

G2 Goldfields Inc. Announces Voting Results from Its Shareholders Meeting

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[G2 Goldfields Inc.](#) ("G2" or the "Company") (TSX:GTWO; OTCQX:GUYGF) and [G3 Goldfields Inc.](#) ("G3") are pleased to announce that at G2's annual general and special meeting of shareholders (the "Meeting") held earlier today, the G2 shareholders approved the annual general matters as well as the matters relating to the proposed spin-out of G2's interest in certain non-core assets ("Non-Core Assets") into G3, a wholly owned subsidiary of G2, through a plan of arrangement under the *Canada Business Corporations Act* (the "Spin-Out").

Voting Results

A total of 190,251,811 common shares of G2 ("G2 Shares") were voted in person or represented by proxy at the Meeting, representing approximately 74.03% of the votes attached to all the outstanding G2 Shares as at the record date of the Meeting.

Resolution	Number of For
Election of Directors	
J. Patrick Sheridan	185,880,30
Daniel Noone	181,145,51
Bruce Rosenberg	157,663,39
Stephen Stow	186,170,83
Carmen Diges	173,849,87
Re-appointment of MNP LLP as auditors of the Company and authorization for the board of directors to fix their remuneration	190,218,95
Approval of a plan of arrangement pursuant to which the Company will complete the Spin-Out	187,274,62
Approval of stated capital reduction	187,203,38
Approval of J. Patrick Sheridan as a new control person of G3 (excluding shares held by Mr. Sheridan)	142,784,67
Approval of G3 stock option plan	152,985,18
Approval of G3 restricted share unit plan	186,064,57

The report of voting results will be made available under the Company's profile on SEDAR+ (www.sedarplus.ca).

Spin-Out Update

The court hearing for the final order to approve the Spin-Out is scheduled to take place on December 3, 2025. The Spin-Out remains subject to final court and regulatory approvals, including final approval of the Toronto Stock Exchange. Additional details of the Spin-Out are more fully described in the management information circular of the Company dated October 23, 2025 (the "Circular"), which is available under G2's profile on SEDAR+ at www.sedarplus.ca. The Spin-Out is expected to be completed in Q1 of 2026 following anticipated receipt of all court and regulatory approvals.

Pursuant to the terms of the Spin-Out, G2 will, among other things, transfer (i) its interests in the Non-Core Assets to a wholly owned Guyanese subsidiary of G3, and (ii) a sufficient amount of cash to G3 (such amount to be determined by G2 at the relevant time) to satisfy G3's working capital and initial listing requirements (which the Company anticipates to be approximately C\$15 million) in exchange for G3 common shares ("G3 Shares") and G2 will distribute such G3 Shares to its shareholders on the basis of one G3 Share for every two G2 Shares held as of the effective date of the Spin-Out. Only shareholders of G2 as of the close of business on the effective date of the Spin-Out will be entitled to receive G3 Shares. Further

details on the effective date of the Spin-Out will be provided in Q1 2026. There will be no change in shareholders' holdings in G2 as a result of the Spin-Out.

About G2 Goldfields Inc.

G2 Goldfields finds and develops gold deposits in Guyana. The founders and principals of the Company have been directly responsible for the discovery of more than 10 million ounces of gold in the prolific and underexplored Guiana Shield. G2 continues this legacy of exploration excellence and success.

In March 2025, G2 announced an Updated Mineral Resource Estimate ("MRE") for the Oko property in Guyana [see press release dated March 10, 2025]. Highlights of the Updated MRE include:

Total combined open pit and underground Resource for the Oko Main Zone (OMZ):

- 513,500 oz. Au - Inferred contained within 3,473,000 tonnes @ 4.60 g/t Au
- 808,000 oz. Au - Indicated contained within 3,147,000 tonnes @ 7.98 g/t Au

Total combined open pit and underground Resource for the Ghanie Zone:

- 1,024,500 oz. Au - Inferred contained within 12,062,000 tonnes @ 2.64 g/t Au
- 663,400 oz. Au - Indicated contained within 10,288,000 tonnes @ 2.01 g/t Au

Total open pit Resource for the Oko NW Zone:

- 97,200 oz. Au - Inferred contained within 4,976,000 tonnes @ 0.61 g/t Au

The MRE was prepared by Micon International Limited with an effective date of March 1, 2025. The Oko district has been a prolific alluvial goldfield since its initial discovery in the 1870s, and modern exploration techniques continue to reveal the considerable potential of the district.

All scientific and technical information in this news release has been reviewed and approved by Dan Noone (CEO of G2 Goldfields Inc.), a "qualified person" within the meaning of National Instrument 43-101. Mr. Noone (B.Sc. Geology, MBA) is a Fellow of the Australian Institute of Geoscientists.

Additional information about the Company is available on SEDAR+ (www.sedarplus.ca) and the Company's website (www.g2goldfields.com).

On behalf of the Board of G2 Goldfields Inc.

"Daniel Noone"
CEO & Director

For Further Information

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Forward-Looking Statements

This news release contains certain forward-looking statements, including, but not limited to, statements about the Spin-Out, including the basis of the Spin-Out, the impact and benefits of the Spin-Out, the completion of the Spin-Out on the proposed terms or at all, the timing of completion of the Spin-Out, the

required approvals, and the future plans and intentions of G2 and G3. Wherever possible, words such as "may", "will", "should", "could", "expect", "plan", "intend", "schedule", "anticipate", "believe", "estimate", "predict" or "potential" or the negative or other variations of these words, or similar words or phrases, have been used to identify these forward-looking statements. These statements reflect management's current beliefs and are based on information currently available to management as at the date hereof.

Forward-looking statements involve significant risk, uncertainties and assumptions. Many factors could cause actual results, performance or achievements to differ materially from the results discussed or implied in the forward-looking statements, including the risk factors set out in the Company's annual information form for the year ended May 31, 2025 and the Circular. These factors should be considered carefully and readers should not place undue reliance on the forward-looking statements. Although the forward-looking statements contained in this news release are based upon what management believes to be reasonable assumptions, the Company cannot assure readers that actual results will be consistent with these forward-looking statements. The Company assumes no obligation to update or revise them to reflect new events or circumstances, except as required by law.

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