

G Mining Ventures Announces Proposed Exercise of Share Purchase Warrants Held by Franco-Nevada

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BROSSARD, Nov. 6, 2024 - [G Mining Ventures Corp.](#) ("GMIN" or the "Corporation") (TSX: GMIN) (OTCQX: GMINF) is pleased to announce that [Franco-Nevada Corp.](#) ("Franco-Nevada") has agreed to exercise by no later than December 4, 2024, the 11,500,000 common share purchase warrants ("Warrants") issued to them in connection with the Corporation's Tocantinzinho ("TZ") project financing package announced in 2022 (see press releases dated July 18, 2022 and July 22, 2022). Pursuant to the proposed exercise, the Corporation will issue 2,875,000 common shares to Franco-Nevada for aggregate gross proceeds of \$21.85 million.

Each Warrant entitles Franco-Nevada to acquire 0.25 of a common share of GMIN at an exercise price of \$1.90 per 0.25 of a share, equivalent to \$7.60 per whole share, on or before the expiry date of July 21, 2027. Under the terms of the Warrants, the Corporation is permitted to accelerate the expiry date if its shares have traded on the Toronto Stock Exchange at a volume-weighted average price of greater than \$12.00 for a period of 10 consecutive trading days (the "Acceleration Event"). The Acceleration Event has been realized as of October 31, 2024, and, as a result, the Corporation has elected to accelerate the expiry date to December 4, 2024.

"We are pleased to announce this warrant acceleration and exercise, a testament to GMIN's commitment to delivering shareholder value, underpinned by our successful execution of the Tocantinzinho mine construction and strict capital discipline," stated Louis-Pierre Gignac, President & Chief Executive Officer of GMIN. "We deeply appreciate Franco-Nevada's steadfast support and confidence in our vision. Their partnership was instrumental in achieving the milestone of TZ's first gold pour and reaching commercial production in 2024, on schedule and within budget."

Franco-Nevada invested US\$352.2 million in development capital for GMIN's TZ project in Brazil. This investment included a US\$27.5 million equity investment, a US\$250 million gold stream and a US\$75 million senior secured term loan. The equity portion of the investment was made at \$3.20 per share, representing a 23% premium to the closing price on the day before the deal announcement (\$2.60 per share). The \$12.00 per share required to trigger the Acceleration Event represents a 275% premium to the \$3.20 per share equity investment and a 362% premium to the closing price on the day before the deal announcement.

Upon exercise of these Warrants, GMIN will have eliminated all warrant instruments, marking a significant milestone in the Corporation's capital structure and growth trajectory.

About G Mining Ventures Corp.

G Mining Ventures Corp. (TSX: GMIN) (OTCQX: GMINF) is a mining company engaged in acquiring, exploring and developing 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 the Tocantinzinho Gold Mine in Brazil and the Oko West Project ("Oko West") in Guyana, both mining-friendly and prospective jurisdictions.

Additional Information

For further information on GMIN, please visit the website at www.gmin.gold or contact:

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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 exercise of the Warrants by Franco-Nevada prior to their expiry and (ii) more generally, the quoted comments of GMIN's President & Chief Executive Officer as well as the above 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 underlying the quoted comments of GMIN's President & Chief Executive Officer and the items listed in the above section entitled "About G Mining Ventures Corp.".

Many of these uncertainties and contingencies can directly or indirectly 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, (i) Franco-Nevada will exercise the Warrants prior to their expiry, (ii) GMIN will achieve its stated objectives for TZ and Oko West, or (iii) GMIN will use TZ and Oko West to grow GMIN into the next mid-tier precious metals producer, as future events could differ materially from what is currently anticipated by the Corporation. In addition, there can be no assurance that Brazil and/or Guyana will remain mining-friendly and prospective jurisdictions.

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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