

# Code of Conduct, Ethical Values and Anti-Corruption Policy

## **A. PURPOSE**

This Code of Conduct, Ethical Values and Anti-Corruption Policy (the “Policy”) sets out standards of behaviour expected by all directors, officers, employees, consultants and contractors (each a “Representative”) of Lundin Mining Corporation and its subsidiaries (collectively, the “Corporation” or “Lundin Mining”), in conducting the business and affairs of the Corporation.

All Representatives are expected to maintain and enhance the Corporation’s standing as an ethical member of the business community, and are therefore accountable for compliance with this Policy.

Although the various matters dealt with in this Policy do not cover the full spectrum of Representative activities, they are indicative of the Corporation’s commitment to the maintenance of high standards of conduct and are a description of the type of behaviour expected from each Representative in all circumstances.

All questions by employees, officers and directors pertaining to this Policy should be directed to Human Resources, your supervisor, or the Chief Legal Officer or the Corporate Secretary of the Corporation. All questions from consultants and contractors should be directed to the employee responsible for supervising their work (the “Supervising Employee”). Additionally, all Representatives should read, understand, and follow the Corporation’s Disclosure and Confidentiality Policy; Blackout Period Policy; and Whistleblower Policy.

Violation of this Policy may be grounds for termination of employment for just cause without notice or payment in lieu of notice.

## **B. GENERAL PRINCIPLES**

The Corporation and its Representatives, personally and on behalf of the Corporation, shall comply with the laws, policies and other regulations applicable to the Corporation and its business.

Whenever there is doubt about the application or interpretation of any legal or regulatory requirement, or this Policy, employees, shall refer the matter to his or her supervisor; directors shall refer the matter to Human Resources, the Chief Legal Officer or the Corporate Secretary of the Corporation; and consultants and contractors shall refer the matter to the Supervising Employee. The supervisor, Human Resources or Supervising Employee, as applicable, will, if any doubt, seek the advice of the Chief Legal Officer or Corporate Secretary of the Corporation to determine whether or not outside legal counsel should be consulted regarding the matter. Many of the Corporation's activities are subject to complex and changing laws in several countries, affecting both local and foreign trade and commerce. Ignorance of the law is not, in general, a defence if such laws are contravened. A violation could occur even if the agreements or arrangements are not in writing, since it is possible for a violation to be inferred from the conduct of the parties.

Accordingly, Representatives must diligently ensure that their conduct cannot be interpreted as being in violation of laws and regulations governing the affairs of the Corporation in any jurisdiction where it conducts business.

## **C. WORKPLACE AND EMPLOYEE RELATIONS**

### **i. Principles**

The Corporation strives to ensure the health and safety of its employees, contractors and consultants is first and foremost in everything we do. The Corporation promotes the well-being of people in our host communities. The Corporation works proactively to eliminate health risks and to develop safe workplace environments and adheres to the following principles:

- (a) Safety in the Corporation's workplaces is an uncompromised condition and a mutual and shared responsibility for all.
- (b) Employees, contractors and consultants are expected to continuously assess the risks and impacts of operations and to integrate these considerations into planning and operational decision-making with an aim to avoid injury, sickness or death, or damage to property or to the environment. Any problems or concerns about environmental or safety matters shall be reported to your supervisor.
- (c) The Corporation recognizes the right of employees to form or join trade unions in accordance with each country's laws and principles.
- (d) Employees, contractors and consultants shall be treated with respect and dignity and be free of harassment of any kind.
- (e) The Corporation does not engage in or condone forced, compulsory, or child labour of any kind and will work to ensure these conditions are not present in our workforce.

## ii. **Discrimination, Harassment and Workplace Violence**

We strive to cultivate a positive workplace culture based on open and honest communication, respect, dignity, mutual trust, and equal opportunities based on merit.

The Corporation will not tolerate any form of discrimination or harassment in accordance with this Policy. Discrimination on the basis of age, race, gender, marital status, national origin, religious beliefs, sexual orientation, disability or on the basis of any other personal characteristics protected by human rights law is not permitted.

## iii. **Prohibited Substances**

The Corporation has a "zero tolerance" policy for illegal drug use and consumption of alcohol or other substance abuse on the job or which affects job performance. Contravention of this policy may be grounds for termination of employment for just cause without notice or payment in lieu of notice.

In certain circumstances, such as Corporation sponsored events held at non-mine locations, consumption of alcohol may be authorized, as long as permission is received in advance from a

senior officer or the applicable mine or project manager, as applicable.

#### **D. ANTI-CORRUPTION AND BUSINESS ETHICS**

The Corporation will not make, nor will it allow anyone on its behalf to make, any illegal payments of any kind, directly or indirectly. The use of the Corporation's funds or assets, or a Lundin Mining Representative's position, for any unlawful or improper purpose is strictly prohibited. Any participation, whether directly or indirectly, in any bribes, kickbacks, indirect contributions or any similar improper payments is expressly forbidden, whether or not they might further the business interests of the Corporation.

##### **i) Dealing with Public Officials**

All dealings between Representatives of the Corporation and any public official is to be conducted in a manner that will not compromise the integrity or negatively impact the reputation of any government or public official, or the Corporation, or its affiliates. Even the appearance of impropriety in dealing with a public official is improper and unacceptable.

It is strictly prohibited to give, offer or agree to give a "benefit" of any kind to a "public official" in order to influence the performance of duties or functions of the public official, or the acts or decisions of the official's government or public organization, or to obtain any other business advantage. It is also strictly prohibited to ask, or knowingly allow, someone else – an agent or other third party – to give, offer or agree to give any benefit to a public official for any such improper purpose. These prohibitions apply regardless of whether a government official requests the benefit. A violation of these prohibitions is a violation of law in the countries in which Lundin Mining operates.

A "benefit" includes any service, gift, kickbacks, preferential hiring or contracting, and certain charitable contributions, political donations or sponsorships. "Public officials" include local community leaders, members of a political party, political candidates, relatives of government officials, members of a royal family, employees of state-owned businesses and employees of public international organizations such as the United Nations.

The Corporation will maintain accurate books and records, and supporting internal controls to

deter corruption and bribery. All Representatives are responsible for following the Corporation's procedures for carrying out and reporting business transactions.

#### **ii) Supplier and Contractor Relationships**

The Corporation shall deal fairly and lawfully with all customers, suppliers and independent contractors when purchasing or furnishing goods or services. In awarding contracts, the Corporation and its Representatives will consider factors such as the need for the services, total cost, quality and reliability. The Corporation expects its business partners to share our values and have similar protocols in place governing employee behaviour and conduct. Engaging in commercial bribery, including giving or receiving kickbacks, is prohibited.

#### **iii) Political Contributions and Activities**

The direct or indirect use of the Corporation's funds, goods or services as contributions to political parties, campaigns or candidates for election to any level of government is prohibited.

#### **iv) Gifts and Entertainment**

Employees will not accept gratuities, favours or gifts of any sort having more than a nominal and limited value. Representatives should neither seek nor accept gifts, payments, services, fees, strictly leisure trips or accommodations, special valuable privileges, or loans from any person (except from persons in the business of lending and then on conventional terms) or from any organization or group that does, or is seeking to do, business with the Corporation or any of its affiliates, or from a competitor of the Corporation or any of its affiliates.

Representatives shall not furnish, directly or indirectly, on behalf of the Corporation, expensive gifts or provide excessive entertainment or benefits to other persons. Representatives, whose duties permit them to do so, may furnish modest gifts, favours and entertainment to persons provided all of the following are met:

- (a) they are not in cash, bonds or negotiable securities and are of limited value so as not to be liable of being interpreted as a bribe, payoff or other improper payment;
- (b) they are made as a matter of general and accepted business practice;
- (c) they comply with "Dealing with Public Officials" above and do not otherwise contravene

any laws, and are made in accordance with generally accepted ethical practices; and

- (d) if subsequently disclosed to the public, their provision would not in any way embarrass the Corporation or their recipients.

**v) Conflicts of Interest**

Representatives must avoid all situations in which their personal interests conflict or might conflict with their duties to the Corporation or with the economic interest of the Corporation. A conflict of interest arises when an individual's personal economic activity conflicts with the best interests of the Corporation or when it adversely influences the proper discharge of his or her obligations, duties, and responsibilities to the Corporation and its shareholders.

Representatives must avoid acquiring any interest or participating in any activities that would:

- (e) deprive the Corporation of the time or attention required to perform their duties properly during working hours;
- (f) create an obligation or distraction which would affect their judgment or ability to act solely in the Corporation's best interest;
- (g) conflict with the economic interest of the Corporation; or
- (h) violate any provision of the Canadian Charter of Rights and Freedoms.

Under circumstances where secondary employment is desired by an employee, he or she shall disclose such to his or her supervisor who may grant specific approval in writing, provided that no conflict of interest or interference with the performance of his or her present duties exists. This part shall not apply to the directors of the Corporation.

Every Representative of the Corporation who is charged with executive, managerial or supervisory responsibility is required to see that actions taken and decisions made within his or her jurisdiction are free from the influence of any interests that might reasonably be regarded as conflicting with those of the Corporation.

## **vi) Human Rights**

The Corporation is committed to respecting internationally recognized human rights, across all of its projects and operations. The recognition of, and respect for, human rights is an essential component of the Corporation's conduct and ethical values and underlies our commitment to ethical business conduct and corporate social responsibility wherever we operate.

The Corporation integrates human rights into its business practices and processes that inform its decision making, including standards and procedures which promote human rights due diligence.

The Corporation will communicate human rights topics through its annual sustainability reports.

The Corporation is committed to conducting its business activities in a manner consistent with our support of human rights through voluntary alignment with various international principles.

See the Corporation's Responsible Mining Policy and Sustainability Report for further details.

## **E. ENVIRONMENT AND COMMUNITY**

The Corporation intends to explore for minerals and extract metals in an environmentally responsible manner and shall adhere to the following rules:

- (a) No operation of the Corporation shall be considered effective or complete without proper attention to health, safety, the environment and the community.
- (b) The Corporation shall develop and implement plans for land use and reclamation that, as far as practical, returns the land to its former condition or to a state that conforms to accepted industry practice and meets local regulatory approval.
- (c) Exploration shall be undertaken with care for the environment and respect for the interest of landowners and other stakeholders.
- (d) The Corporation shall strive to economize the use and re-use of energy from sustainable sources.
- (e) Facilities shall be designed and constructed with the aim of achieving long-term stability and the highest possible security against disturbances.

## **F. FINANCIAL REPORTING AND RECORDS**

The Corporation maintains a high standard of accuracy and completeness in its financial records. These records serve as a basis for managing the Corporation's business and are crucial for meeting obligations to employees, customers, investors and others, as well for compliance with regulatory, tax, financial reporting and other legal requirements. Representatives who make entries into business records or who issue regulatory or financial reports on behalf of the Corporation, have a responsibility to fairly present all information in a truthful, accurate and timely manner. No Representative shall exert any influence over, coerce, mislead or in any way manipulate or attempt to manipulate the auditors of the Corporation.

The Corporation maintains all records in accordance with the laws and regulations regarding retention of business records. The term "business records" covers a broad range of files, reports, business plans, receipts, policies and communications, including hard copy, electronic, audio recording, microfiche and microfilm files whether maintained at work or at home. The Corporation prohibits the unauthorized destruction of or tampering with any records, whether written or in electronic form, where the Corporation is required by law or government regulation to maintain such records or where it has reason to know of a threatened or pending government investigation or litigation relating to such records.

## **G. COMPANY RESOURCES AND INFORMATION**

### **i) Confidentiality**

Representatives must maintain the confidentiality of information entrusted to them by the Corporation or its customers, except when disclosure is authorized or legally mandated. Confidential information includes all non-public information that might be of use to competitors, suppliers or customers and or might be harmful to the Corporation or its partners, suppliers, customers and associates, if disclosed.

### **ii) Insider Trading**

Representatives who have access to confidential information are not permitted to use or share that information for stock trading purposes or for any other purpose except the conduct of the

Corporation's business. All non-public information about the Corporation or its partners should be considered confidential information. To use non-public information for personal benefit or to "tip" others who might make an investment decision on the basis of this information is not only unethical but also illegal. Please see the Corporation's Blackout Period Policy and Disclosure and Confidentiality Policy for further details on restrictions on trading and the use of the Corporation's information.

#### **H. REPORTING VIOLATIONS**

If a Representative believes a violation of this Policy has occurred or is occurring, such person shall make a report in person or anonymously by following the procedures set forth below in Section I - *Complaints Procedure* or by using the whistleblower process outlined in the Corporation's Whistleblower Policy (and/or other applicable alternative procedures). The considerations set forth in Section I relating to matters such as prohibitions on retaliation, follow-up and special treatment for particular complaints, apply to both reports of violations and suspected violations of this Policy.

#### **I. COMPLAINTS PROCEDURE**

Employees, who wish to report a complaint or concern regarding any of the matters covered by this Policy ("Code of Conduct Issues") using internal means, may raise such complaint or concern with his or her immediate supervisor; consultants and contractors, may raise such complaint or concern with the Supervising Employee. If raising a complaint or concern with an immediate supervisor, or with the Supervising Employee, as applicable, is impracticable, or if this does not resolve the issue to the reasonable satisfaction of the employee, consultant or contractor, such employee, consultant or contractor may take the matter up the chain of management within the Corporation.

Any member of management to whom such a complaint or concern is presented will treat the matter in confidence and will involve only those individuals who need to be involved in order to conduct an investigation. Generally, a report of a complaint or concern regarding Code of Conduct Issues will only be disclosed to those persons who have a need to know in order to properly carry out an investigation of the matter.

In no event will the Corporation take or threaten any action against a Representative as a reprisal or retaliation for making a complaint or disclosing or reporting information regarding Code of Conduct Issues in good faith. However, if a reporting individual was involved in the reportable event, the individual may be appropriately disciplined even if he or she was the one who disclosed the matter to the Corporation. In these circumstances, the Corporation may consider the conduct of the reporting individual in raising the matter as a mitigating factor in any disciplinary decision. Retaliation for reporting Code of Conduct Issues in good faith is prohibited. Retaliation will result in discipline up to and including termination of employment for just cause without notice or payment in lieu of notice.

The Corporation will, on an ongoing basis, also make known the policies and procedures for reporting complaints or concerns on Code of Conduct Issues on confidential and, if preferred, anonymous basis. This may be accomplished by means of publishing a web site, telephone numbers, e-mail address and/or mailing address communicated to representatives including in posters displayed at locations where Representatives generally have access or, the complaint may be made in a sealed envelope addressed to the Chair of the Audit Committee or the Chair of the Corporate Governance and Nominating Committee.

If a person reporting a complaint or concern regarding Code of Conduct Issues requests follow-up on the treatment of the matter and has provided contact information, the person receiving the complaint will, as appropriate, endeavour to report back to such person on the status of the complaint and its disposition.

The Chair of the Audit Committee or the Corporate Governance and Nominating Committee may request special treatment for any complaint, including the involvement of the Corporation's external auditors or outside legal counsel or other advisors. All complaints will be documented in writing by the person(s) designated to investigate the complaint, who shall report forthwith to the Chair of the Audit Committee or the Corporate Governance Committee, as applicable. Such documentation will be marked as "Privileged and Confidential" and will include the original report of the complaint, the name of the complainant, unless the complainant is anonymous or has requested anonymity, a summary of the investigation, copies of any reports issued in connection with the complaint, a log of any communications with the complainant and a

summary of the disposition of the complaint. Such documentation will be made available for inspection by the Audit Committee, the Corporate Governance and Nominating Committee, senior management (as appropriate) and the Corporation's external auditors and legal counsel. Disclosure of such documentation to any other person, and in particular any third party, will require the prior approval of the Corporation's Chief Legal Officer and the Chair of the Audit Committee and/or the Chair Corporate Governance and Nominating Committee, as applicable, to ensure that privilege of such documentation is properly maintained.

On an annual basis, or otherwise upon request from the Board of Directors, the Chair of the Audit Committee will prepare a report to the Board of Directors summarizing all complaints received during the previous year, all outstanding unresolved complaints, how such complaints are being handled, the results of any investigations and any corrective actions taken.

#### **J. APPLICATION TO DIRECTORS AND OFFICERS**

The principles of ethical conduct and values described in this Policy shall apply to the directors and officers of the Corporation, with such revisions as are necessary to facilitate such application.

#### **K. POLICY REVIEW**

The Corporation will review this Policy regularly to ensure that it is achieving its purpose. Based on the results of the review, the Policy may be revised accordingly.