

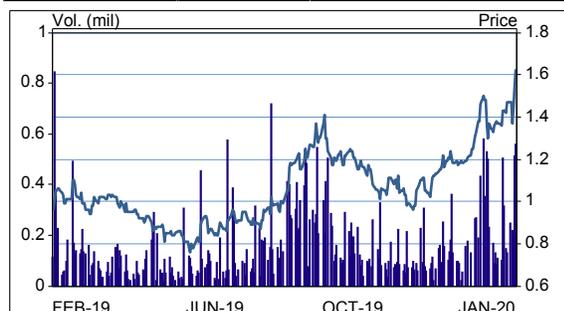
GoldMining, Inc. (GOLD-CN)
Rating: Buy

 Heiko F. Ihle, CFA
 212-356-0510
hihle@hcwresearch.com

 Tyler Bisset
 646-975-6955
tbisset@hcwresearch.com

Exercise of Outstanding Warrants Yields Strengthened Balance Sheet; New Resource at Yarumalito Expected; Reiterate Buy

Stock Data		01/31/2020	
Price		C\$1.62	
Exchange		TSX	
Price Target		C\$5.75	
52-Week High		C\$1.68	
52-Week Low		C\$0.75	
Enterprise Value (M)		C\$221	
Market Cap (M)		C\$230	
Shares Outstanding (M)		144.8	
3 Month Avg Volume		184,600	
Short Interest (M)		0.24	
Balance Sheet Metrics			
Cash (M)		C\$8.70	
Total Debt (M)		C\$0.00	
Total Cash/Share		C\$0.06	
<i>General: all figures in C\$ unless otherwise noted.</i>			
EPS Diluted			
Full Year - Nov	2018A	2019E	2020E
FY	C\$(0.05)	C\$(0.04)	C\$(0.04)
Revenue (C\$M)			
Full Year - Nov	2018A	2019E	2020E
FY	C\$0.0	C\$0.0	C\$0.0



Exercise of warrants improves balance sheet. On January 30, 2020, GoldMining announced that all of its outstanding warrants had been exercised for total cash proceeds of C\$5.5M. We note that approximately C\$3.2M from the warrants were received after the firm reported its 3Q19 financials as all the outstanding warrants expired in January 2020. The firm now has roughly C\$8.7M in cash, zero debt, and a total of 144.8M shares outstanding. Going forward we believe that the current strong liquidity can fund GoldMining's internal operations in the near- to mid-term, while also potentially allowing for the acquisition of an additional asset.

Acquisition of Yarumalito Gold Project complete. The Yarumalito property substantially boosts the firm's portfolio of gold-copper projects as the site is based within the Mid Cauca Belt of central Colombia. In short, this region plays host to ore deposits with bulk tonnage and high-grade epithermal characteristics and is thereby setting the grounds for robust resource delineation. The area also features nearby infrastructure. Ultimately the land package fits within the firm's broader exploration pipeline given its geographical positioning and proven geological setting. We previously provided more details and our opinion of the acquisition and in our November 5, 2019, note titled, "[*Acquisition of Yarumalito Project in Colombia Further Consolidating District-Scale Land Package: Reiterate Buy.*](#)"

Near-term resource update and technical report for Yarumalito Project. Over the coming months, management plans on completing a resource estimate and a technical report on the recently acquired Yarumalito Project. The transaction closed on December 3, 2019. We expect that the updated resource estimate is likely to meaningfully add to GoldMining's already impressive portfolio, which currently includes Measured and Indicated resources of 10.5M ounces (oz) of gold and Inferred resources of 12.4M oz of gold. While we currently value Yarumalito at cost, we expect to assign a more detailed valuation on the property upon completion of the aforementioned resource update, which is also likely to yield additional clarity on the geologic potential of the site.

We reiterate our Buy rating and our PT of C\$5.75 per share. Although the firm increased its share count at a price below our NAV to fund its recent acquisition, the effects of this change were offset by other minor changes to our model. We currently value the Yarumalito project at cost. Our valuation remains based on a DCF of operations at São Jorge, utilizing an 10% discount rate. We add in-situ value to the firm's other advanced assets, including Whistler, Titiribi, and La Mina, at \$20/oz for Indicated resources and \$8-10/oz for Inferred resources, depending on the asset. We value Measured & Indicated gold resources at Yellowknife at \$25/oz, with Inferred gold resources valued at \$10/oz. This valuation remains slightly higher than the company's other assets given the more favorable geopolitical location of the site.

Risks. (1) Gold price risk; (2) operating and technical risk; (3) financing risk; and (4) political risk.

H.C. Wainwright 1868

GoldMining Inc.	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031
São Jorge													
Tonnes Processed (000's)			1,250	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500	2,500
Gold grade (g/t)			1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50	1.50
Gold Recovery			85.0%	90.0%	90.0%	90.0%	90.0%	90.0%	90.0%	90.0%	90.0%	90.0%	90.0%
Annual gold production			49,572	104,977									
Gold sales price	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500	\$ 1,500
Total gold equivalent produced (000's oz)			49,572	104,977	104,977	104,977	104,977	104,977	104,977	104,977	104,977	104,977	104,977
Total revenue			\$74,358	\$157,465									
Cost per tonne milled		\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00	\$ 30.00
Total operating costs		\$ (37,500)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)	\$ (75,000)
Gross profit (in 000's)			\$ 36,858	\$ 82,465									
CapEx (in 000's)		\$ (1,000)	\$ (75,000)	\$ (25,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)	\$ (2,000)
(Tax) / Tax Benefit (in 000's)						\$ (24,140)	\$ (24,140)	\$ (24,140)	\$ (24,140)	\$ (24,140)	\$ (24,140)	\$ (24,140)	\$ (24,140)
Operating cash flow		\$ (1,000)	\$ (75,000)	\$ 11,858	\$ 80,465	\$ 80,465	\$ 56,326						
Total gold production			49,572	104,977									
Cash costs per gold ounce produced		\$ 756	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714	\$ 714
AISC per gold ounce produced		\$ 1,261	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733	\$ 733
Cash flow discount rate													
		\$ (1,000)	\$ (68,182)	\$ 9,800	\$ 60,455	\$ 54,959	\$ 34,974	\$ 31,794	\$ 28,904	\$ 26,276	\$ 23,888	\$ 21,716	\$ 19,742
Current value of cash flow		\$ 261,272											
Plus cash & equivalents		\$ 6,612	<i>Cash of C\$8.7M as of 1/30/20 as per GoldMining news release</i>										
Plus Whistler		\$ 123,300	<i>\$20 per oz Au/eq M&I; \$10 per oz Au/eq Inferred</i>										
Plus Titiribi & La Mina		\$ 175,280	<i>\$20 per oz Au/eq M&I; \$8 per oz Au/eq Inferred</i>										
Plus Yellowknife Gold Project		\$ 33,865	<i>\$25 per oz Au/eq M&I; \$10 per oz Au/eq Inferred</i>										
Plus Big Sky, ML, & NL		\$ 5,651	<i>at cost</i>										
Plus Crucero		\$ 4,700	<i>at cost</i>										
Plus Yarumalito		\$ 1,064	<i>at cost</i>										
Plus other assets		\$ 60,000	<i>primarily for the Rea Uranium asset and Cachoeira</i>										
Less debt		\$ -											
Total current value		\$ 671,745											
Shares outstanding		144,807	<i>as of 1/30/20</i>										
Warrants, options, and RSUs		12,136	<i>as of 1/30/20</i>										
Fully diluted shares		156,943	<i>as of 1/30/20</i>										
GOLD share price		\$ 1.62	<i>as of 1/31/20</i>										
GOLD NAV in US\$		\$ 4.28	<i>71.2% discount to NAV</i>										
GOLD NAV in C\$		\$ 5.63	<i>0.76 CAD/USD exchange rate as of 1/31/20</i>										
Rounded (C\$0.25) price target		\$ 5.75											

Source: H.C. Wainwright & Co. estimates.

Important Disclaimers

This material is confidential and intended for use by Institutional Accounts as defined in FINRA Rule 4512(c). It may also be privileged or otherwise protected by work product immunity or other legal rules. If you have received it by mistake, please let us know by e-mail reply to unsubscribe@hcwresearch.com and delete it from your system; you may not copy this message or disclose its contents to anyone. The integrity and security of this message cannot be guaranteed on the Internet.

H.C. WAINWRIGHT & CO, LLC RATING SYSTEM: H.C. Wainwright employs a three tier rating system for evaluating both the potential return and risk associated with owning common equity shares of rated firms. The expected return of any given equity is measured on a RELATIVE basis of other companies in the same sector. The price objective is calculated to estimate the potential movements in price that a given equity could reach provided certain targets are met over a defined time horizon. Price objectives are subject to external factors including industry events and market volatility.

RETURN ASSESSMENT

Market Outperform (Buy): The common stock of the company is expected to outperform a passive index comprised of all the common stock of companies within the same sector.

Market Perform (Neutral): The common stock of the company is expected to mimic the performance of a passive index comprised of all the common stock of companies within the same sector.

Market Underperform (Sell): The common stock of the company is expected to underperform a passive index comprised of all the common stock of companies within the same sector.



Investment Banking Services include, but are not limited to, acting as a manager/co-manager in the underwriting or placement of securities, acting as financial advisor, and/or providing corporate finance or capital markets-related services to a company or one of its affiliates or subsidiaries within the past 12 months.

Distribution of Ratings Table as of January 31, 2020

Ratings	Count	Percent	IB Service/Past 12 Months	
			Count	Percent
Buy	382	91.83%	132	34.55%
Neutral	32	7.69%	6	18.75%
Sell	0	0.00%	0	0.00%
Under Review	2	0.48%	2	100.00%

H.C. Wainwright & Co, LLC (the "Firm") is a member of FINRA and SIPC and a registered U.S. Broker-Dealer.

I, Heiko F. Ihle, CFA and Tyler Bisset, certify that 1) all of the views expressed in this report accurately reflect my personal views about any and all subject securities or issuers discussed; and 2) no part of my compensation was, is, or will be directly or indirectly related to the specific recommendation or views expressed in this research report; and 3) neither myself nor any members of my household is an officer, director or advisory board member of these companies.

None of the research analysts or the research analyst's household has a financial interest in the securities of GoldMining, Inc. (including, without limitation, any option, right, warrant, future, long or short position).

As of January 31, 2020 neither the Firm nor its affiliates beneficially own 1% or more of any class of common equity securities of GoldMining, Inc..

Neither the research analyst nor the Firm knows or has reason to know of any other material conflict of interest at the time of publication of this research report.

The research analyst principally responsible for preparation of the report does not receive compensation that is based upon any specific investment banking services or transaction but is compensated based on factors including total revenue and profitability of the Firm, a substantial portion of which is derived from investment banking services.

The firm or its affiliates received compensation from GoldMining, Inc. for non-investment banking services in the previous 12 months.

The Firm or its affiliates did not receive compensation from GoldMining, Inc. for investment banking services within twelve months before, but will seek compensation from the companies mentioned in this report for investment banking services within three months following publication of the research report.

The Firm does not make a market in GoldMining, Inc. as of the date of this research report.

The securities of the company discussed in this report may be unsuitable for investors depending on their specific investment objectives and financial position. Past performance is no guarantee of future results. This report is offered for informational purposes only, and does not constitute an offer or solicitation to buy or sell any securities discussed herein in any jurisdiction where such would be prohibited. This research report is not intended to provide tax advice or to be used to provide tax advice to any person. Electronic versions of H.C. Wainwright & Co., LLC research reports are made available to all clients simultaneously. No part of this report may be reproduced in any form without the expressed permission of H.C. Wainwright & Co., LLC. Additional information available upon request.

H.C. Wainwright & Co., LLC does not provide individually tailored investment advice in research reports. This research report is not intended to provide personal investment advice and it does not take into account the specific investment objectives, financial situation and the particular needs of any specific person. Investors should seek financial advice regarding the appropriateness of investing in financial instruments and implementing investment strategies discussed or recommended in this research report.

H.C. Wainwright & Co., LLC's and its affiliates' salespeople, traders, and other professionals may provide oral or written market commentary or trading strategies that reflect opinions that are contrary to the opinions expressed in this research report.

H.C. Wainwright & Co., LLC and its affiliates, officers, directors, and employees, excluding its analysts, will from time to time have long or short positions in, act as principal in, and buy or sell, the securities or derivatives (including options and warrants) thereof of covered companies referred to in this research report.

The information contained herein is based on sources which we believe to be reliable but is not guaranteed by us as being accurate and does not purport to be a complete statement or summary of the available data on the company, industry or security discussed in the report. All opinions and estimates included in this report constitute the analyst's judgment as of the date of this report and are subject to change without notice.

Securities and other financial instruments discussed in this research report: may lose value; are not insured by the Federal Deposit Insurance Corporation; and are subject to investment risks, including possible loss of the principal amount invested.