

EARLY WARNING REPORT
Form 62-103F1

Required Disclosure under the Early Warning Requirements

State if this report is filed to amend information disclosed in an earlier report. Indicate the date of the report that is being amended.

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.

This report relates to the common shares (the “**GMIN Shares**”) of G Mining TZ Corp. (formerly G Mining Ventures Corp.) (“**GMIN**”).

The head office of GMIN is located at:

5025 Boul. Lapinière, 10th Floor, Suite 1050
Brossard, Québec J4Z 0N5

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.

Although the GMIN Shares were listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”), New GMIN (as defined under Item 2.1) acquired the GMIN Shares pursuant to the Arrangement (as defined under Item 2.2), rather than through the facilities of the TSX.

Item 2 – Identity of the Acquiror

2.1 State the name and address of the acquiror.

The acquiror is G Mining Ventures Corp. (formerly 16144616 Canada Inc.) (“**New GMIN**”). The head office of New GMIN is located at 5025 Boul. Lapinière, 10th Floor, Suite 1050, Brossard, Québec J4Z 0N5 (i.e. the same address as GMIN’s head office).

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.

On April 22, 2024, GMIN, Reunion Gold Corporation (“**Reunion Gold**”) and Greenheart Gold Inc. (formerly 15963982 Canada Inc.) (“**Greenheart Gold**”, and collectively with GMIN and Reunion Gold, the “**Parties**”), entered into an arrangement agreement, which was subsequently amended effective June 7, 2024, setting forth the terms and conditions on which the Parties agreed to complete a plan of arrangement (the “**Arrangement**”) under Section 192 of the *Canada Business Corporations Act* and pursuant to which New GMIN, an entity incorporated to hold and manage the combined business of GMIN and Reunion Gold, acquired (i) all of the issued and outstanding GMIN Shares from the shareholders of GMIN (the “**GMIN Shareholders**”), and (ii) all of the issued and outstanding common shares in the capital of Reunion Gold (each whole share, a “**Reunion Gold Share**”) from the shareholders of Reunion Gold (the “**Reunion Gold Shareholders**”), as described in the joint management circular of GMIN and Reunion Gold dated June 7, 2024 (the “**Circular**”), a copy of which was filed on SEDAR+ under GMIN’s profile at www.sedarplus.ca.

The Arrangement was approved by the requisite majorities of GMIN Shareholders and of Reunion Gold Shareholders and Reunion Gold optionholders at special meetings of securityholders held by each of GMIN and Reunion Gold, respectively, on July 9, 2024, and by the Ontario Superior Court of Justice (Commercial List) on July 11, 2024.

Pursuant to the Arrangement:

- (a) former holders of GMIN Shares received 0.25 of a common share of New GMIN (each whole share, a **"New GMIN Share"**) for each GMIN Share held;
- (b) former holders of Reunion Gold Shares received 0.07125 of a New GMIN Share and 0.05 of a common share of Greenheart Gold (each whole share, a **"Greenheart Gold Share"**) for each Reunion Gold Share held;
- (c) Reunion Gold assigned and transferred to Greenheart Gold all of its assets other than the Oko West Project, including \$15 million in cash which GMIN has agreed to fund;
- (d) former GMIN Shareholders and former Reunion Gold Shareholders became owners of approximately 57% and 43%, respectively, of New GMIN on a fully-diluted in-the-money basis prior to the concurrent equity financing which was completed by GMIN with La Mancha S. à R. L. and Franco-Nevada Corporation immediately prior to the closing of the Arrangement, which is described in the Circular;
- (e) New GMIN and Reunion Gold Shareholders became owners of 19.9% and 80.1%, respectively, of the outstanding Greenheart Gold Shares; and
- (f) GMIN was renamed "G Mining TZ Corp." and New GMIN was renamed "G Mining Ventures Corp." (i.e. the former name of GMIN).

New GMIN Shares are expected to start trading on the TSX at the opening of market on or around July 17, 2024.

For additional information with respect to the Arrangement, please refer to the Circular.

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 this report and the change in the acquiror's securityholding percentage in the class of securities.

Pursuant to the Arrangement, New GMIN acquired 485,636,623 GMIN Shares, then representing all of the issued and outstanding GMIN Shares. Prior to the Arrangement, New GMIN did not own any GMIN Shares, and accordingly, New GMIN's ownership increased from 0% to 100% of the issued and outstanding GMIN Shares following completion of the Arrangement.

- 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 this report.**

Refer to Item 3.1 above.

- 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.**

Immediately prior to the completion of the Arrangement, New GMIN did not own any GMIN Shares. Upon completion of the Arrangement, New GMIN owned 485,636,623 GMIN Shares, representing all of the issued and outstanding GMIN Shares.

- 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,**

Refer to Item 2.2 above.

- (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**

Not applicable.

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

Not applicable.

- 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.**

Pursuant to the Arrangement, New GMIN issued, through Computershare Investor Services Inc. as depositary for the Arrangement, an aggregate of 121,409,152 New GMIN Shares to the former holders of GMIN Shares (the "**Consideration**"), the aggregate value of which will be determined once trading in the New GMIN Shares commences on the TSX.

- 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.**

Refer to Item 4.1 above.

- 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.

The purpose of New GMIN's acquisition of GMIN Shares and Reunion Gold Shares pursuant to the Arrangement was to combine the businesses of GMIN and Reunion Gold, and is outlined in detail in the Circular.

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.

Not applicable.

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

The acquiror must certify that the information in this report is true and complete in every respect. In the case of an agent, the certification is based on the agent’s best knowledge, information and belief but the acquiror is still responsible for ensuring that the information filed by the agent is true and complete.

This report must be signed by each person on whose behalf the report is filed or his or her authorized representative.

It is an offence to submit information that, in a material respect and at the time and in the light of the circumstances in which it is submitted, is misleading or untrue.

I, as the acquiror, certify to the best of my knowledge, information and belief, that the statements made in this report are true and complete in every respect.

DATED this 15th day of July, 2024.

G MINING VENTURES CORP.

By: (signed) “*Marc Dagenais*”

Marc Dagenais
Vice-President, Legal Affairs &
Corporate Secretary