Form **8937**
(December 2017)
Department of the Treasury
Internal Revenue Service

Report of Organizational Actions Affecting Basis of Securities

▶ See separate instructions.

OMB No. 1545-0123

Part I Reporting Issuer

1 Issuer's name: G MINING VENTURES CORP.	2 Issuer's employer identification number (EIN): none
3 Name of contact for additional information: Investor Relations	4 Telephone No. of contact: (450) 923-9176
5 Email address of contact: ir@gmin.gold	
6 Number and street (or P.O. box if mail is not delivered to street address) of contact: 500-2000 rue de L'Éclipse	7 City, town, or post office, state, and ZIP code of contact: Brossard, Quebec, J4Z 0S2, Canada
8 Date of action: July 29, 2026	9 Classification and description: G Mining common shares
10 CUSIP number: 36270K102	11 Serial number(s):
12 Ticker symbol: GMIN (TSX) GMINF (OTCMKTS)	13 Account number(s):

Part II Organizational Action

Attach additional statements if needed. See back of form for additional questions.

14 Describe the organizational action and, if applicable, the date of the action or the date against which shareholders' ownership is measured for the action ▶ See attached

15 Describe the quantitative effect of the organizational action on the basis of the security in the hands of a U.S. taxpayer as an adjustment per share or as a percentage of old basis ▶ See attached

16 Describe the calculation of the change in basis and the data that supports the calculation, such as the market values of securities and the valuation dates ▶ See attached

Part II **Organizational Action** *(continued)*

17 List the applicable Internal Revenue Code section(s) and subsection(s) upon which the tax treatment is based ▶ See attached

18 Can any resulting loss be recognized? ▶ See attached

19 Provide any other information necessary to implement the adjustment, such as the reportable tax year ▶ See attached

Sign Here

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature ▶ [signature] Date ▶ August 31, 2026

Print your name ▶ Julie Lafleur Title ▶ Vice President, Finance and CFO

Paid Preparer Use Only

Print/Type preparer's name	Preparer's signature	Date	Check ☐ if self-employed	PTIN
Mark A. Goldsmith	[signature]	8/31/2026		P00174654
Firm's name ▶ Troutman Pepper Locke LLP			Firm's EIN ▶	58-0946915
Firm's address ▶ 875 Third Avenue, New York, NY 10022			Phone no.	212-704-6000

Send Form 8937 (including accompanying statements) to: Department of the Treasury, Internal Revenue Service, Ogden, UT 84201-0054

G MINING VENTURES CORP.
ATTACHMENT TO FORM 8937-PART II

REPORT OF ORGANIZATIONAL ACTIONS AFFECTING BASIS OF SECURITIES

Consult your tax advisor: The information contained here is being provided pursuant to the requirements of Section 6045B of the Internal Revenue Code of 1986, as amended (the "**Code**"), and includes a general summary regarding the application of certain U.S. federal income tax laws and regulations relating to the effects of the Arrangement (as defined below) on the tax basis of shares in G Mining Ventures Corp., a corporation formed under the federal laws of Canada ("**GMIN**"), in the hands of holders of shares of common stock of GMIN ("**GMIN Shares**"), who are U.S. taxpayers and who received such GMIN Shares pursuant to the Arrangement (as defined below) by reason of being, immediately prior to the commencement of the Arrangement, holders of shares of common stock of G2 Goldfields Inc., a corporation existing under the federal laws of Canada ("**G2**") ("**U.S. Shareholders**"). This discussion does not constitute tax advice and does not purport to be complete or to describe the consequences that may apply to particular categories or shareholders. Neither GMIN nor G2 provides tax advice to its shareholders. You are urged to consult your own tax advisors regarding the particular consequences of the Arrangement to you, including the applicability in effect of all U.S. federal tax laws, state and local tax laws as well as non-U.S. tax laws.

This Form 8937 and the analysis contained herein also does not address the U.S. federal, state, local or non-U.S. tax consequences of the Arrangement applicable to holders of options, deferred share units, restricted share units, warrants or other convertible securities of GMIN or G2, nor does it address the exchange G2 common stock for G2 Class A common stock ("**G2 Class A Shares**") or the distribution by G2 of shares in G3 Goldfields Inc., a corporation existing under the laws of the Province of Ontario, Canada ("**G3**") pursuant to the Arrangement (the "**Spin-Off**"). Holders of such options, deferred share units, restricted share units, warrants or other convertible securities should consult their own tax advisors regarding the tax consequences of the Arrangement and the Spin-Off to them in light of their own personal circumstances.

For additional information, please read the Notice of Meeting and Management Information Circular for the Special Meeting of Shareholders of G2 dated as of May 12, 2026 (the "**Circular**"), which is available under G2's profile at www.sedarplus.ca.

Part II, Item 14. (Description of Organizational Action).

On July 29, 2026, pursuant to an Arrangement Agreement and its accompanying Plan of Arrangement (the "**Arrangement**") by and among GMIN, G2 and G3, in addition to certain other transactions, GMIN acquired all of the outstanding G2 Class A Shares in exchange for GMIN Shares (the "**Exchange**"), after which G2 became a wholly-owned subsidiary of GMIN. Pursuant to the Exchange, each shareholder of G2 received 0.212 of a GMIN Share. No fractional GMIN Shares were issued pursuant to the Exchange, with any fractional GMIN Shares rounded down to the nearest whole number. No cash consideration was paid in lieu of any fractional GMIN Shares.

U.S. Shareholders should review the Circular and consult their own tax advisor regarding the tax consequences applicable to them in light of their particular circumstances.

<u>Part II, Item 15. (Description of Quantitative Effect of the Organizational Action on the Basis of the Security in the Hands of U.S. Taxpayer)</u>.

The receipt of GMIN Shares for G2 Class A Shares pursuant to the Exchange should qualify as a reorganization within the meaning of Section 368(a) of the Code. Section 367(a)(1) should not apply to the Exchange and, thus, the normal provisions of a reorganization should apply to the receipt of GMIN Shares (other than for a “U.S. Shareholder” as defined in Treasury Regulation Section 1.367(a)-(3)(c)(5)(ii) of G2 that does not enter into a five-year gained recognition agreement in the form provided in Treasury Regulation Section 1.367(a)-8(c)).

Provided the Exchange qualifies as a tax-deferred reorganization pursuant to Section 368(a) of the Code, each U.S. Shareholder of G2 should have a tax basis in the GMIN Shares received pursuant to the Exchange equal to such U.S. Shareholder’s adjusted tax basis in his, her or its G2 Class A Shares surrendered in exchange therefor pursuant to the Exchange.

If a U.S. Shareholder held different blocks of G2 Class A Shares (i.e., shares acquired at different times or at different prices) at the time of the Exchange, such shareholder should consult its own tax advisor with respect to the determination of the tax basis of particular GMIN Shares received in the Exchange.

If G2 was a passive foreign investment company (“**PFIC**”), as defined under Code Section 1297(a), for any tax year during which a U.S. Shareholder held its G2 Shares, certain special PFIC rules apply to the Exchange subject to certain proposed treasury regulations that, if finalized, would apply to transactions on or after April 1, 1992 and that have not been adopted in final form (or withdrawn).

U.S. Shareholders should consult with their own tax advisors regarding the potential application of the PFIC rules including the potential application of the proposed PFIC treasury regulations.

Former shareholders of G2 should consult the Form 8937 issued by G2 to determine the impact, if any, that related transactions effected by G2 pursuant to the Arrangement had on the basis of their G2 Class A Shares, including the Spin-Off, which is available at www.gmin.gold.

<u>Part II, Item 16. (Description of the Calculation of the Change in Basis)</u>.

In the event the Exchange is taxable for U.S. federal income tax purposes, for purposes of calculating fair market value, the fair market value of a GMIN Share on July 29, 2026 is estimated at USD $29.55 (the closing price of a GMIN Share on the OTCQX on July 29, 2026).[1]

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[1] The US dollar equivalent closing price on the TSX was $29.05 based on the product of the closing price for a GMIN Share in Canadian dollars on the TSX on July 29, 2026 (CAD 40.92) and the CAD/USD exchange rate (CAD $1 = USD $0.71) on such date. U.S. Shareholders for whom the exchange is taxable should consult with their tax advisors to determine the appropriate U.S. dollar value of the GMIN shares to be used to determine gain.

Each U.S. Shareholder should consult with his, her, or its own tax advisor to determine whether they are required to recognize gain in connection with the Exchange and what measure of fair market value is appropriate.

Part II, Item 17. (List of Applicable Code Sections).

Provided the Exchange qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a), the U.S. federal income tax consequences for the U.S. Shareholders should be determined under Code Sections 354, 358, 367, 368 and 1223.

In addition, if G2 was a PFIC at any time during the period that a U.S. Shareholder held G2 Shares, then Code Sections 1291-1297 would be applicable.

Part II, Item 18. (Recognition of Loss).

Provided the Exchange qualifies as a tax-deferred reorganization within the meaning of Code Section 368(a), each U.S. Shareholder of G2 which received GMIN Shares pursuant to the Exchange should not recognize any loss.

Part II, Item 19. (Other Information). The Exchange was effective on July 29, 2026. For a U.S. Shareholder which participated in the Exchange whose taxable year is a calendar year, the reportable tax year is 2026.