

# G Mining Ventures Announces Shareholder Approval of Arrangement with Reunion Gold

TSX: GMIN  
OTCQX: GMINF

*All amounts are in USD unless stated otherwise*

- G Mining shareholders overwhelmingly approved the combination with Reunion Gold
- The arrangement is expected to close on or around July 15<sup>th</sup>, 2024
- The \$50 million private placement with La Mancha and Franco-Nevada was also approved and is expected to close on or around July 12<sup>th</sup>, 2024

BROSSARD, QC, July 9, 2024 /CNW/ - **G Mining Ventures Corp.** ("**GMIN**" or the "**Corporation**") (TSX: GMIN) (OTCQX: GMINF) is pleased to announce that its shareholders (the "**Shareholders**") have approved a special resolution (the "**Arrangement Resolution**") authorizing the plan of arrangement (the "**Arrangement**") with Reunion Gold Corporation ("**Reunion Gold**"), previously announced on April 22, 2024, at the annual general and special meeting of Shareholders held earlier today (the "**Meeting**"). Under the Arrangement, a new entity ("**New GMIN**") will be formed to hold and manage the combined business of GMIN and Reunion Gold, which, subject to the approval of the Toronto Stock Exchange (the "**TSX**"), will be listed on the TSX in substitution of GMIN.

For the Arrangement to proceed, the Arrangement Resolution required approval by (i) at least two-thirds of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, (ii) a majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, excluding the votes attached to the shares held by La Mancha Investments S.à r.l. ("**La Mancha**") and its related parties and joint actors; and (iii) pursuant to the rules of the TSX, a majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting.

The Arrangement Resolution was approved as detailed below:

	Votes For	% For	Votes Against	% Against
<b>Total votes</b>	405,746,930	100.00 %	16,258	0.00 %
<b>Votes excluding La Mancha</b>	293,869,665	99.99 %	16,258	0.01 %

At the Meeting, Shareholders also approved the subscription price of C\$2.279 at which, subject to the approval of the TSX, La Mancha and Franco-Nevada Corporation ("**Franco-Nevada**") are to complete private placement investments in GMIN for expected aggregate proceeds of \$50 million (US\$25 million by each) (collectively, the "**GMIN Private Placements**").

For the GMIN Private Placements to proceed, the resolution approving the subscription price (the "**GMIN Private Placements Resolution**") required approval by a majority of the votes cast by the Shareholders present in person or represented by proxy at the Meeting, excluding the votes attached to the shares held by La Mancha and Franco-Nevada and their associates and affiliates.

The GMIN Private Placements Resolution was approved as detailed below:

	Votes For	% For	Votes Against	% Against
<b>Votes excluding La Mancha and Franco-Nevada</b>	248,771,832	99.83 %	426,591	0.17 %

In addition to the Arrangement Resolution and the Private Placements Resolution, at the Meeting, Shareholders also approved:

1. the election of Louis Gignac Sr., David Fennell, Louis-Pierre Gignac, Elif Lévesque, Norman MacDonald, Karim Nasr, Jason Neal, Carlos Vilhena and Sonia Zagury as directors of GMIN, as detailed below:

	Votes For	% For	Votes Against	% Against
<b>Louis Gignac Sr.</b>	395,641,126	97.50 %	10,124,062	2.50 %
<b>Louis-Pierre Gignac</b>	405,729,330	99.99 %	35,858	0.01 %
<b>David Fennell</b>	385,298,337	94.96 %	20,466,851	5.04 %
<b>Elif Levesque</b>	401,414,401	98.93 %	4,350,787	1.07 %
<b>Norman MacDonald</b>	402,400,611	99.17 %	3,364,577	0.83 %
<b>Karim Nasr</b>	385,881,079	95.10 %	19,884,109	4.90 %
<b>Jason Neal</b>	405,727,561	99.99 %	37,627	0.01 %
<b>Carlos Vilhena</b>	404,150,610	99.60 %	1,614,578	0.40 %
<b>Sonia Zagury</b>	400,959,041	98.82 %	4,806,147	1.18 %

2. the appointment of PricewaterhouseCoopers LLP as the independent auditors of GMIN for the ensuing year, as detailed below:

Votes For	% For	Votes Withheld	% Withheld
412,562,710	99.96 %	186,679	0.05 %

3. certain amendments to the by-laws of GMIN, as detailed below:

Votes For	% For	Votes Against	% Against
391,479,929	96.48 %	14,285,259	3.52 %

## Transaction Update

In addition to the approval by GMIN shareholders, GMIN was advised that Reunion Gold shareholders approved the Arrangement at their annual general and special meeting held earlier today.

The Arrangement is expected to become effective on or around July 15, 2024, subject to, among other things, GMIN obtaining a final order from the Ontario Superior Court of Justice (Commercial List) (the "**Court**") in respect of the Arrangement and the satisfaction or waiver of certain other customary closing conditions. It is expected that two or three business days after the closing of the Arrangement, the common shares of New GMIN will be listed and posted for trading on TSX under the stock symbol "**GMIN**", in substitution for the presently listed GMIN shares.

The GMIN Private Placements are expected to close on or around July 12, 2024, subject to the satisfaction or waiver of certain customary closing conditions, as well as the approval of the TSX.

Additional details about the Arrangement, the GMIN Private Placements and the other matters in respect of which the Shareholders voted earlier today can be found in the joint management information circular dated June 7, 2024 prepared in connection with the Meeting, a copy of which is available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) under GMIN's issuer profile and on GMIN's website at [www.gmin.gold](http://www.gmin.gold).

### **About G Mining Ventures Corp.**

G Mining Ventures Corp. (TSX: GMIN) (OTCQX: GMINF) is a mining company engaged in the acquisition, exploration and development of precious metal projects, to capitalize on the value uplift from successful mine development. GMIN is well-positioned to grow into the next mid-tier precious metals producer by leveraging strong access to capital and proven development expertise. GMIN is currently anchored by its flagship Tocantinzinho Gold Project in mining friendly and prospective State of Pará, Brazil.

### **Cautionary Statement on Forward-Looking Information**

*All statements, other than statements of historical fact, contained in this press release constitute "forward-looking information" and "forward-looking statements" within the meaning of certain securities laws and are based on expectations and projections as of the date of this press release. Forward-looking statements contained in this press release include, without limitation, those related to (i) the anticipated closing of the GMIN Private Placements on or around July 12, 2024; (ii) the anticipated closing of the Arrangement on or around July 15, 2024 following the satisfaction of all conditions precedent thereto, notably the final order being obtained from the Court; (iii) the common shares of New GMIN to trade on the TSX under the symbol "GMIN"; and (iv) more generally, the section entitled "About G Mining Ventures Corp."*

*Forward-looking statements are based on expectations, estimates and projections as of the time of this press release. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable by the Corporation as of the time of such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. These estimates and assumptions may prove to be incorrect. Such assumptions include, without limitation, those relating to the price of gold and currency exchange rates and those underlying the items listed on the above section entitled "About G Mining Ventures Corp."*

*Many of these uncertainties and contingencies can directly or indirectly affect, and could cause, actual results to differ materially from those expressed or implied in any forward-looking statements. There can be no assurance that, notably but without limitation, the Corporation will (i) bring its Tocantinzinho Gold Project into commercial production in the H2-2024, or at all, (ii) grow GMIN into the next intermediate producer, or (iii) complete the GMIN Private Placements and the Arrangement, as currently contemplated or at all, as future events could differ materially from what is currently anticipated by the Corporation. In addition, there can be no assurance that the State of Pará, in Brazil, will remain a mining friendly and prospective jurisdiction.*

*By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that estimates, forecasts, projections and other forward-looking statements will not be achieved or that assumptions do not reflect future experience. Forward-looking statements are provided for the purpose of providing information about management's expectations and plans relating to the future. Readers are cautioned not to place undue reliance on these forward-looking statements as a number of important risk factors and future events could cause the actual outcomes to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates, assumptions and intentions expressed in such forward-looking statements. All of the forward-looking statements made in this press release are qualified by these cautionary statements and those made in the Corporation's other filings with the securities regulators of Canada including, but not limited to, the cautionary statements made in the relevant sections of the Corporation's (i) Annual Information Form dated March 27, 2024, for the financial year ended December 31, 2023, and (ii) Management Discussion & Analysis. The Corporation cautions that the foregoing list of factors that may affect future results is not exhaustive, and new, unforeseeable risks may arise from time to time. The Corporation disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law.*

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**For further information:** Additional Information: For further information on GMIN, please visit the website at [www.gmin.gold](http://www.gmin.gold) or contact: Jessie Liu-Ernsting, Vice President, Investor Relations and Communications, 647.728.4176, [info@gminingventures.com](mailto:info@gminingventures.com)

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