G Mining Ventures Proposed Exercise of Warrants by Franco-Nevada

G Mining Ventures (TSX: GMIN)

Announced that Franco-Nevada Corporation has agreed to exercise by no later than December 4, 2024, the 11,500,000 common share purchase warrants issued to them in connection with the Corporation’s Tocantinzinhoproject financing package announced in 2022.

Vincent-Luc Authier, Construction Manager at TZ with the First Gold Bar

Poured at the Mine (G Mining Ventures Corp)

G Mining Ventures	TSX: GMIN
Stage	Development + Exploration
Metals	Gold
Market cap	C$2.72 billion @ C$12.67
Location	Para State, Brazil, + Guyana
Website	www.gminingventures.com

G Mining Ventures Announces Proposed Exercise of Share

Purchase Warrants Held by Franco-Nevada

BROSSARD, QC, Nov. 6, 2024 /CNW/ – G Mining Ventures Corp. ("GMIN" or the "Corporation") (TSX: GMIN) (OTCQX: GMINF) is pleased to announce that
Franco-Nevada Corporation ("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.*

Louis-Pierre Gignac, President & Chief Executive Officer of GMIN stated,

> *"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.*

> *"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."*

History

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.**

To read the full news release, please click HERE

To View G Mining Ventures' historical news, please click here

The live gold price can be found HERE

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Disclosure

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

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