

GOLDMINING INC.
(the “**Corporation**”)

DIVERSITY POLICY

(Adopted by the Board of Directors on ●)

The Board of Directors (the “**Board**”) of GoldMining Inc. (the “**Corporation**”) has established a Corporate Governance and Nominating Committee (the “**Committee**”) which is responsible for, among other things, identifying and recommending individuals to join the Board, assessing the effectiveness of the Board and periodically examining the size and composition of the Board.

This Diversity Policy (the “**Policy**”) sets out the Corporation’s approach to diversity on the Board and among the executive officers of the Corporation (each, an “**Executive Officer**”, and together, the “**Executive Team**”)

Policy Statement

The Corporation recognizes the potential benefits of having a diverse Board and a diverse Executive Team. The Committee and the Board aim to attract and maintain a Board and an Executive Team that have an appropriate mix of diversity, skill and expertise. All Board and Executive Officer appointments will be based on merit and the skill and contribution that the candidate is expected to bring to the Board and the Executive Team with due consideration given to the benefits of diversity.

Diversity and Nomination Process

When considering the composition of, and individuals to nominate or hire to, the Board and the Executive Team, the Committee and the Board, as applicable, shall consider diversity from a number of aspects including, but not limited to, gender, age, ethnicity and cultural diversity. In addition, when assessing and identifying potential new members to join the Board or the Executive Team, the Committee and the Board, as applicable, shall consider the current level of diversity on the Board and the Executive Team.

Measurable Objectives

The Committee and the Board shall be responsible for developing measurable objectives to implement this Policy and to measure its effectiveness. The Committee shall discuss and agree annually on whether to set targets based on diversity for the appointment of individuals to the Board or the Executive Team, recognizing that, notwithstanding any targets set in any given year, the selection of diverse candidates will depend on the pool of available candidates with the necessary skills, knowledge and experience.

Monitoring and Reporting

The Committee will monitor, on an ongoing basis, the implementation and effectiveness of this Policy and will, annually or otherwise when applicable, assess (i) the mix of diversity, skill and expertise on the Board and the Executive Team, (ii) the measurable objectives set pursuant to this Policy and (iii) progress in achieving such measurable objectives, including any targets, if set.

When applicable, the Committee will report to the Board on (i) the mix of diversity on the Board and the Executive Team, (ii) the effectiveness of this Policy, (iii) any initiatives taken to achieve stated measurable objectives and, if targets are not set, the reasons for not doing so, (iv) progress in achieving the measurable objectives, including any targets, if set, and (v) any revisions to this Policy that the Committee believes would be appropriate.
