



CODE OF ETHICS AND BUSINESS CONDUCT

Dated January 26, 2021

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A MESSAGE FROM THE CHIEF EXECUTIVE OFFICER

January 26, 2021

Dear Directors and Colleagues,

As we work towards establishing our business on solid ground, we all have a responsibility to meet the highest standards of ethical conduct.

Our business relationships, interaction with third-party operators, customers, suppliers, stakeholders, colleagues and government officials must be beyond reproach. Responsible, professional conduct builds the trust needed to achieve our long-term success. Our individual and collective efforts are essential in that regard.

On occasion, we may be faced with challenging situations in our daily activities. This is a fact of life. To ensure we are always on the same page, and that we have the necessary tools to support us, we have created this Code of Ethics and Business Conduct. While it aims to be as comprehensive as possible, it cannot cover every single possible situation. You must read and understand this Code in addition to using common sense and good judgement to guide you.

The Code of Ethics and Business Conduct will be reviewed on a regular basis and updated to ensure that it always reflects the evolution, goals and business practices of G Mining Ventures. Please take the time to review this document, and to incorporate its principles into your activities with G Mining Ventures. Ensuring that G Mining Ventures conducts business in an ethical and responsible manner is imperative for us, and as such, we will ask for your signature on an annual basis to acknowledge your adherence to this Code of Ethics and Business Conduct as well as its principles.

It is through your commitment – and your ethical conduct – that G Mining Ventures will achieve its full potential.

Thank you for your attention.

G Mining Ventures Corp.



Louis Pierre Gignac
Chief Executive Officer

I. CODE OVERVIEW AND GUIDELINES

A. Purpose

The Code of Ethics and Business Conduct (the “**Code**”) of G Mining Ventures Corp. (“**GMV**” or the “**Corporation**” or “**we**”) establishes the ethical rules and professional conduct for GMV’s personnel. It serves as a guide in and outside the workplace as well as in professional relations. It indicates to service providers, suppliers, partners, government organizations and the general public, the high standards that all members of the GMV team have undertaken to meet in fulfilling their duties and responsibilities. The Code explains the fundamental values and standards of behaviour that GMV’s shareholders and stakeholders expect in all aspects of GMV’s activities and business.

B. General Principles

The Code outlines the general principles as well as certain specific requirements that guide GMV’s activities. It provides a framework for reflection and decision-making, while emphasizing honesty, professional responsibility, and compliance with the standards and regulations governing GMV’s business activity.

The Code applies to all employees, managers, officers and directors of GMV, as well as – if, and when applicable – the employees, managers, officers and directors of GMV’s subsidiaries (together “**GMV Personnel**” or “**personnel**” or “**you**”). This Code should also be provided to and followed by the agents and representatives, including advisors, of the Corporation and its subsidiaries and affiliates. This Code applies to situations that GMV Personnel may encounter during the course of conducting GMV’s business. As with all guidelines or principles, GMV Personnel is expected to use their own judgment and discretion, having regard to these standards, to determine the best course of action for specific situations.

If a law conflicts with a policy in this Code, GMV Personnel must comply with the law. If a local custom or policy conflicts with this Code, GMV Personnel must comply with this Code.

If any individual comprising GMV Personnel has questions about any section of this Code, he/she should direct all questions to the appropriate person set forth hereinbelow in Section III.B of this Code.

IF YOU ARE IN A SITUATION THAT YOU BELIEVE IS UNETHICAL, THAT MAY VIOLATE OR MAY LEAD TO A VIOLATION OF THIS CODE, YOU ARE REQUIRED TO FOLLOW THE GUIDELINES DESCRIBED HEREINBELOW IN SECTION III.B “Reporting Procedure for Misconduct or Violation”.

C. Annual Review and Sign Off

The board of directors of the Corporation (the “**Board**”), with the assistance of the Environment, Social & Governance Committee (the “**ESG Committee**”) and the Audit Committee (the “**Audit Committee**”) and together with the ESG Committee, the “**Committees**”) together have the responsibility for monitoring compliance with, and interpreting this Code – for greater certainty, the ESG has the primary responsibility for that purpose as the Audit Committee’s monitoring shall be limited to accounting, auditing and financial issues. This Code may be amended at any time by the Board.

To honour our commitment and support our values and standards, each individual comprising GMV Personnel is required on an annual basis to acknowledge he/she has reviewed and will comply with the Code. A copy of such acknowledgement form is attached hereto as **Schedule 1**.

D. Integrity

All GMV Personnel have a responsibility and a duty to report any breach of the Code, illegal acts, security breaches or violations of GMV’s rules, policies, or any applicable laws to management or the Board, as appropriate. GMV Personnel are also expected to perform their job competently, be accountable for their behaviours and actions, and embrace GMV’s values, principles and standards upon which its reputation rests.

E. Responsibilities of GMV Personnel

GMV Personnel are expected to:

- Perform duties with fairness and integrity;
- Make consistent efforts to achieve GMV’s objectives;
- Understand the Code and review it on an annual basis;
- Consult immediate supervisor or, as applicable, the CEO or VP Legal (as defined below) for any questions about the Code;
- Act promptly and advise the appropriate person set forth hereinbelow in Section III.B of this Code if aware of a suspicious activity, risky situation or breach of the Code; and
- Cooperate in the event of an investigation regarding any violations of the Code.

In addition, directors and officers of the Corporation are expected to:

- Know the Code in detail, promote and apply it in the workplace;
- Lead by example by complying with the Code and providing a high standard of ethical conduct;
- Prevent, detect and report any violations of the Code and take immediate disciplinary action when it has been established that there has been violation of the Code;

- Protect those who report violations; and
- Distribute the code to GMV Personnel, ensure they read and understand it, and collect signed acknowledgments.

II. CODE OF CONDUCT AND BUSINESS PRACTICES

A. Conflicts of Interest

In discharging their duties, personnel must act honestly and in good faith with a view to the best interests of the Corporation. GMV Personnel must avoid conflicts of interest in the performance of their duties, whether they are real or perceived. A conflict of interest is deemed any situation or arrangement where your personal activities or interests, at or outside work, conflict with your responsibilities to the Corporation. A conflict of interest arises whenever personal interest or relationships influence your judgment or hinder your capability to reach decisions with integrity and honesty. Your hierarchical status should not influence GMV's procedures for personal interest, or benefit to your family, friends, colleagues or anyone else.

Each individual comprising GMV Personnel shall fill out and execute, as may be required to disclose a conflict of interest to the Corporation, the Conflict of Interest Disclosure Form enclosed herewith as **Schedule 2**.

If you have doubts or suspect a possible conflict, you are encouraged to discuss it with your supervisor or contact the appropriate person set forth hereinbelow in Section III.B of this Code.

B. Intellectual Property

All GMV Personnel have the responsibility to protect and preserve GMV's intellectual property (which includes, but is not limited to, trademarks, copyrights, trade secrets, know-how, methods and procedures). As an absolute rule, any intellectual property created by any individual comprising GMV Personnel during the course of employment is considered GMV's property. Intellectual property is considered confidential information and strategic assets of the Corporation and should not be disclosed to or used by third parties without the CEO's prior written approval.

C. Public Disclosure

Only authorized officers of the Corporation can respond to inquiries from the investment community or the media and decide the timing and content of public disclosures regarding the Corporation. In this regard, the Board has adopted a *Policy on Corporate Disclosure and Confidentiality of Information*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

The President & Chief Executive Officer (the “CEO”), the Vice President, Finance & Chief Financial Officer (the “CFO”) and the Vice President, Legal Affairs & Corporate Secretary (the “VP Legal”) are the only official spokespersons of the Corporation. Unless authorized, no other individual comprising GMV Personnel may give his/her personal opinion, disclose confidential information or discuss matters pertaining to the Corporation to members of the news media and the public in general. Any inquiry or request for an interview must be referred to the CEO.

No material undisclosed information relating to the Corporation’s business may be communicated to anyone until public disclosure of such information has been made to the general public, except to those who need to know said information in the necessary course of business and are under an obligation of confidentiality with the Corporation (whether pursuant to a written non-disclosure agreement or otherwise).

If any material information about the Corporation not yet disclosed to the public is inadvertently disclosed, employees aware of such disclosure shall contact the CEO, the CFO or the VP Legal immediately so that the Corporation may promptly take corrective action.

D. Confidential Information

Confidential information relating to the Corporation’s business is an important asset for the Corporation and must be treated accordingly.

Confidential information includes, but is not limited to, information not publicly disclosed about the Corporation’s business, properties and other assets; projected acquisitions or other transactions; exploration, drilling and other technical results including discoveries; mining methods or techniques; production data; information relative to past, present and prospective service providers, suppliers, partners and stakeholders; earnings and other financial data; strategies and business plans; and all personal information concerning all GMV Personnel.

Personnel must preserve the confidentiality of such information and shall not at any time, both during and after being part of GMV Personnel, disclose to anyone (within or outside the Corporation), any of the Corporation’s confidential information, except on a need to know basis in the normal course of business. Moreover, personnel shall not use such confidential information for their, or anyone else’s, personal gain or to the Corporation’s detriment. Personnel shall return to the Corporation or – as applicable – destroy or erase such confidential information upon request by the Corporation and, in any event, immediately after their employment termination.

The above restrictions apply not only to the Corporation’s confidential information, but also to information received by the Corporation from third parties in respect of which the Corporation is under an obligation of confidentiality (whether pursuant to a written non-disclosure agreement or otherwise).

Using, recording or disclosing any such confidential information in contravention of the foregoing and for any reason, will result in immediate disciplinary action up to including termination of employment for cause, save and except as such use, recording or disclosure may be required by law or court order.

E. Gifts and Entertainments

In the course of business, it is not unusual for an individual or an organization to give gifts or provide entertainment, such as dinners and tickets to events. It is the Corporation's policy to deter givers of gifts from seeking or receiving special favours from personnel. Accepting any gift or entertainment that is of more than nominal value can influence, or can appear as an attempt to influence, the recipient into favouring a particular service provider, supplier, vendor, consultant, *etc.* While there are no clear-cut rules as to what is appropriate in every single situation, some factors which each individual comprising GMV Personnel should consider in assessing the proper course of action include:

- would the gift or entertainment be viewed as appropriate or usual, taking into account its value and the function the employee performs for the Corporation?
- would it be viewed as insulting or inappropriate to return the gift or decline the hospitality?
- can the gift or hospitality benefit all personnel rather than particular individuals?
- would the Corporation, under similar circumstances, offer a similar gift or entertainment?

To avoid the reality and the appearance of improper relations with current or prospective service providers, suppliers, vendors and consultants, GMV Personnel should observe the following guidelines when deciding whether or not to accept gifts or entertainment.

1. Gifts

Gifts such as merchandise or products, as well as personal services or favours may not be accepted unless they are of a nominal value. Please refer to the "travel and entertainment" guidelines provided to you for guidance on this matter. Personnel are urged to consult with the CEO (or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code) before accepting gifts of more than a nominal value. Gifts of any amount shall never be solicited. A gift in the form of cash or securities (including a loan) shall never be accepted and shall be reported immediately to your supervisor (or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code).

2. Entertainment

Unsolicited business entertainment received by any individual comprising GMV Personnel must be appropriate for the function that such individual occupies within

GMV and clearly intended to achieve legitimate business objectives. For example, a person offering cultural or event tickets must plan to attend the event as well.

As a general rule, business entertainment in the form of meals is appropriate, as long as it is of nominal value (as per the Corporation's guidelines), infrequent and, to the extent possible, on a reciprocal basis. If you know that the Corporation would not extend the same courtesy, then you shall decline the offer.

3. International Customs

In some international business transactions, it is customary and lawful for business leaders in a host country to give gifts to personnel. These gifts may be of more than nominal value and, under the circumstances, returning the gifts or paying for them may be an affront to the giver. In such a situation, the gift must be reported to the recipient's supervisor or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code. In instances where gifts cannot be returned and offering to pay for them would adversely affect continuing business relationships, the recipient's supervisor or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code, must be notified. In some cases, any gift may be retained by GMV, at its sole discretion, and not by the individual who received it.

4. Gifts, Hospitality and Expenses

GMV Personnel shall not, either directly or through an intermediary, offer or provide gifts, hospitality or reimbursement of travel or other expenses to Public Officials (as defined hereinafter), except with the prior approval of the CEO or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code. In this regard, the Board has adopted an *Anti-Bribery and Anti-Corruption Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

In addition, and for greater certainty, personnel must refrain from giving anything of value indirectly (for example, to a consultant, agent, intermediary, business partner or other third party) if such person has reason to believe that it will be passed on to a Public Official or a private commercial partner to obtain an improper advantage. As such, all personnel must take the necessary measures to:

- Ensure that all GMV Personnel, as well as GMV's partners, such as consultants, representatives and agents, understand and will abide by the Code and more specifically comply with the Corporation's Anti-Bribery and Anti-Corruption Policy;
- Evaluate the qualifications and reputation of the Corporation's partners (including the use of a due diligence review prior to entering into such a relationship); and

- Draft agreements and contracts that include such provisions and requirements deemed necessary or appropriate with a view to protecting the Corporation in this regard; the Corporation will conduct a due diligence review on these matters prior to any acquisition, investment or partnership decision (*e.g.* asset purchase or joint venture arrangement).

The CFO is responsible for ensuring that any gift, hospitality and/or reimbursement of travel or other expenses ultimately provided to a third party is fully and accurately recorded in the Corporation's accounting records.

5. Outside Activities

The primary business loyalty of all GMV Personnel should always be to GMV. Personnel may not engage in any outside activity or employment that might affect their objectivity and independence of judgment or conduct in carrying out their duties and responsibilities for GMV. This means, for example, that personnel may not work for an organization that is a service provider of, or that has competing interests with GMV, without the written consent of the CEO.

Personnel should not engage in other employment or activity that will encroach on the time or attention that should be devoted to their duties for GMV. Such activity can adversely affect the quality of work performed, competes with GMV's activities, imply sponsorship or support by GMV of the outside employment or organization, or adversely affect the good name of GMV or its subsidiaries.

Nevertheless, GMV respects the various interests of its personnel outside the workplace. Personnel are, of course, free to pursue such interests, including work with charitable and other organizations. However, the participation of any individual comprising GMV Personnel in outside activities must not be such that an outside observer would be led to believe that GMV is endorsing such activities and must not encroach on such individual's ability to properly perform his/her duties within GMV or which may damage the GMV's reputation considering the industry in which it operates. Similarly, work for other businesses must be conducted on the same basis.

Regarding the Corporation's business relationship with G Mining Services Inc. (as outlined below under paragraph 3 of Section III.B of this Code) in particular, all GMV Personnel shall perform any outside activities in such a way to avoid any potential conflicts of interest which may ensue from such relationship.

If any individual comprising GMV Personnel believes he/she performs outside activities entailing or leading to, or appearing to entail or lead to, a conflict of interest because of the aforesaid business relationship, he/she is required to promptly report such situation to the Audit Committee's Chairperson, and also to fill out and execute the Conflict of Interest Disclosure Form enclosed herewith as

Schedule 2. If you have any questions, you should contact the appropriate person set forth hereinbelow in Section III.B of this Code.

6. Business Opportunities

GMV Personnel may not take advantage of business opportunities that are presented to them or discovered by them as a result of their work with GMV or through their use of GMV property or information. Even opportunities that are acquired outside of the workplace by GMV Personnel may be inappropriate if they are related to GMV's existing, proposed or prospective lines of business. GMV Personnel cannot use their work with GMV or its property or information for personal advantage, nor can they compete with GMV in any business endeavour, such behaviour may lead to immediate dismissal.

Regarding the Corporation's business relationship with G Mining Services Inc. in particular, all GMV Personnel shall not take advantage of business opportunities that may entail or lead to, or may appear to do same, any potential conflicts of interest which may ensue from such relationship.

If any individual comprising GMV Personnel believes he/she is in a conflict of interest because of any such business opportunity, he/she is required to promptly report such situation to the Audit Committee's Chairperson, and also to fill out and execute the Conflict of Interest Disclosure Form enclosed herewith as **Schedule 2**. If you have any questions, you should contact the appropriate person set forth hereinbelow in Section III.B of this Code.

F. Dealing with External Stakeholders

1. Suppliers, Service Providers and Partners

Our suppliers, service providers and partners are expected to adhere to the values and principles in the Code. Third parties who want to do business, or to continue to do business, with the Corporation – including GMS (as defined below) – must understand and agree that all purchases by the Corporation will be made exclusively on the basis of price, quality, service and suitability to the Corporation's needs.

2. Competitors

GMV Personnel should welcome fair and ethical competition in the market, and should never employ unethical or illegal practices to collect competitive intelligence, make public statements in the marketplace, or behave disrespectfully.

3. G Mining Services Inc. ("GMS")

This Code acknowledges in particular:

- A. the entering into, by the Corporation, of a Master Services and Cooperation Agreement dated January 26, 2021, with GMS (the “**Services Agreement**”), which governs the business relationship between GMV and GMS, and which is essentially built on the provision by GMS to GMV of a wide range of services – in particular those defined in the Services Agreement as “**Basic Services**”, and “**Designated Projects**”;
- B. that the Chairman of the Board of the Corporation and the CEO are shareholders of each of the Corporation and GMS, the Board Chair is also Chairman of the Board of GMS and the CEO is also a director of GMS; it being understood that the Board Chair is in the process of selling and transferring his GMS shareholdings; and
- C. the Audit Committee was mandated by the Board to oversee all matters relating to the performance of the Services Agreement by the Corporation and the business relationship of GMV with GMS in order to appropriately address any actual or perceived conflicts of interest or potential conflicts of interest, which may arise from such relationship and any risks which may arise from such relationship, with a view to ensuring that (i) GMV adheres to proper governance practices in all respects in relation to the Services Agreement, and (ii) GMV is at all time compliant with applicable laws, including applicable securities laws and the rules and policies of the TSXV or any other stock exchange on which the securities of GMV may be listed from time to time.

It is management’s responsibility to implement, in addition to this Code, specific procedures and processes ensuring that all contracts for Basic Services and Designated Projects (“**Contracts**”) are negotiated in good faith and concluded on arm’s length terms with due regard for the interests of all shareholders and other stakeholders of the Corporation. In addition, management shall see that such terms are the best available terms that can reasonably be offered by GMS under the circumstances prevailing at the time of entering into any such Contract, with respect to cost and service level.

If any individual comprising GMV Personnel believes that any provisions of any Contract entered into or to be entered into by and between the Corporation and GMS, contravene the preceding paragraph, or that the performance by the Corporation or GMS of any such Contract so contravenes, he/she is required to promptly report such situation to the Audit Committee’s Chairperson. If you have any questions, you should contact the appropriate person set forth hereinbelow in Section III.B of this Code.

G. Protection of the Environment

The Corporation is committed to conducting its business in a manner that protects the environment, preserves resources and ensures sustainable development. It is continuously seeking to improve its environmental performance, in keeping with applicable law, regulations and guidelines.

Personnel are expected to be alert to environmental issues and has a responsibility to work in an environmentally responsible manner.

H. Political Contributions and Activities

As an individual comprising GMV Personnel, you may engage in legitimate political activity on your own time without using GMV's property. However, it is prohibited to make political contributions, donations, or provide services at favorable rates on behalf of GMV to a recipient involved in federal, provincial, state, territorial, municipal, scholastic or other political process.

I. Operations

Laws and customs vary throughout a country and the world. All personnel must uphold the integrity of the Corporation in other jurisdictions or countries as diligently as they would in those in which we operate. When conducting business in other places, it is imperative that personnel comply with all legal requirements and applicable laws and regulations.

J. Accuracy of Records and Reporting

The Corporation requires honest and accurate recording and reporting of information to make responsible business decisions. The Corporation's accounting records are relied upon to produce reports for our management, directors, shareholders, governmental agencies and persons with whom the Corporation does business. The Corporation's financial statements and the books, records and accounts on which they are based must appropriately reflect the Corporation's activities and conform to applicable legal and accounting requirements and to the Corporation's system of internal controls. Unrecorded or "off the books" funds or assets should not be maintained unless required by applicable law or regulation.

All GMV Personnel have a responsibility, within the scope of their positions, to ensure that the Corporation's accounting records do not contain any false or intentionally misleading entries. The Corporation does not permit intentional misclassification of transaction as to accounts, departments or accounting records. All transactions must be supported by accurate documentation in reasonable detail and recorded in the proper accounts and in the proper accounting period.

Business expense accounts must be documented and recorded accurately. If GMV Personnel are not sure whether a certain expense is legitimate, an immediate supervisor can provide advice or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code.

Business records and communications often become public through legal or regulatory proceedings or the media. Personnel should avoid exaggeration, derogatory remarks, guess-work or any inappropriate characterizations that can be misunderstood. This requirement applies equally to communications of all kinds, including e-mail, informal notes, internal memos, and formal reports.

K. Relationships with Public Officials

Some GMV Personnel may do business with federal, provincial, local or foreign government agencies. As a result, GMV may be subject to lobbying obligations as all personnel engaged in business with a governmental body or agency must know and abide by the specific rules and regulations covering relations with such public agencies. Such personnel must also conduct themselves in a manner that avoids any dealings that might be perceived as attempts to improperly influence public or government officials or employees (“**Public Officials**”) in the performance of their official duties.

Consequently, prior to dealing with agencies or Public Officials on legal or other matters, the CEO – or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code – should be consulted in advance in order to ensure that the appropriate course of action is taken.

In addition, discussions or contact with current or former Public Officials may be subject to various conflicts of interest, anti-bribery and/or lobbying rules and regulations. In this regard, the Board has adopted an *Anti-Bribery and Anti-Corruption Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

L. Bribery, Corruption, Kickback and Fraud

The Corporation promotes zero-tolerance against bribery, corruption and fraud. No funds or assets of the Corporation shall be paid, loaned or otherwise disbursed as bribes, “kickbacks”, or other payments designed to influence or compromise the conduct of the recipient, including any payments to a Public Official, a political party or a candidate for political office. Preventing anti-money laundering and anti-terrorist financing are serious issues in many jurisdictions. GMV Personnel shall not accept any funds or other assets for assisting in doing business with GMV. Such behaviour is subject to immediate dismissal and will be disclosed to the authorities. In addition, it is important that all GMV Personnel are aware of and comply with all laws and policies aimed at detecting and deterring money laundering and terrorist financing activities.

All GMV Personnel must be vigilant and exercise good judgment when dealing with unusual or suspicious transactions or activities. In this regard, the Board has adopted an *Anti-Bribery and Anti-Corruption Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

M. Competitors' Information

From time to time, the Corporation gathers information about the industry in which it does business, including information about competitors. The Corporation is committed to gathering this information honestly and ethically; no GMV Personnel should use improper means to obtain competitors' confidential business information.

N. Use and Protection of GMV Property

All GMV Personnel must take adequate care of the Corporation's property entrusted to them, including the Corporation's material, equipment, and information, and are expected to be responsible and take good care of such property, material, equipment and information; and shall not subject any of the foregoing to loss, damage, misuse or theft. GMV property as well as the time allocated for work on behalf of GMV must be used exclusively for the activities of GMV and must not, as a general rule, be used for personal ends or to GMV's detriment.

O. Use of Electronic Systems

Notwithstanding the foregoing, the use of GMV's electronic systems is subject to additional requirements and restrictions set forth below.

Each individual comprising GMV Personnel is encouraged to use electronic business communications with a view to improving productivity. GMV's electronic communication systems and all messages written or transmitted using such systems, including backup copies, are the property of GMV.

GMV's electronic business communications are not private communications and their security cannot be completely assured. GMV Personnel must assume that all communications written, sent, received or saved on GMV's electronic systems can be read or heard by someone other than the recipient.

In all cases, GMV Personnel must comport themselves in accordance with the Code when communicating in writing.

1. Systems for Business Purposes

The primary purpose of GMV's electronic systems is to enable personnel to carry on GMV business. The Internet is to be used as a research tool for work or other business-related activities. Occasional and reasonable use of the Internet for personal use is acceptable.

2. GMV's Right to Monitor

GMV reserves the right to monitor, access, retrieve and read, as well as to disclose to any official authority or any other third party, when required to do so, all messages written, sent, received or stored on GMV's electronic systems without prior notice to message senders or recipients, if required by law. Authorized personnel may monitor electronic communications in order to detect any legislative infraction, confidentiality or security breach, any communication contrary to GMV's interests, or any violation of this Code or any other company rules.

GMV reserves the right to examine, at any time and without prior notice, personal file directories and other information stored or transferred using GMV computers. This control enables GMV to ensure that users are complying with its policies and to conduct internal inquiries if need be.

3. Content of Messages

GMV Personnel must not use profane language, obscenities or offensive remarks in their electronic messages concerning personnel, service providers, suppliers, competitors or other third parties. Such remarks, made even in jest, could cause problems of a legal nature, including professional and personal slander.

4. Harassing or Offensive Material

GMV's computer and communication systems must not be used by personnel as a platform for freedom of expression. Sexual, ethnic or racial harassment (verbal or electronic), including any undesirable phone call, e-mail or internal mail is strictly forbidden and could result in disciplinary action as serious as dismissal. Personnel must report such messages to their immediate superior or, if such superior is involved in the matter, to the CEO or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code. GMV reserves the right to delete any material deemed offensive or potentially illegal from its information system.

5. Prohibited Activities

GMV Personnel may not use GMV's electronic systems to:

- use patented or copyrighted material, trademarks, trade secrets or other confidential or private documents or information without the express authorization of GMV;
- transmit or download inappropriate or illegal information or content;
- obtain remote access to computers or systems in any way whatsoever without authorization;

- allow a third party to access or use GMV's electronic systems without authorization or to otherwise compromise the security of its systems; and
- participate in games.

6. Computer Security

Access to GMV's computer systems is strictly controlled through the use of programs or other mechanisms designed to ensure computer security.

All GMV Personnel is expected to do their part to help protect GMV's computer systems. GMV Personnel is required to password protect all electronic GMV property including but not limited to computers and mobile phones. Passwords must be kept confidential and must not be recorded anywhere or revealed to anyone without written authorization of the person in charge of computer system security.

7. Software Purchasing and Copyright Compliance

GMV's policy is to give GMV Personnel all the computer software, programs, documentation and hardware needed for the smooth flow of operations, while complying with the copyright related to these products.

In order to protect GMV from any suits or claims resulting from the illegal use of computer software, programs or documentation, all personnel are forbidden from:

- reproducing, in whole or in part, any software or other program whatsoever, in breach of the reproduction rights authorized by the designers and/or distributors of these products; this restriction applies to reproduction for both business and personal purposes;
- taking software to work that has not been acquired by GMV and installing it on GMV's system; and
- installing a copy of software or a program on more than one computer at a time; if the network version of software has been acquired, a copy of that software must never be installed on more than one network at a time.

It should be noted that management shall see that all commercial software, shareware, or freeware in the public domain must be installed by qualified computer services personnel.

Personnel who become aware of a situation in breach of the foregoing are asked to notify the person in charge of computer system security of such breach.

P. Social Media Use

Active social media interaction through sites such as LinkedIn, Facebook, Twitter, Instagram and YouTube may become effective channels to strengthen our brand and engage directly in interactive communication with third-party representatives and prospective personnel. All GMV Personnel is expected to responsibly manage these platforms and assume accountability for what they post online. Social media websites are public and it can never be assumed that what is posted is private. It is important that we maximize the value of social media without comprising GMV's reputation.

When participating in an conversation online, whether through blogs, bulletin boards, in the comment section of news articles, newsgroups, social media, chat rooms or other means ("**Online Posts**"), (as well as in any other forum) unless specifically authorized by GMV, personnel must make it clear that the opinions that they are expressing are strictly their own and do not reflect the opinions of GMV. All GMV Personnel are prohibited from giving the impression that they are speaking on behalf of GMV or expressing GMV's perspective in any forum, except when authorized by the CEO.

The obligation of confidentiality extends beyond work hours and outside of the workplace. In this regard, the right for GMV Personnel to express themselves in an Online Post or other forum is subject to their obligation of confidentiality and legal duty of loyalty towards GMV.

Consequently, GMV Personnel are strictly prohibited from discussing in any Online Post or other forums any confidential, non-public proprietary or personal information, trade secrets or other information about GMV, its business, personnel, customers, suppliers, service providers, partners, affiliates, stakeholders or competitors, including but not limited to, comments about its property and assets, operational performance, financial results or stock performance. GMV Personnel, unless otherwise authorized, are also prohibited from using GMV's trademarks or copyrighted material in any Online Post or in any other forum.

All GMV Personnel are prohibited from publishing or posting material by way of any Online Post or in any other forum that damages or negatively impacts or disparages the reputation or image of the Corporation, its policies, operations, executives, management, services, products, customers, suppliers, partners, affiliates, competitors or any of its personnel.

Q. Securities Laws, Insider Trading and Prohibition on Short Sales

As GMV is a publicly traded company, GMV Personnel is restricted when trading in the securities of the Corporation. It is illegal and against this Code for any person (including GMV Personnel), either personally or on behalf of others, to buy or sell securities while in possession of privileged information or communicate (or "tip") privileged information to another person who trades in the securities on the basis of the information or who in turn passes the information on to someone who trades.

Additionally, all GMV Personnel are prohibited from engaging in transactions that hedge, limit or otherwise change the economic interest of any individual comprising GMV Personnel or his/her exposure to the full rewards and risks of ownership in GMV securities, as these transactions may give rise or actual or perceived contraventions of applicable securities laws and/or inappropriate conflicts of interest.

In this regard, the Board has adopted a *Securities Trading Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

R. Books and Record Management

Each department is responsible for identifying records produced by their personnel and attributing a retention period in alignment with legal requirements and established policies. GMV Personnel also carry a responsibility for classifying, safekeeping, protecting and destroying records under their care in accordance with GMV policy.

E-mails not required for business purposes, such as junk e-mails or spam, must be periodically deleted by users from their personal e-mail folders. This will not only free up valuable archiving space, but also simplify records management and related activities.

S. Work Environment

1. Equal Employment Opportunity Policy

The Corporation is committed to providing equal opportunity for all personnel and applicants without regard to race, colour, sex, gender identity or expression, pregnancy, sexual orientation, civil status, age except as provided by law, religion, political convictions, language, ethnic or national origin, social condition, a handicap or the use of any means to palliate a handicap. The Corporation's policy regarding equal employment opportunity applies to all aspects of employment, including recruitment, hiring, job assignments, promotions, working conditions, training, scheduling, benefits, wage and salary administration, disciplinary action, and termination. In this regard, the Board has adopted a *Diversity Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

2. Discrimination and Harassment

GMV is committed to maintaining a respectful workplace free from unlawful personal harassment including sexual harassment and intimidation, and other types of unlawful discriminatory harassment. In this regard, the Board has adopted a *Policy against Harassment and Discrimination in the Workplace*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

Harassment and discrimination shall not be tolerated in the workplace. GMV Personnel must contribute to establishing and maintaining safe, equitable and respectful workplace. All GMV Personnel will be treated with equality during their employment and engagement with GMV without regard to their race, colour, religion, gender and gender identity, sex, sexual orientation, family or marital status, political belief, age, national or ethnic origin, citizenship or physical or mental disability and any other protected ground, in all matters, including selection, recruitment, hiring, promotion, compensation, termination, training and development. Each individual comprising GMV Personnel is expected to treat all other employees, officers and directors with professional courtesy, dignity and respect and in a fair and non-discriminatory manner in all employment or Corporation related dealings.

Personnel who believe that they feel discriminated against or harassed must report such conduct to their immediate supervisor or, if such supervisor is involved in the matter, to the CEO or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code. GMV shall take appropriate actions against individuals who discriminate or harass GMV Personnel.

3. Psychological and Sexual Harassment

The Corporation undertakes to provide all GMV Personnel with a workplace free of psychological and sexual harassment. While the Corporation cannot guarantee that a situation of harassment shall never occur, it does undertake to take all reasonable steps necessary to ensure that such a situation does not occur or continue when it is informed of the existence of such a situation.

As a result, the Corporation undertakes to:

- Promote respect among personnel;
- Safeguard the dignity of personnel;
- Protect the physical and psychological integrity of personnel; and
- Promote a harmonious workplace.

In particular, the Corporation's officers are responsible for providing the personnel they supervise with a workplace free of harassment; it being understood that harassment must be distinguished from other situations such as interpersonal conflicts, work-related stress or the normal exercise of management's rights (management of absenteeism, organization of work, disciplinary measures, etc.). Please refer to the Corporation's *Policy against Harassment and Discrimination in the Workplace* for additional details about your obligations and responsibilities.

Complaint Procedure

Whenever possible, a person who believes that they are being psychologically or sexually harassed should follow the procedure and guidelines set out in the Corporation's *Policy against Harassment and Discrimination in the Workplace*.

GMV Personnel who witnesses a situation of harassment must try to make the harassed person aware of his/her rights pursuant to this section and the Corporation's *Policy against Harassment and Discrimination in the Workplace*; if necessary, GMV Personnel shall immediately report this situation and, once a complaint or report is received, the Corporation shall address same, as per the procedure and guidelines set out in such Policy.

The Corporation may, on its own initiative and in the absence of a complaint, initiate an investigation if the circumstances indicate that there is a potential situation of harassment.

In handling and resolving a workplace harassment situation, no one shall be harmed or retaliated against by the Corporation.

Disciplinary Action

GMV will take any action it deems appropriate to enforce this section as well as the relevant provisions of the Corporation's *Policy against Harassment and Discrimination in the Workplace*, and to stop all forms of harassment. In particular, administrative or disciplinary measures, up to and including dismissal may be imposed on any individual comprising GMV Personnel who contravenes this section as well as the relevant provisions of the Corporation's *Policy against Harassment and Discrimination in the Workplace*.

Further, administrative or disciplinary measures, up to an including dismissal may be imposed upon a person who files a complaint or report in the event that it is determined, after investigation, that such complaint or report was filed with the sole intention to harm the person(s) concerned.

4. Inappropriate Workplace Conduct

The Corporation is committed to maintaining a safe and collegial work environment. Accordingly, all personnel, contractors, service providers, vendors and other individuals who have a relationship with the Corporation should be treated with courtesy and respect, at all times. All suspicious, dangerous, illegal and unethical activities and disrespectful conduct should be reported as soon as possible to a supervisor or, if necessary or appropriate, the CEO or, as applicable, the appropriate person set forth hereinbelow in Section III.B of this Code.

No personnel should attempt to handle a dangerous situation alone. The Corporation shall investigate such claims and apply the appropriate corrective

measure or disciplinary action which may include the termination of an offending individual who is part of GMV Personnel. Any individual comprising GMV Personnel may be suspended from the workplace during an investigation into such conduct.

5. Occupational Health and Safety

The Corporation is committed to providing a healthy and safe work environment.

Safety is the responsibility of all personnel. We are all responsible for recognizing hazards, correcting them, and making certain that safe working conditions exist on the job. Personnel are also responsible for following safe operating practices in the performance of their jobs. We are all responsible for the prevention of accidents.

It is important to emphasize that if you are asked to do something that makes you uncomfortable or for which you feel you do not have the proper training, do not do it until you speak with your supervisor. If you are injured, contact your supervisor immediately.

In this regard, the Board has adopted a *Health, Safety, Environment and Community Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

6. Fitness for Work and Consumption of Intoxicating Substances

The Corporation is committed to providing a healthy and safe work environment. All GMV Personnel must be fit for work, at all times, without becoming unfit due to the consumption of intoxicating substances including drugs, alcohol and cannabis. GMV Personnel are expected to arrive “fit for work” and to be able to safely, respectfully, competently and effectively perform all aspects of their position while at work, when doing work offsite, and/or when attending GMV or any other professional events. GMV Personnel must not attend work or perform work while unfit due to drug, alcohol or cannabis use.

The Corporation has a zero-tolerance for impairment or intoxication in the workplace. All GMV Personnel who are suspected of being impaired and/or intoxicated will be assessed and, if appropriate, arrangements will be made to send them home. Failure to abide by this section of the Code may result in disciplinary action.

For the purposes of this Code, “fit for work” means being free from impairment and/or intoxication due to the use of any substances, including alcohol and cannabis.

III. GOVERNANCE

The Corporation has implemented a governance structure in an effort to ensure that the principles and guidelines of the Code are promoted throughout the Corporation, and that the Code is managed properly.

A. Responsibilities

The VP Legal oversees the Code and manages the Ethics Line (as defined below). Furthermore, he secures the annual review of the Code for all GMV Personnel, handles conflict of interest issues and ensures that all GMV Personnel comply with the Code.

B. Reporting Procedure for Misconduct or Violation

All GMV Personnel, as well as GMV's service providers, suppliers, partners and other third parties, who become aware of or is a witness of a possible violation of the Code, fraud, misconduct, misappropriation of business property or any other illegal or unethical behavior has an obligation to report it immediately. This includes, without limitation, any questionable accounting, internal accounting control issues and financial irregularities. Hiding a situation or remaining silent may lead to serious consequences for GMV, is itself unethical and can result in serious consequences for the person withholding the information.

Violations or misconduct must be reported to the immediate supervisor (if applicable and appropriate), or if you prefer, you could also report it to the following (together the "**Designated Persons**"):

- The VP Legal, the CEO or the CFO;
- The next level of management (if applicable and appropriate);
- If necessary, the Chairperson of the ESG Committee for non-financial matters;
or
- The Chairperson of the Audit Committee for financial matters.

In cases when such reporting is either inappropriate or does not provide the necessary level of confidentiality, GMV Personnel, service providers, suppliers, partners and other third parties can report their concerns through a confidential reporting system (the "**Ethics Line**") by sending an e-mail to: ethics@gminingventures.com. Only the Lead Director, or if no Lead Director is appointed, the Chairman of the Board shall have access to the emails received at such email address. In this regard, the Board has adopted a *Whistleblowing Policy*, and all GMV Personnel shall comply with its provisions. Please refer to such Policy for additional details about your obligations and responsibilities.

C. **Retaliation and Retribution Prohibited**

The Corporation does not tolerate acts of retaliation or retribution, including demotion, discharge, discipline, discrimination, harassment, suspension or threats, against any GMV Personnel who make a good faith report of known or suspected acts of misconduct or other violations of this Code. GMV will ensure the protection from any form of retribution or retaliation made against any GMV Personnel as a result of any such good faith report. Personnel found to have retaliated, or sought retribution, against any individual comprising GMV Personnel for having made a good faith report of known or suspected acts of misconduct or other violations of this Code, even if such report is ultimately mistaken, will face disciplinary action, which may include termination.

D. **Penalties for Violations**

Disciplinary action up to and including dismissal will be taken should against any individual comprising GMV Personnel engage in any of the following:

- violate any policy adopted by the Board;
- disregard proper procedures or ask others to violate any policy adopted by the Board;
- deliberately fail to promptly report a violation or withhold relevant information concerning a violation;
- fail to cooperate in the investigation of a known or suspected violation; or
- take action against an individual comprising GMV Personnel who reports a violation or breach of the Code or other policy.

IV. **WAIVERS OF THE CODE**

The ESG Committee must approve any waiver of the requirements of this Code. A waiver will be granted only in extraordinary circumstances and on a case-by-case basis. If required by applicable law, the Corporation must disclose the granting of such waiver to a director or officer.

An executive officer generally means any of the following persons:

- The Chairman of the Board or Lead Director (as applicable);
- The CEO;
- The CFO;
- The VP Legal; or
- Any other Vice President or individual comprising GMV Personnel and who performs a policy-making function.

This Code was approved by the Board of Directors on January 26, 2021.



SCHEDULE 1
ACKNOWLEDGEMENT FORM

The undersigned, _____, hereby confirms having read the Code of Conduct (the “Code”) of G Mining Ventures Corp. (the “Corporation”) and undertaking to follow the terms, policies and guidelines contained and referenced in the Code (including policies adopted by the Board of Directors of the Corporation that are referenced therein). Furthermore, I undertake to promote the guidelines and principles of the Code and take all reasonable measures to ensure that the personnel under my supervision fully comply with the Code.

SIGNED in CITY, PROVINCE _____

this DD day of MONTH, 20YY _____

Printed Name

Position

Signature

RECEIVED BY:	_____
SIGNATURE:	_____
DATE OF RECEIPT:	_____



SCHEDULE 2
CONFLICT OF INTEREST DISCLOSURE FORM

If applicable, please disclose any and all business, commercial or financial interests or activities that may create a conflict of interest. If you are not sure that you are in a situation of conflict of interest, please consult Section II.A of the Code or contact the Chief Executive Officer of G Mining Ventures Corp.

Description of the situation giving rise to a conflict of interest:

SIGNED in CITY, PROVINCE _____

this DD day of MONTH, 20YY _____

Printed Name

Position

Signature

RECEIVED BY:	_____
SIGNATURE:	_____
DATE OF RECEIPT:	_____