

G Mining Ventures and Reunion Gold Complete Business Combination

G Mining Ventures (TSX: GMIN)

And Reunion Gold Corporation (TSXV:RGD) are pleased to announce that the business combination between GMIN and Reunion Gold has been completed by way of a court approved plan of arrangement under the Canada Business Corporations Act.



Vincent-Luc Authier, Construction Manager at TZ with the First Gold Bar Poured at the Mine (CNW Group/G Mining Ventures Corp).



G Mining Ventures	TSX: GMIN
Stage	Production, Development + Exploration
Metals	Gold
Market cap	C\$1.2 billion @ C\$2.63
Location	Tapajos, Para State, Brazil, Guyana
Website	www.gminingventures.com

G Mining Ventures and Reunion Gold Complete Business Combination

BROSSARD, QC, July 15, 2024 – **G Mining Ventures Corp.** (“GMIN”) (TSX: GMIN) (OTCQX: GMINF) and **Reunion Gold Corporation** (“Reunion Gold”) (TSXV:RGD) (OTCQX:RGDFF) are pleased to announce that the business combination between GMIN and Reunion Gold has been completed by way of a court approved plan of arrangement under the Canada Business Corporations Act (the “Arrangement”).

The Arrangement was overwhelmingly approved by GMIN shareholders as well as Reunion Gold securityholders at their respective annual general and special meetings held on July 9, 2024, and was subsequently approved by the Ontario Superior

Court of Justice (Commercial List) on July 11, 2024.

Louis-Pierre Gignac, President, CEO and Director of GMIN, stated:

“Oko West will play an important role in realizing our vision of becoming a leading intermediate gold producer, with its significant resource base, excellent expansion potential and location in a mining-friendly jurisdiction.”

“With the close of the Oko West acquisition, I am excited to undertake maximizing value of this generational asset.”

“Our team is uniquely positioned to accelerate value creation at Oko West, leveraging our deep Guiana Shield experience, expertise in project execution, and the tangible synergy from the anticipated near-term free cash flow, established system, team, and equipment at Tocantinzinho.”

“I would like to take this opportunity to welcome Reunion Gold shareholders to the GMIN family, and I look forward to continuing to create value for our existing and new shareholders.”

A newly incorporated successor issuer will hold and manage the combined business of GMIN and Reunion Gold (“New GMIN”), and has acquired, pursuant to the Arrangement, (i) all of the

issued and outstanding common shares in the capital of GMIN (each whole share, a "GMIN Share") and (ii) all of the issued and outstanding common shares in the capital of Reunion Gold (each whole share, a "Reunion Gold Share").

In connection with the Arrangement:

- *former GMIN shareholders are receiving 0.25 of a common share of New GMIN (each whole share, a "New GMIN Share") for each GMIN Share held;*
- *former Reunion Gold shareholders are receiving 0.07125 of a New GMIN Share and 0.05 of a common share of Greenheart Gold Inc. ("Greenheart Gold" or "Spinco") (each whole share, a "Spinco Share") for each Reunion Gold Share held; and*
- *Reunion Gold has assigned and transferred to Greenheart Gold, a newly created gold exploration company, all of its assets other than the Oko West Project, including C\$15 million in cash which GMIN has agreed to fund; **resulting in New GMIN holding, indirectly through Reunion Gold, 19.9% of the outstanding Spinco Shares, and the former Reunion Gold shareholders holding the remaining 80.1%.***

It is expected that the New GMIN Shares will be listed and posted for trading on the Toronto Stock Exchange (the "TSX") under the stock symbol "GMIN" in substitution for the presently listed GMIN shares on or around July 17, 2024, with the shares of GMIN and Reunion Gold being delisted from the TSX and the TSX Venture Exchange (the "TSXV"), respectively, at the close of trading the day before.

Each of GMIN and Reunion Gold will be submitting applications to cease to be reporting issuers under applicable Canadian securities laws and to otherwise terminate their public

reporting obligations.

[To View G Mining's historical news, please click here](#)

[To read the full news release, please click HERE](#)

[The live gold price can be found HERE](#)

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Our audience is selected and invited individually to ensure interest and relevance for the presenting company.

Meetings are non deal, small group, highly focused and engaged, with a lively Q and A to follow the main presentation.

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Disclosure

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

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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 click 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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