



DUNDEE CORPORATION ENTITIES ENTER INTO VOTING SUPPORT AGREEMENTS WITH G MINING VENTURES CORP.

Toronto, April 22, 2024 – Dundee Corporation (TSX: DC.A) (“Dundee” or the “Company”) announced today that two of its subsidiaries and a trust controlled by Dundee (collectively, the “Dundee Entities”) entered into Voting Support Agreements (the “Support Agreements”) with G Mining Ventures Corp. (“G Mining”). The Support Agreements require the Dundee Entities to, among other things and subject to termination and other rights specified therein, vote all the common shares (the “Reunion Shares”) of Reunion Gold Corporation (“Reunion”) owned by the Dundee Entities in favour of the proposed plan of arrangement (the “Arrangement”) among G Mining, Reunion and a newly created gold explorer (“SpinCo”) that is expected to hold all of Reunion’s assets other than Oko West. For further details, see the joint news release of Reunion and G Mining dated April 22, 2024 (the “Joint News Release”).

Under the terms of the Arrangement, shareholders of Reunion (including the Dundee Entities) will receive 0.07125 of a common share of a newly formed parent company (“New GMIN”) for each Reunion Share. In addition, shareholders of Reunion (including the Dundee Entities) will receive 0.05 of a common share of SpinCo for each Reunion Share, and G Mining has agreed to fund SpinCo with \$15 million at completion of the Arrangement. Per the Joint News Release, the number of common shares issued by New GMIN to the shareholders of G Mining and Reunion will be equivalent to the combined company undergoing a 4-to-1 share consolidation upon closing of the Arrangement (0.25 New GMIN common shares will be issued for each common share of G Mining and 0.07125 New GMIN common shares will be issued for each Reunion Share).

According to the Joint News Release, Reunion shareholders will receive estimated consideration of \$0.65 per Reunion Share, an estimated transaction equity value of \$875 million, based on the closing price of the common shares of G Mining on the Toronto Stock Exchange on April 19, 2024, excluding the value of the SpinCo consideration. This represents a premium of 29% based on G Mining’s and Reunion’s closing price and 10-day VWAP on the Toronto Stock Exchange (“TSX”) and TSX Venture Exchange (“TSXV”) as at April 19, 2024, respectively, without accounting for value of SpinCo.

Upon completion of the Arrangement, existing G Mining and Reunion shareholders will own approximately 57% and 43% of the New GMIN on a fully-diluted in-the-money basis prior to the concurrent US\$50 million equity financing described in the Joint News Release, and the New GMIN and Reunion shareholders will own 19.9% and 80.1%, respectively, of the outstanding common shares of SpinCo.

As of the date hereof, Dundee currently owns indirectly, and exercises control and direction over, an aggregate of 183,264,394 Reunion Shares and 12,102,945 share purchase warrants of Reunion, representing an approximate 14.89% ownership interest in Reunion on an undiluted basis and a 15.72% ownership interest in Reunion on a partially diluted basis.

Jonathan Goodman, President and CEO of Dundee Corporation, commented:

“We are pleased to support a transaction at an implied premium of 29%¹, which delivers significant value to our shareholders. Oko West is by any measure a world class asset. The combined company creates a mid-tier gold producer with limited future dilution and presents a compelling re-rating opportunity driven by multiple near-term catalysts. Dundee is highly supportive of consolidation in the mining sector broadly and we think this combination makes a great deal of sense.” This news release is being issued in accordance with National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting*, and an early warning report will be filed by the Company in accordance with applicable securities laws. The early warning report will be filed on the System for Electronic Document Analysis and Retrieval+, accessible at www.sedarplus.ca under the Company’s profile. To obtain a copy of the early warning report filed by the Company, please contact:

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ABOUT DUNDEE CORPORATION

Dundee Corporation is a public Canadian independent holding company, listed on the Toronto Stock Exchange under the symbol “DC.A”. Through its operating subsidiaries, Dundee Corporation is an active investor focused on delivering long-term, sustainable value as a trusted partner in the mining sector with more than 30 years of experience making accretive mining investments.

FOR FURTHER INFORMATION PLEASE CONTACT:

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FORWARD-LOOKING STATEMENTS

This news release may contain forward-looking information within the meaning of applicable securities legislation, which reflects Dundee’s current expectations regarding future events. Forward-looking information is based on a number of assumptions and is subject to a number of risks and uncertainties, many of which are beyond Dundee’s control, which could cause actual results and events to differ materially from those that are disclosed in or implied by such forward-looking information. Such risks and uncertainties include, but are not limited to, the factors discussed under “Risk Factors” in the latest Annual Information Form of Dundee and subsequent filings made with securities commissions in Canada, as well as the risks and uncertainties described under the heading “Cautionary Statement on Forward-Looking Information” in the Joint News Release. Dundee does not undertake any obligation to update such forward-looking information, whether as a result of new information, future events or otherwise, except as expressly required by applicable law. Readers are strongly urged to review the Joint News Release in its entirety and are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date made.

¹ Based on G Mining and Reunion’s most recent closing price and 10-day VWAP on the TSX and TSXV as at April 19, 2024, respectively, without accounting for the value of SpinCo.