

GOLDMINING INC.

NYSE AMERICAN STATEMENT OF CORPORATE GOVERNANCE DIFFERENCES

March 10, 2022

The common shares of GoldMining Inc. (the “**Company**”) are listed on NYSE American LLC (“**NYSE American**”). Section 110 of the NYSE American Company Guide permits the NYSE American to consider the laws, customs and practices of foreign issuers and to grant exemptions from NYSE American listing criteria based on these considerations. Below is a description of the significant ways in which the Company’s governance practices differ from those followed by U.S. domestic companies pursuant to NYSE American standards.

NYSE American Standards	Home Country Practice
Quorum	
Section 123 of the NYSE American Company Guide recommends a quorum of not less than one-third of a listed company’s shares issued and outstanding entitled to vote at a meeting of shareholders.	The Company’s quorum requirement under its Articles is two or more persons present and holding or representing by proxy not less than five percent (5%) of the total number of issued shares of the Company having voting rights at such meeting.
Shareholder Approval	
Section 711 of the NYSE American Listed Company Guide requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of “equity compensation plans” includes plans that provide for the delivery of both newly issued and treasury securities, as well as plans that include securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors.	The Company follows the shareholder approval requirements listed in Section 613 of the TSX Company Manual in connection with equity compensation arrangements.
Section 713 of the NYSE American Listed Company Guide requires a listed company to obtain the approval of its shareholders for certain kinds of securities issuances, including private placements that result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding shares for less than the greater of book or market value of such shares.	The Company follows the shareholder approval requirements listed in Part VI of the TSX Company Manual in connection with certain securities issuances, including private placements.