G Mining Ventures and Reunion Gold Announce Combination

G Mining Ventures (TSX: GMIN)

GMIN and **Reunion Gold Corporation (TSX.V:RGD)** announced they have entered into a definitive agreement to combine the two companies, setting the stage for the creation of a leading intermediate gold producer.

G Mining Ventures	TSX: GMIN
Stage	Development + Exploration
Metals	Gold
Market cap	C$1 billion @ C$2.24

Location	Tapajos, Para State, Brazil

To see the latest G Mining Ventures share price and chart, please click here

G Mining Ventures and Reunion Gold Announce Combination to Set the Stage for a Leading Intermediate Gold Producer in the Americas

All amounts are in CAD unless stated otherwise

BROSSARD and LONGUEUIL, QC, April 22, 2024 – **G Mining Ventures Corp.** ("GMIN") **(TSX: GMIN)** (OTCQX: GMINF) and **Reunion Gold Corporation** ("RGD") **(TSXV:RGD)** (OTCQX:RGDFF) are pleased to announce they have entered into a definitive agreement (the "Agreement") to combine the two companies, setting the stage for the creation of a leading intermediate gold producer (the "Transaction").

Through the Transaction, GMIN will acquire RGD's flagship Oko West Project located in Guyana, within the Guiana Shield region, one of the most attractive mining jurisdictions in South America.

Oko West has emerged as a globally significant gold discovery over the last few years, with excellent potential to become a top tier deposit that could support a large, long-life mine complex to accelerate GMIN's vision of building a leading intermediate gold producer.

The GMIN team, including through the Gignac Family-owned G Mining Services ("GMS"), has an impressive track-record of executing world-class projects in the Guiana Shield region to generate industry leading returns for its stakeholders.

o Sets the stage for the creation of a leading intermediate gold producer with the addition of Oko West, one of the most significant gold discoveries in the Guiana Shield, to GMIN's portfolio
o Led by GMIN's best-in class management team, ideally positioned to unlock the value of Oko West
o The GMIN team and GMS have an impressive track-record of executing world-class projects in the Guiana Shield region to generate industry leading returns for its stakeholders
o De-risked growth profile to accelerate development of Oko West through anticipated TZ cash flow
o Compelling re-rate potential from multiple near-term catalysts and enhanced capital markets profile
o Continued support from La Mancha and Franco-Nevada via concurrent US$50 million equity financing, in addition to La Mancha's intention to purchase up to US$10 million of GMIN shares in the open market

GMIN plans to move Oko West quickly through technical studies to a construction decision, leveraging the considerable amount of exploration, development, and permitting work that has already been completed by RGD, supported by the expected free cash flow from the Tocantinzinho Gold Project ("Tocantinzinho" or “TZ”), which is trending on schedule and on budget for commercial production in the second half of 2024.

The Transaction sets the stage for the creation of an Americas focused leading intermediate gold producer.

Under the terms of the Agreement, GMIN and RGD shareholders will receive common shares of a newly formed company (the “New GMIN”) equivalent to RGD shareholders being issued 0.285 GMIN common shares for each RGD common share.

In addition, RGD shareholders will receive common shares in a newly created gold explorer (“SpinCo”) that will hold all of RGD’s assets other than Oko West. GMIN has agreed to fund SpinCo with $15 million.

RGD shareholders will receive estimated consideration of $0.65 per RGD common share, an estimated transaction equity value of $875 million, based on the closing price of GMIN common shares on the Toronto Stock Exchange (“TSX”) on April 19, 2024, excluding the value of the SpinCo consideration

This represents a premium of 29% based on GMIN’s and RGD’s closing price and 10-day VWAP on the TSX and TSX Venture Exchange (“TSXV”) as at April 19, 2024, respectively, without accounting for value of SpinCo.

Upon completion of the Transaction, existing GMIN and RGD shareholders will own approximately 57% and 43% of the combined company on a fully-diluted in-the-money basis prior to the concurrent US$50 million equity financing, and the combined company and RGD shareholders will own 19.9% and 80.1%, respectively, of the outstanding common shares of SpinCo.

To read the full news release, please clink HERE

The live gold price can be found HERE

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If you need clarification of any information contained in this note, or have any questions, I will be delighted to assist – Please email andrew@city-investors-circle.com

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Disclosure

At the time of writing the author holds shares in G Mining Ventures

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