GoldMining Inc. Options Almaden to NevGold

GoldMining Inc. (TSX: GOLD; NYSE: GLDG)

Announced that it has entered into an option agreement with NevGold Corp. and its subsidiary (TSXV:NAU) whereby NevGold's subsidiary may acquire a 100% interest in the Company's Almaden Project, located in Idaho, U.S.A.

The Agreement provides for total cash and/or share consideration to the Company from NevGold of up to C$16.5 million. [..]

GoldMining Inc.	TSX : GOLD
Stage	Exploration
Metals	Gold
Market cap	C$220 m @ C$1.43
Location	USA and various Latin American countries



Almaden Gold Project – GoldMining Inc

GoldMining Options The Almaden Property to NevGold for Total Consideration of $16.5 Million and Makes Strategic Investment in

NevGold

This news release constitutes a "designated news release" for the purposes of the Company's prospectus supplement dated December 10, 2021 to its short form base shelf prospectus dated October 27, 2021.

Vancouver, British Columbia – June 14, 2022 – GoldMining Inc. (the "Company" or "GoldMining") (TSX: GOLD; NYSE American: GLDG) is pleased to announce that it has entered into an option agreement (the " Option Agreement") with NevGold Corp. and its subsidiary ("NevGold"; TSXV:NAU) whereby NevGold's subsidiary may acquire a 100% interest in the Company's Almaden Project, located in Idaho, U.S.A.

The Agreement provides for total cash and/or share consideration to the Company from NevGold of up to C$16.5 million, which is comprised of initial consideration of C$3 million, additional payments of C$6.0 million to exercise the Option and further contingent payments of up to C$7.5 million tied to success-based project milestones.

Key Option Agreement Highlights

- On closing, NevGold will issue 4,444,444 common shares of NevGold (the "**NevGold Shares**") to GoldMining representing C$3 million of value at a price equal to C$0.675 per share, representing approximately 10.6% of the outstanding NevGold Shares as of the date hereof;
- GoldMining will subscribe for an additional $1 million of NevGold Shares at $0.675/share for 1,481,481 common shares on closing of the Option Agreement, and commits

to a further lead order in a future financing by NevGold completed by November 30, 2022 in an amount to the lesser of C$1.25 million and 40% of the total gross proceeds raised by NevGold in the Financing;

- In order to exercise the option, NevGold must make the following additional payments to GoldMining's subsidiary in cash and/or NevGold Shares (based on a 30 day VWAP):
    - January 1, 2023: C$1.5 million
    - July 1, 2023: C$1.5 million
    - January 1, 2024: C$3.0 million
- To exercise the Option, NevGold must also make qualifying expenditures on the Project totalling C$2.25 million:
    - $1.5 million on or before June 1, 2023
    - $0.75 million on or before December 31, 2023
- Upon satisfying the total C$9.0 million in cash and/or share payments and completing C$2.25 million in qualifying expenditures by January 1, 2024, NevGold would own 100% of the Project
- Additionally, NevGold is required to make success-based contingent payments totalling up to C$7.5 million to GoldMining, payable in cash or shares at the election of NevGold:
    - C$0.5 million on completion of a positive Preliminary Economic Assessment
    - C$2.5 million on completion of a positive Preliminary Feasibility Study
    - C$4.5 million on completion of a positive Feasibility Study

GoldMining Inc. management comments

"In March 2020 with gold near $1,620/oz, we acquired the Almaden project for C$1.15 million, and currently Almaden represents only 3% of our current overall resource base.

> *“Today’s transaction with NevGold for total consideration of C$16.5 million, represents a significant return for our shareholders and demonstrates the substantial value embedded in our large resource portfolio which was acquired for the most part when gold was less than $1,350/oz and copper near $2/lb.*

> *“The structure of this deal with NevGold presents a ‘win-win’, providing us with exposure to the future success and upside potential of the Almaden Project and providing NevGold with a new strategic investment.*

> *“Furthermore, through our strategic investment and NevGold Share consideration, we have additional exposure to work conducted by NevGold to advance its portfolio of assets in the region, including its active exploration drilling at Limousine Butte in Nevada.”*

Alastair Still, CEO of GoldMining Inc.

The Option Agreement

Pursuant to the Option Agreement, on closing of the transaction, GoldMining will grant a subsidiary of NevGold an option to acquire a 100% interest in the project for initial consideration for such grant of C$3.0 million, which will be satisfied through the issuance of 4,444,444 NevGold Shares.

Pursuant to the option, in order to acquire the project, NevGold must: (i) make additional payments of C$6 million to the Company, payable in cash and/or NevGold Shares, at the

election of NevGold; and (ii) complete qualifying expenditures of C$2.25 million at the project during an exercise period ending January 1, 2024.

The Option Agreement provides for additional contingent payments of up to C$7.5 million by NevGold, payable in cash and/or NevGold Shares, at the election of NevGold.

In the event that any of the foregoing payments are satisfied through the issuance of additional NevGold Shares, the number of such shares will be based upon the volume-weighted average price of the NevGold Shares for the applicable 30-trading day period.

Strategic Investment

In addition, concurrently with the closing of the option grant, GoldMining will make a strategic investment in NevGold by subscribing for 1,481,481 NevGold Shares at a price of C$0.675 per NevGold Share for total subscription proceeds of C$1 million.

Under the Option Agreement, GoldMining has agreed to purchase additional NevGold equity in an amount to the lesser of C$1.25 million and 40% of the total gross proceeds raised by NevGold in the event NevGold completes a qualifying financing prior to November 30, 2022.

In connection with the transaction, on closing, the parties will enter into an investor rights agreement on customary terms, which provides for, among other things, the grant of certain anti-dilution rights by NevGold to GoldMining and the right to nominate one board member of NevGold, provided the Company maintains an equity interest in NevGold above 4.9%.

Closing of the Option Agreement is expected to occur in June 2022 and is subject to customary regulatory approvals. Upon

closing, GoldMining is expected to own approximately 10.6% of the outstanding NevGold Shares based on the number of NevGold Shares issued and outstanding as of the date hereof.

To read the full news release, please click HERE

About GoldMining Inc.

GoldMining Inc. is a public mineral exploration company focused on the acquisition and development of gold assets in the Americas. Through its disciplined acquisition strategy, GoldMining now controls a diversified portfolio of resource-stage gold and gold-copper projects in Canada, U.S.A., Brazil, Colombia, and Peru. The Company also owns more than 20 million shares of Gold Royalty Corp. (NYSE American: GROY).

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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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GoldMining Inc. Issues a Letter to Shareholders

GoldMining Inc. (TSX: GOLD / NYSE American: GLDG)

Issued a letter from its Chairman, Amir Adnani, updating shareholders on the Company's progress in advancing and unlocking value from its portfolio of assets while enhancing a peer leading balance sheet which includes cash and holdings in Gold Royalty Corp. […]

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GoldMining Inc.	TSX : GOLD
Stage	Exploration
Metals	Gold
Market cap	C$311 m @ C2.07
Location	Various Latin American countries

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GoldMining Inc. Issues Letter to Shareholders

Vancouver, British Columbia – April 5, 2022 – GoldMining Inc. (the "**Company**" or "**GoldMining**") (TSX: GOLD; NYSE American: GLDG) is pleased to issue the following letter from its **Chairman, Amir Adnani**, updating shareholders on the Company's progress in advancing and unlocking value from its portfolio of assets while enhancing a peer leading balance sheet which includes cash and holdings in Gold Royalty Corp. ("Gold

Royalty”).

Dear Fellow Shareholders,

The last twelve months were one of the most dynamic periods in GoldMining’s 11-year history with several key catalysts creating a sound foundation for the Company to execute various initiatives in the years ahead to continue to unlock value from our vast portfolio of projects in the Americas.

Through GoldMining’s strategic holdings of 20 million shares in Gold Royalty (NYSE American: GROY), the Company has built an extremely robust and flexible balance sheet with approximately $120 million in cash and marketable securities. Following GROY’s commencement of an inaugural dividend, GoldMining expects to receive roughly $1 million in dividend cash flow per year. The value of this dividend cash flow cannot be understated, as most exploration and development companies are negative cash flowing and are forced to dilute shareholders, whereas GoldMining is in a unique position to have meaningful, and potentially growing dividend cash flow.

Taking inspiration from the successful Gold Royalty spin out in 2021, we recently announced the creation of U.S. GoldMining Inc. (“U.S. GoldMining”), a new subsidiary which will focus on advancing the large Whistler gold-copper Project located northwest of Anchorage, Alaska. Today, with spot gold approaching US$2,000 per ounce and copper prices near a decade high, optimum market conditions exist to immediately unlock substantial value by creating U.S. GoldMining without dilution to GoldMining’s capital structure. As the flagship asset of U.S. GoldMining, we believe that the Whistler Project has district size scale to attract the attention of major producing mining companies, with indicated mineral resources of 3.0 million gold equivalent ounces[1] and inferred mineral resources of 6.5 million gold equivalent ounces[1] covering an

expansive regional land package of 17,159 hectares. U.S. GoldMining will operate as a separate public company through an IPO or similar transaction. Stay tuned for further announcements as we build a dedicated team and experienced board of directors to advance this large and exciting project. See the technical report titled “NI 43-101 Mineral Resource Estimate for the Whistler Project” with an effective date of June 11, 2021 (as amended October 29, 2021), a copy of which is available under the Company’s profile at www.sedar.com, for further information regarding the Whistler Project and the above resource estimate.

Operationally, GoldMining has made several additions to key management roles, including the appointment of Alastair Still (ex-Newmont and Goldcorp) as CEO. Under Alastair’s leadership, the Company has built a world class technical team that has started the process of de-risking and unlocking the value of our project portfolio. Recently, we added over 50 years of global mining industry expertise with the appointment of Sam Mah as our Director Engineering Studies and Eric Chen as our Director Mineral Resources. Additionally, we updated our peer-leading mineral resource portfolio by completing updated Technical Reports on core properties representing approximately 75% of GoldMining’s gold equivalent mineral resources to strengthen the foundation for the next stage of advancing our projects.

Our experienced team continues to de-risk the Company’s portfolio as we analyze and seek to demonstrate the economics of the Company’s most advanced assets. GoldMining recently announced the results of a preliminary economic assessment (“PEA”) at the La Mina Project in Colombia. The PEA outlined roughly 1 million gold-equivalent ounces of production over 10 years with an after-tax net present value of US$232 million at a conservative gold price of US$1,600 per ounce. La Mina’s valuation spotlights how undervalued GoldMining currently is in the market, with a current enterprise value roughly

equivalent to this single asset which, on a gold equivalent ounce basis, accounts for only 6% of our measured and indicated mineral resources and 3% of our inferred mineral resources. Clearly, as we continue to rapidly advance our extensive portfolio of assets the Company intends to create meaningful value for our shareholders.

The PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty that the PEA will be realized. See the technical report titled "NI 43-101 Technical Report and Preliminary Economic Assessment" with an effective date of January 12, 2022, a copy of which is available under the Company's profile at www.sedar.com, for further information regarding the La Mina Project.

Looking forward to the remainder of 2022, we strive to continue to add value to the La Mina Project through an exploration drilling program on the La Garrucha zone, located less than one kilometer to the east and immediately adjacent to the existing mineral resources. This drill program targets the potential to grow the underlying mineral resource base of the project which could further enhance the economics of the La Mina Project. Additionally, work continues at the São Jorge Project (São Jorge) in Brazil, building upon the success of our infill sampling program that commenced in late 2021. We see the results at São Jorge to further highlight the disconnect between our market valuation and the value of the assets within our portfolio. In addition to driving forward the portfolio through our own initiatives, GoldMining continues to have active discussion with various peers, developers, and major producers as we consider potential strategic partnerships, joint ventures, and New Co's for avenues to unlock value.

Additionally, GoldMining is in the unique position of holding

a 75% interest in the high-grade uranium exploration project called Rea that is located in the Athabasca region of Canada, one of the most prolific geological regions for uranium globally. The uranium market has benefited from bipartisan support and is embraced as a necessary component in the shift to a green economy. Spot prices are up 40% year-to-date, but yet still remain only about one third of all time highs. Rea is a district-scale project covering 125,000 hectares that could become a key asset for a uranium exploration company to be built around or would provide meaningful exploration potential to more mature developers and producers.

The remainder of 2022 is shaping up to be an exciting period for GoldMining, Gold Royalty and all our stakeholders. We thank our shareholders for their continued support and look forward to reporting further progress in the coming quarters as we execute our strategy.

[1] The Whistler mineral resource estimate consists of indicated resources of 118.2 million tonnes containing 1.94 million ounces of gold grading 0.51 g/t, 8.33 million ounces of silver grading 2.19 g/t and 422 million pounds of copper grading 0.16%; and inferred resources of 317.0 million tonnes containing 4.67 million ounces of gold grading 0.46 g/t, 16.06 million ounces of silver grading 1.58 g/t and 711 million pounds of copper grading 0.10%.

Qualified Persons

Paulo Pereira, P. Geo., President of GoldMining, has reviewed and approved the technical information contained in this news release. Mr. Pereira is a Qualified Person as defined in National Instrument 43-101 (“NI 43-101”).

About GoldMining Inc.

The Company is a public mineral exploration company focused on the acquisition and development of gold assets in the Americas. Through its disciplined acquisition strategy, the Company now controls a diversified portfolio of resource-stage gold and gold-copper projects in Canada, U.S.A., Brazil, Colombia and Peru. The Company also owns 20 million shares of Gold Royalty Corp. (NYSE American: GROY).

Read the latest news releases on the GoldMining website : https://www.goldmining.com/news/

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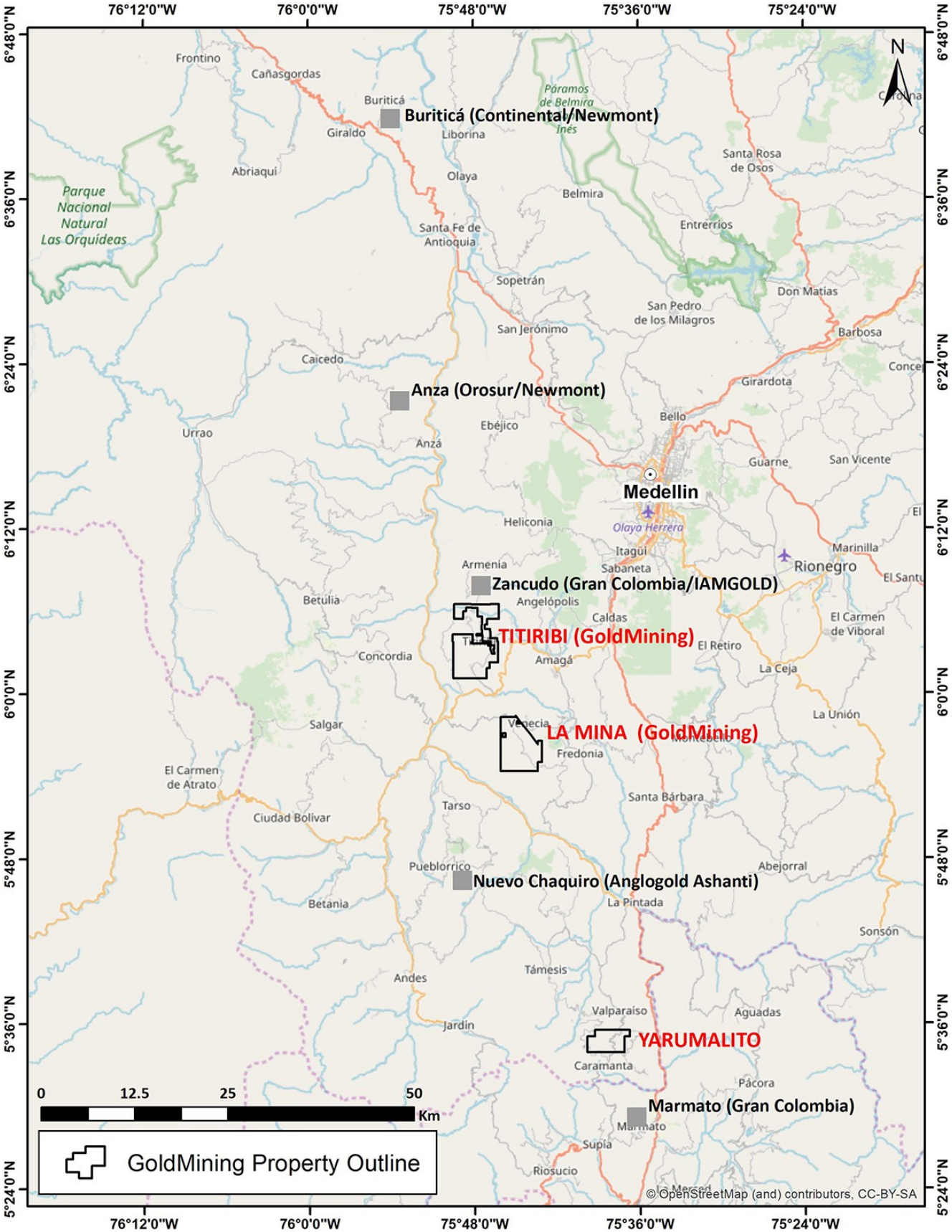
GoldMining Inc. Acquires NSR For Yarumalito

GoldMining Inc. (TSX: GOLD / NYSE American: GLDG)

Announced that it has acquired an existing 1% net smelter return ("NSR") royalty on the Company's Yarumalito Project in Colombia from Newrange Gold Corp. […]

GoldMining Inc.	TSX : GOLD
Stage	Exploration

Metals	Gold
Market cap	C$322 m @ C$2.14
Location	Various Latin American countries



GoldMining Inc. Yarumalito Property Map

GoldMining Inc. Acquires Existing NSR Royalty On Its Yarumalito Project, Colombia

Vancouver, British Columbia– *March 14, 2022 – GoldMining Inc. (the "Company" or "GoldMining") (TSX: GOLD; NYSE American: GLDG)* is pleased to announce that it has acquired an existing 1% net smelter return ("NSR") royalty on the Company's Yarumalito Project in Colombia from Newrange Gold Corp. ("Newrange").

Pursuant to the agreement, the Company paid Newrange CAD$100,000 in cash and delivered 10,000 common shares of the Company.

GoldMining Inc. management comments

"Yarumalito was acquired by the Company in 2019 as part of a strategic consolidation of three projects in the Mid Cauca Belt of Colombia that form a district-scale property package in one of the underexplored gold-copper belts in the world.

"By acquiring this royalty, GoldMining provides additional optionality for future exploration, joint ventures or value-

enhancing transactions as we continue our disciplined approach of unlocking value from our portfolio of gold and gold-copper projects located throughout the Americas."

Alastair Still, CEO of GoldMining Inc.

About GoldMining Inc.

GoldMining Inc. is a public mineral exploration company focused on the acquisition and development of gold assets in the Americas.

Through its disciplined acquisition strategy, GoldMining now controls a diversified portfolio of resource-stage gold and gold-copper projects in Canada, U.S.A., Brazil, Colombia, and Peru.

The Company also owns 20 million shares of Gold Royalty Corp. (NYSE American: GROY).

The Yarumalito property details can be viewed HERE

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GoldMining Announces US$20 Million Non-Dilutive Facility

GoldMining Inc. (TSX: GOLD; NYSE American: GLDG)

Announced that it has received a commitment for a US$20 million loan facility with Bank of Montreal.

The Facility will be subject to an interest rate of 3-month USD LIBOR plus 5.65% per annum and customary margin requirements. The Facility will have a maturity of one year, may be extended for an additional one-year period, subject to lender approval,

GoldMining Inc.	TSX : GOLD
Stage	Exploration
Metals	Gold
Market cap	C$256 m @ C1.77
Location	Various Latin American countries

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GoldMining Announces US$20 Million Non-Dilutive Facility With Bank of Montreal

OCTOBER 21, 2021

SHARE: Print

Vancouver, British Columbia– *October 21, 2021 – GoldMining Inc. (the "**Company**" or "**GoldMining**") (TSX: GOLD; NYSE American: GLDG)*is pleased to announce that it has received a commitment for a US$20 million loan facility (the "**Facility**") with Bank of Montreal ("**BMO**").

GoldMining Inc. management comments

"Throughout the growth of our business, we have adhered to a financially disciplined approach to value creation, evidenced by the fact that the Company last completed an equity raise five years ago.

"We entered the new phase of our business growth, which is to unlock the value of our resource portfolio, with the IPO of Gold Royalty Corp.

"Our continued interest in Gold Royalty, which has a current market value of approximately US$110 million, has further strengthened our balance sheet. As we maintain our disciplined approach, and plan to continue harnessing value from our projects, this Facility strengthens our balance sheet while maintaining our continued exposure to Gold Royalty."

Alastair Still, CEO of GoldMining

The Facility will be subject to an interest rate of 3-month USD LIBOR plus 5.65% per annum and customary margin

requirements. The Facility will have a maturity of one year, may be extended for an additional one-year period, subject to lender approval, and will be secured by shares of Gold Royalty Corp. owned by the Company.

The Facility will be available for general corporate purposes, acquisitions and to continue to advance company projects including the previously announced preliminary economic assessments at the 100% owned Yellowknife Gold project in Northwest Territories, Canada, São Jorge in Para´State, Brazil and La Mina in Antioquia, Colombia.

The Facility is subject to definitive documentation and conditions customary for a transaction of this nature.

About GoldMining Inc.

GoldMining Inc. is a public mineral exploration company focused on the acquisition and development of gold assets in the Americas. Through its disciplined acquisition strategy, GoldMining now controls a diversified portfolio of resource-stage gold and gold-copper projects in Canada, U.S.A., Brazil, Colombia, and Peru. The Company also owns 20 million shares of **Gold Royalty Corp. (NYSE American: GROY).**

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