

GOLDMINING INC.
SAFETY AND SUSTAINABILITY COMMITTEE CHARTER
(November 16, 2023)

1. PURPOSE

- 1.1. The Safety and Sustainability Committee (the "**Committee**") of the Board of Directors (the "**Board**") of GoldMining Inc. (the "**Company**", "we", "our" or "us") has been established in furtherance of the Company's commitments to integrate environmental, social and safety factors into its business strategy in promotion of sustainable and socially responsible resource development. The Committee's role is to:
- (a) provide recommendations to management on the organizations practices as they relate to health and safety, and socially responsible mining practices, including sustainable development, community engagement and stakeholder relations, environmental and GHG emissions management, decarbonization and climate change and human rights; and
 - (b) support the Board in its oversight of topics as they relate to health and safety and socially responsible mining practices, including with respect to the Company's compliance with regulations and policies that provide standards to follow in accomplishing the Company's goals and objectives relating to the management of these topics and to ensure the integrity of relevant reporting and disclosures.
- 1.2. The Committee will make recommendations to the Board regarding items relating to sustainability and related regulatory reporting and disclosures, whether mandatory or voluntary, and the system of internal controls required to execute against the Company's responsibilities.
- 1.3. The Committee will undertake those specific duties and responsibilities listed below and such other duties as the Board from time to time may prescribe.

2. MEMBERSHIP

- 2.1. The members of the Committee shall be appointed by the Board. The Committee members may be replaced by the Board, as the Board shall determine from time to time. There shall be a Chair of the Committee, who shall be appointed by the Board.
- 2.2. The Committee will be comprised of at least three directors appointed by the Board. In appointing members of the Committee, the Board will consider, among other things, breadth of relevant experience and knowledge.
- 2.3. A majority of the members of the Committee shall constitute a quorum who are not officers or employees of the Company or of an affiliate of the Company, for the transaction of business and the act of a majority of those present at any meeting at which there is a quorum shall be the act of the Committee. The Chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas. The Committee may form and delegate authority to subcommittees when appropriate.

3. AUTHORITY

- 3.1. In addition to all authority required to carry out the duties and responsibilities included in this charter, the Committee has specific authority to, in its discretion:
- (a) investigate any activity of the Company and its subsidiaries relating to health and safety and responsible mining practices, such as human rights and environmental management. The Committee has been, and shall be, granted unrestricted access to all information and all employees have been, and shall be, directed to cooperate as requested by members of the Committee; and,
 - (b) select, engage, and compensate at the Company's expense, persons having special expertise and competencies, including advisors, to assist the Committee in fulfilling its responsibilities.

4. DUTIES AND RESPONSIBILITIES

- 4.1. The overall duties and responsibilities of the Committee shall be as follows:
- (a) promote commitment to continuous improvement in health and safety and responsible mining practices, including those related to human rights and climate change, at all levels of the Company;
 - (b) review with management, as they relate to health and safety and responsible mining practices, the Company's policies, risk management policies and processes, risk mitigation approaches, all material regulatory, social or environmental claims or proceedings facing the Company, and relevant materials;
 - (c) review with management the Company's progress and performance against its health and safety and responsible mining practices goals, including key performance indicators as deemed by management, in alignment with the Committee, and proposed recommendations or actions based on the record of performance;
 - (d) review compliance materials, as required, concerning the Company's compliance with applicable laws, rules, regulations and standards of corporate conduct related to health and safety and responsible mining practices;
 - (e) prepare reports or assessments, as needed, at the Committee's discretion, regarding the Company's or Committee's activities;
 - (f) provide oversight of the Company's public sustainability disclosures, whether mandatory or voluntary, to ensure its integrity;
 - (g) perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;
 - (h) review and assess the adequacy of this charter on an annual basis and submit any proposed revisions to the Board for consideration and approval; and
 - (i) inform the Board regularly of significant developments in the course of performing the above duties, including reviewing with the Board any material issues that arise during committee meetings.

- 4.2. The Committee, upon approval by a majority of the members of the Committee, may delegate certain aspects of its duties and responsibilities to officers, and/or employees of the Company, all of whom must report back to the full Committee, to assist the Committee in fulfilling its responsibilities.

5. MEETINGS

- 5.1. The majority of the members of the Committee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other.
- 5.2. The members of the Committee may determine their own procedures.
- 5.3. The Committee may establish its own schedule that it will provide to the Board in advance.
- 5.4. A member of the Committee may call a meeting of the Committee.
- 5.5. The Chair of the Committee must convene a meeting of the Committee at least twice per year.

6. REPORTS

- 6.1. The Committee may report its recommendations to the Board which will be incorporated as a part of the minutes of the Board's meeting at which those recommendations are presented.

This Charter was reviewed and approved by the Committee on November 16, 2023.