred to in Item 3.4 over which

- (a) the acquiror, either alone or together with any joint actors, has ownership and control,

See Item 3.1.

- (b) **the acquiror, either alone or together with any joint actors, has ownership but control is held by persons or companies other than the acquiror or any joint actor, and**

See Item 3.1.

- (c) **the acquiror, either alone or together with any joint actors, has exclusive or shared control but does not have ownership.**

See Item 3.1.

- 3.6 If the acquiror or any of its joint actors has an interest in, or right or obligation associated with, a related financial instrument involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the related financial instrument and its impact on the acquiror's securityholdings.**

Not applicable.

- 3.7 If the acquiror or any of its joint actors is a party to a securities lending arrangement involving a security of the class of securities in respect of which disclosure is required under this item, describe the material terms of the arrangement including the duration of the arrangement, the number or principal amount of securities involved and any right to recall the securities or identical securities that have been transferred or lent under the arrangement.**

State if the securities lending arrangement is subject to the exception provided in section 5.7 of NI 62-104.

Not applicable.

- 3.8 If the acquiror or any of its joint actors is a party to an agreement, arrangement or understanding that has the effect of altering, directly or indirectly, the acquiror's economic exposure to the security of the class of securities to which this report relates, describe the material terms of the agreement, arrangement or understanding.**

Not applicable.

Item 4 – Consideration Paid

- 4.1 State the value, in Canadian dollars, of any consideration paid or received per security and in total.**

See Item 2.2.

- 4.2 In the case of a transaction or other occurrence that did not take place on a stock exchange or other market that represents a published market for the securities,**

including an issuance from treasury, disclose the nature and value, in Canadian dollars, of the consideration paid or received by the acquiror.

See Item 4.1.

4.3 If the securities were acquired or disposed of other than by purchase or sale, describe the method of acquisition or disposition.

Not applicable.

Item 5 – Purpose of the Transaction

State the purpose or purposes of the acquiror and any joint actors for the acquisition or disposition of securities of the reporting issuer. Describe any plans or future intentions which the acquiror and any joint actors may have which relate to or would result in any of the following:

- (a) the acquisition of additional securities of the reporting issuer, or the disposition of securities of the reporting issuer;**
- (b) a corporate transaction, such as a merger, reorganization or liquidation, involving the reporting issuer or any of its subsidiaries;**
- (c) a sale or transfer of a material amount of the assets of the reporting issuer or any of its subsidiaries;**
- (d) a change in the board of directors or management of the reporting issuer, including any plans or intentions to change the number or term of directors or to fill any existing vacancy on the board;**
- (e) a material change in the present capitalization or dividend policy of the reporting issuer;**
- (f) a material change in the reporting issuer's business or corporate structure;**
- (g) a change in the reporting issuer's charter, bylaws or similar instruments or another action which might impede the acquisition of control of the reporting issuer by any person or company;**
- (h) a class of securities of the reporting issuer being delisted from, or ceasing to be authorized to be quoted on, a marketplace;**
- (i) the issuer ceasing to be a reporting issuer in any jurisdiction of Canada;**
- (j) a solicitation of proxies from securityholders;**
- (k) an action similar to any of those enumerated above.**

Eldorado advises that the securities have been acquired for investments purposes. Eldorado may, depending on the market and other conditions, increase or decrease its beneficial ownership of GMIN's securities, whether in the open market, by privately negotiated agreements or otherwise, subject to a number of factors, including general market conditions and other available investment and business opportunities.

Item 6 – Agreements, Arrangements, Commitments Or Understandings With Respect to Securities of the Reporting Issuer

Describe the material terms of any agreements, arrangements, commitments or understandings between the acquiror and a joint actor and among those persons and any person with respect to securities of the class of securities to which this report relates, including but not limited to the transfer or the voting of any of the securities, finder's fees, joint ventures, loan or option arrangements, guarantees of profits, division of profits or loss, or the giving or withholding of proxies. Include such information for any of the securities that are pledged or otherwise subject to a contingency, the occurrence of which would give another person voting power or investment power over such securities, except that disclosure of standard default and similar provisions contained in loan agreements need not be included.

Concurrently with the closing of the Acquisition, GMIN and Eldorado entered into an investor rights agreement (the "IRA"), pursuant to which Eldorado was granted certain rights provided that Eldorado maintains 10.0% ownership of the Shares of GMIN, or more, on an undiluted basis. The IRA includes (a) a customary lockup period until the earlier of (i) 2 years and (ii) the GMIN making a positive construction decision, (b) the right for Eldorado to participate in future equity offerings by GMIN in order to maintain the greater of 19.9% of GMIN's share capital and Eldorado's pro rata ownership interest prior to the offering, and (c) additional customary rights and restrictions for a transaction of this nature.

Item 7 – Change In Material Fact

If applicable, describe any change in a material fact set out in a previous report filed by the acquiror under the early warning requirements or Part 4 in respect of the reporting issuer's securities.

Not applicable.

Item 8 – Exemption

If the acquiror relies on an exemption from requirements in securities legislation applicable to formal bids for the transaction, state the exemption being relied on and describe the facts supporting that reliance.

Not applicable.

Item 9 – Certification

I, as the acquiror, certify, or I, as the agent filing the report on behalf of an acquirer, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

Eldorado Gold Corporation

“Jason Cho”

October 27, 2021

Date

Signature

Jason Cho, Executive Vice President and
Chief Strategy Officer

Name/Title