

# **FORTUNA MINING CORP.**

## **ANTI-CORRUPTION POLICY**

### **1.0 Introduction**

The Board of Directors of Fortuna Mining Corp. (the “**Board**”) has determined that it should supplement its existing policies relating to anti-corruption laws in the form of this “Anti-Corruption Policy” (the “**Policy**”). This Policy is designed to complement and expand on the Company’s existing Code of Business Conduct and Ethics and Whistle-Blower Policy which has been in effect since August 10, 2011 (the “**Code**”).

It is important that the Company and its subsidiaries respect all international and local anti-bribery and anti-corruption laws, even where the perception is such that standards are loosely enforced by local authorities. Corrupt acts could expose the Company and its directors, officers and employees to the risk of prosecution, fines and imprisonment in the countries where we do business. In addition, non-compliance threatens the Company’s reputation, which plays a critical role in our success as a business.

Integrity is the foundation upon which the Company builds its success, and its integrity as an organization depends on how each of us acts. All of the Company’s employees and those third parties who act on its behalf are required to be fully familiar with, and strictly adhere to, this Policy. Bribery and corruption are inconsistent with the Company’s vision and value and, therefore, will never be in the best interests of the Company.

### **2.0 Objective**

The objective of this Policy is to provide guidance and procedures to ensure that the Company conducts business in an honest and ethical manner when dealing with government officials and all other parties, and in compliance with all applicable laws and regulations pertaining to bribery and corruption.

### **3.0 Definitions**

“Company” means Fortuna Mining Corp. and all of its subsidiaries and affiliated companies.

“Employees” means directors, officers and employees of the Company.

“Covered Third Parties” means all of the Company’s partners, agents, consultants and other contractual counterparties who interact with government officials on the Company’s behalf.

### **4.0 Application**

This Policy applies to the worldwide conduct of the directors, officers and employees of the Company. This Policy also reflects the standard to which the Company expects Covered Third Parties to adhere when acting on the Company’s behalf.

Where the Company participates in existing joint ventures as a non-controlling shareholder, the other shareholder(s) shall be made specifically aware about the significance of this Policy and shall

be encouraged to apply the same Policy or a similar standard to the joint venture. For contemplated new minority joint venture cooperations, the Company shall strive to commit the other shareholder(s) to adopt the Policy or a similar standard for the joint venture.

## **5.0 Responsibility for this Policy**

The Board has appointed a Chief Compliance Officer (“CCO”) to oversee the administration, promotion, training, enforcement, and monitoring of compliance of this Policy and report directly to the Corporate Governance & Nominating Committee (the “Committee”).

The CCO may delegate his or her responsibilities under this policy to departmental, country or regional Deputy Compliance Officers (DCO).

Contact information for the CCO can be found on the Company’s website at [www.fortunamining.com](http://www.fortunamining.com), and the contact information for the CCO and the DCOs can be found on the Company’s intranet or through the Human Resources Department.

## **6.0 Bribery and Corruption**

### **a) What is bribery and corruption?**

Corruption is the misuse of power by government officials or other parties for illegitimate private gain. Bribery is the offer, promise, or provision, directly or indirectly, of a loan, reward, advantage or benefit of any kind to a person in a position of power to influence that person’s views or conduct or to obtain or retain an improper advantage. By way of example, improper payments or benefits to secure a business advantage would include the following circumstances:

- Influencing the award of a government contract;
- Preventing some governmental action, such as the imposition of a tax or fine;
- Obtaining confidential information about business opportunities, bids, or the activities of competitors;
- Obtaining a permit or license, other than to cover appropriate application fees;
- Influencing the rate of taxes that would be levied on the Company’s business;
- Obtaining relief of exemption from government controls, inspections or regulations of any kind;
- Affecting the nature of regulations or the application of regulatory provisions;

Bribery and corruption can take many forms, including the provision or acceptance of:

- Cash payments;
- Jobs or “consulting” relationships for the official or his/her family;
- Commissions or kickbacks;
- Laundering of property and proceeds;
- Excessive gifts, entertainment or hospitality;
- Payment of non-business related or lavish travel expenses; or
- Provision of personal favours to the official or his/her family.

Corruption and bribery are never acceptable business practices. Employees and Covered Third Parties are strictly prohibited from offering, paying, promising or authorizing any bribe to any government official directly or indirectly, or through a third party or family member.

b) Anti-Corruption Laws

There are laws throughout the world combating bribery and corruption, including laws that apply to the Company's international activities. One such law is Canada's *Corruption of Foreign Public Officials Act* ("**CFPOA**"). The CFPOA is a Canadian statute that makes it a criminal offence to bribe a foreign public official. Although it is a Canadian law, the CFPOA can apply to the Company's actions anywhere in the world. The offence can be committed by offering, promising or paying a bribe directly to the public official, or indirectly through a third party. In the case of bribes paid by third party intermediaries, it is sufficient to commit the offence if the accused "ought to have known" that a bribe would likely be paid and did nothing to prevent its payment. Similarly, actual payment of a bribe is not necessary. A mere offer to pay is sufficient to complete the offence.

Also, by virtue of the fact the Company's securities are registered with the U.S. Securities and Exchange Commission, the U.S. Foreign Corrupt Practices Act ("**FCPA**") applies to the conduct worldwide of the Company. The FCPA is a U.S. criminal and civil statute that makes it unlawful to bribe foreign government officials.

Both, the CFPOA and the FCPA impose harsh criminal penalties on both individuals and corporations that violate its provisions. Importantly, there is no "small payment" exception for payments made with an intention to bribe.

Additionally, the Company's international activities may also be subject to other international and local anti-corruption laws in the jurisdictions where it operates. It is important that the Company respect all international and local anti-corruption laws, even where the perception is that such standards are loosely enforced by local authorities.

c) Who are Government Officials?

Laws prohibiting bribery and corruption typically define government officials broadly to include any appointed, elected, or honorary official or any career employee of a government, of a government owned or controlled company, or of a public international organization. The definition encompasses officials in all branches and at all levels of government: federal, state or local. The definition also includes political parties and party officials and candidates for political office. A person does not cease to be a government official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Below are just a few examples of government officials relevant to the Company's business:

- Government ministers and their staff;
- Members of legislative bodies;
- Judges and ambassadors;
- Officials or employees of government departments and agencies including customs, immigration, environment, mines and energy and other regulatory agencies;
- Employees of state-owned mining companies, or other government-owned or controlled corporations;
- Military and police personnel;

- Political party officials and candidates for political office;
- Mayors, councillors or other members of local government;
- Employees of public international organizations such as the International Finance Corporation of the World Bank; and
- Aboriginal band officials.

Finally, a government official under our Policy is any person who is acting in an official capacity for the entities described above, including a private consultant who also holds a position with, or acts on behalf of, a government or with a public international organization, or with an enterprise owned or controlled by a government.

If you are not sure whether a particular person is a government official, please contact the CCO or the DCO for your region or country for further guidance.

Benefits to relatives of government officials, such as spouses, children, parents or siblings, may be treated by enforcement authorities as benefits to a government official and, accordingly, may constitute violations of anti-corruption laws. Accordingly, the Company treats relatives of government officials as government officials unless determined otherwise by the CCO, or by the DCO in consultation with the CCO. Any gifts, entertainment or travel expenses involving a relative of a government official must comply with sections 9.0, 10.0 and 11.0 of this Policy. You must also consult with the CCO or DCO before entering into any contract or transaction with a close relative of a government official or a company owned or controlled by a close relative of a government official.

## **7.0 Facilitation Payments**

A “Facilitation Payment” is an occasional payment of minimal value made solely to expedite or secure the performance of a routine, non-discretionary government action such as the issuance of a permit, licence or other document to qualify a person to do business or the processing of official documents, such as visas and work permits. Facilitation payments are small bribes and are illegal in countries where the Company operates. Accordingly, the use of Facilitation Payments is strictly prohibited.

## **8.0 Money Laundering**

Money laundering is a threat to global safety and security and compromises the integrity of global markets. Money laundering is the process used by criminals to conceal or disguise the origin of criminal proceeds to make them appear as if they originated from legitimate sources. Money laundering is used to support terrorism or crime. The Company is committed to compliance with all relevant legislation relating to the prevention of money laundering. The Company will take reasonable actions to ensure that contractors and suppliers are legitimate and reputable by conducting appropriate due diligence.

## **9.0 Gifts for Government Officials**

In some countries, it may be considered a form of courtesy to provide small gifts to government officials which are customary under normal business practice in order to maintain a business relationship. Under anti-corruption laws, such payments are not illegal as long as the payment

is not given to corrupt the government official and assist the Company in retaining an undue business advantage, and the payment is legal in the country of the government official. However, inappropriate, excessive or lavish gifts can be seen as a way to unfairly gain a business advantage. For this reason, providing gifts to government officials is only warranted under certain circumstances and certain actions relate to these types of transactions are strictly prohibited.

A reasonable gift may be provided to a government official in appropriate circumstances, but only if:

- it is not done with corrupt intent and it does not create a sense of obligation on the part of the recipient;
- it is permitted under local laws and regulations. If you are uncertain whether the transaction is legal under local law, you should consult the DCO or the CCO;
- it is consistent with normal social or business customs in the official's country and with the Company's own business practices;
- it is provided in a transparent and open manner and properly documented;
- it is a small token for the maintenance of professional working relationship;
- after taking into account the recipient's position and the cost of the gift in the applicable jurisdiction, the monetary value of the gift must be modest and reasonable; and
- it was NOT solicited by the government official.

The following actions/transactions related to providing gifts to government officials are **strictly prohibited** under this Policy:

- providing gifts and entertainment that include gambling, drugs or prostitution;
- giving cash or cash-equivalent (e.g., prepaid credit card) to a government official as a gift;
- giving gifts that cannot be publicly disclosed;
- giving gifts that are not related to holidays or to commemorative events;
- giving gifts more than twice per year and/or with a cumulative value over US\$500 to the same official within the same calendar year; and
- using your personal funds (regardless of whether reimbursement will be requested from the Company) to make a payment that could be characterized as bribe that would warrant an improper advantage to the Company.

When considering the reasonableness of the expense of the gift, consideration should be provided to the value as well as the frequency with which such expenses are incurred for a particular official.

Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments. Accordingly, all gifts to be provided to a government official must comply with the approval procedure process attached as Appendix I to this Policy. Any gift valued in excess of US\$50 (in aggregate to an individual or entity) must be pre-approved by the DCO or the CCO (depending on the amount) and properly documented. Gifts that, on an aggregate basis per individual or entity, are valued at less than US\$50 do not require approval, but notification to the DCO must be provided and all requirements set forth above must be followed.

The provision of any gifts to a government official, regardless of the value of the gift must be accurately accounted for and described in the Company's books and records. It must be accounted for in a separate expense report which identifies the type of benefit provided, its value, the date it was provided, and the identity of the recipient.

#### **10.0 Entertainment of Government Officials**

The provision of entertainment for the purpose of obtaining or retaining business or improperly influencing some matter in favour of the Company may be considered to be a bribe and may result in violation of anti-corruption laws. Accordingly, the Company prohibits providing, directly or indirectly, entertainment, meals or other benefit of any kind to a government official on a scale that might be perceived as creating an obligation on that official.

In appropriate circumstances, reasonable meals, entertainment or other normal business hospitality may be provided to a government official, but only if:

- it is directly connected to a legitimate business promotional activity or the performance of an existing contract;
- it is consistent with normal social or business customs in the official's country and with the Company's business practices as outlined in the Code;
- it is provided in a transparent and open manner;
- the cost is reasonable;
- it does not create a sense of obligation on the part of the recipient; and
- Company personnel is present.
- it does NOT include gambling, drugs or prostitution.

When considering the reasonableness of the expense, Employees should consider the frequency with which such expenses are incurred for a particular official. Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments. Any expenses where Employees are uncertain about are to be discussed with their immediate supervisor/manager and DCO, if deemed appropriate by the DCO, with the CCO.

The pre-approval of the DCO (or CCO for Corporate related matters) must be obtained for any meal, entertainment or other normal business hospitality for a government official that is in excess of US\$150 per person, or such other threshold as the CCO may designate from time to time for particular individuals, departments or geographical regions.

The provision of any meal, entertainment or other business hospitality for a government official must be accurately accounted for and described in the Company's book and records. It must be accounted for in a separate expense report which identifies the type of benefit provided, its value, the date it was provided, and the identity of the recipient.

## **11.0 Payment of Travel, Expenses and Per Diems for Government Officials**

Sometimes, government departments do not have adequate resources to undertake required tasks in connection with the regulation, inspection, consultation with or approval of specific activities. As a result, the Company may be asked to provide financial or other support for such activities (for example, mandatory inspection as part of a permitting process; organization of a community consultation, etc.). Such matters raise special considerations and require written pre-approval from the DCO in consultation with the CCO before agreeing to provide such support.

In appropriate circumstances, the Company may pay reasonable travel and expenses for government officials. The types of circumstances in which such expenses may be approved are when there is a legitimate business need for the Company to pay such expenses, for example:

- in connection with contract negotiation or contract execution,
- to visit the Company's operations in order to test equipment or demonstrate specific capabilities or practices; or
- involvement in a community consultation with the participation of local government leaders.

Such expenses may only be paid where permitted under local law and approved in advance by the DCO in consultation with the CCO. The expenses must be reasonable in amount and directly related to the business purpose. The Company will not pay or reimburse expenses without official receipts, travel or other expenses which are predominantly for recreation or entertainment, or for a government official's spouse or other family members. Whenever possible, such expenses will be paid by the Company directly to the service providers (e.g., Company buys the airfare from the airline, directly pays the hotel for the room, etc.).

Per diems or cash allowances must not be paid to government officials, except with the prior written authorization of the CCO or the DCO in consultation with the CCO.

## **12.0 Hiring Government Officials or their Relatives**

The Company will not hire current government officials to conduct business on its behalf. In certain circumstances, the Company may hire former government officials. The Company may only do so, however, after at least a one year cooling off period has elapsed from the date the former government official last served in any official capacity. Under no circumstances will the prospect of a job or contract be offered to an official or his or her family as a bribe to influence the official's views or conduct or to obtain or retain an improper advantage.

The Company may only hire relatives of government officials where the hire is completed in the ordinary course, the person is qualified to perform the services for which they are being hired, and the hire is not meant to be an improper benefit to a government official.

## **13.0 Community Contributions and Sponsorship**

The Company recognizes the importance of contributing to the communities within the area of influence of its operations. As a result, the Company provides support to a wide variety of initiatives by entering into community support arrangements, sponsorships and making charitable contributions to the benefit of the communities where the Company operates. The initiatives

should be aligned and in compliance with the Company's Community Support Guidelines. Community contributions and sponsorships must never be used as a mechanism to improperly influence government officials.

If a community contribution or sponsorships is to be made to or through a government entity (e.g., a municipality, a school, a university, a local police station, etc.), either monetary or in-kind, it must be accurately accounted for and described in the Company's book and records.

The following actions/transactions related to in-kind or monetary community contributions and sponsorships made to or through government entities are **strictly prohibited**:

- Using a non-Government intermediary to channel a Community Contribution that otherwise can be given directly to the Government entity.
- Paying community contributions directly to a government official or the family member or business partner of a government official.
- Making community contributions for the purchase of ammunition, weapons or other related equipment.
- Making community contributions for which the recipient entity or individual is not willing to provide an official receipt or confirmation of receipt.
- Making community contributions through intermediaries to conceal a political contribution.

#### **14.0 Political Contributions**

Under no circumstances should political contributions be made in an attempt to influence any decision of a government official or obtain an improper advantage.

To avoid any potential perception of the Company exercising improper influence over any decision of a government official or to obtain an improper advantage, the Company does not support any political party, group or individual. The Company therefore prohibits the provision of financial or other support for political purposes to any politician, political party or related organisation, or to any official of a political party or candidate for political office, in any circumstances, either directly or through third parties.

As individuals, the Company's employees have the right personally to take part in the political process, including making personal political contributions. However, they must make it clear that such support arises from their personal political beliefs and is not related to the Company. The Company will under no circumstances reimburse any individual for such donations.

#### **15.0 Non-routine Fees, Commissions and Commercial engagement of Government Entities or Officials**

Routine payments to governments (for example: taxes; royalties; mining concessions; mining leases; electricity bills; etc.) take place on a recurrent basis (for example, every month, every quarter, every year) as part of the normal course of business and, therefore, have low corruption risk. On the other hand, certain transactions with government entities and/or officials, while legitimate, are non-routine and present a higher risk of corruption because they might not be defined by published fees, laws and/or regulations.

The following are some examples of legitimate non-routine transactions with government entities and/or officials:

- Purchasing water or land from a municipality.
- Engaging a public university to complete a study.
- Hiring local law enforcement to provide additional security at the mine site.
- Hiring a local judge to act as a notary public.

Given that this type of transaction exposes the Company to a greater compliance risk, they are subjected to additional scrutiny and special considerations and, therefore, require written pre-approval from the CCO or the DCO in consultation with the CCO before agreeing to move forward with the transaction. It is strongly recommended that these transactions are documented through a formal agreement.

#### **16.0 Avoiding Bribery Of Non-Government Personnel**

While much of the focus of this Policy is on avoiding bribery and corruption relating to government officials, bribery of non-government personnel (such as employees of private business and union officials) is also unethical and illegal. It is therefore the Company's policy to prohibit providing or receiving bribes (e.g., lavish gifts, cash, favors, etc.) to/from anyone, regardless of whether or not they are a government official. However, this Policy is not intended to discourage reasonable relationship building expenses for non-government personnel, so long as:

- it is consistent with normal business customs in the host and recipient's country;
- it is provided in a transparent and open manner;
- the cost is reasonable;
- it cannot be construed as a bribe;
- it is for a legitimate Company business reason; and
- it does not create a sense of obligation on the part of the recipient.
- it does not happen when a decision is pending (e.g., receiving a gift from a supplier during the tendering of a contract).

Gifts in the form of cash, cash equivalent (e.g., pre-paid gift cards or credit cards), stock or other negotiable instruments must never be given or accepted.

#### **17.0 What To Do in the Event Of A Request For A Bribe**

If a government official, consultant, agent or any other party requests a bribe, kickback or other thing of value (including gifts, entertainment, travel or other hospitality that would be in violation of this Policy), politely turn down the request and make a record of the request as soon as possible. The record should be marked "confidential" and promptly provided to the DCO and CCO so that they can advise regarding the appropriate next steps.

#### **18.0 Exigent Circumstances**

This Policy prohibits payment even where they have been requested or demanded by a government official or if the government official threatens adverse action against the Company unless a payment is made.

Nothing in this Policy, however, prohibits the making of payments in cash or in kind to government officials when life, safety, or health is at risk. Employees and Covered Third Parties are permitted to make a payment to avoid subjecting himself or herself to a health or safety risk. The making of such a payment in exigent circumstances should be reported to the DCO or CCO as soon as possible after the payment is made. Such payments must be accurately recorded and identified in expense reports and other books and records.

## **19.0    Covered Third Parties**

### **a)    Due Diligence on Covered Third Parties**

Prior to entering into a business relationship with a Covered Third Party, Employees shall report the potential engagement in writing to the local DCO with notice to the CCO. No Covered Third Party may be engaged without the pre-approval of the CCO or the DCO in consultation with the CCO.

The DCO in consultation with the CCO will direct due diligence on the Covered Third Party that addresses the qualifications of the Covered Third Party, the services the Covered Third Party will provide, the compensation the Company will provide, the basis for believing that compensation is reasonable and information, as appropriate, regarding the Covered Third Party's character, reputation and history of conducting business in an ethical and legal manner that is consistent with this Policy. The process and extent of due diligence to be performed depends on the circumstances and will be determined by the DCO in consultation with the CCO. After completing due diligence as appropriate, a written summary of the due diligence findings should be recorded. At a minimum, documentation obtained through due diligence should be preserved.

In all cases, Employees shall also use best efforts to ensure that any Covered Third Party: (i) is not a government official or does not employ, subcontract with or have a material shareholder that is a government official; (ii) does not have a history or demonstrated tendency towards bribery or corruption; (iii) is reputable, and will perform the required services in compliance with this Policy and applicable local laws; and (iv) is compensated at a level that is reasonable, given their experience, the country where their services are to be performed, the expected results and the amount and difficulty of the work to be performed.

### **b)    Contracts with Covered Third Parties**

All agreements with Covered Third Parties must be in writing, and must define the scope of the relationship and the compensation terms. All agreements with Covered Third Parties shall include the following anti-corruption representations and warranties:

- neither the Covered Third Party or any of its employees, subcontractors or material shareholders are a government official;
- the Covered Third Party is familiar with applicable anti-corruption laws, and has complied and will continue to comply with such laws;
- the Covered Third Party will at all times abide by this Policy (or at the discretion of the CCO the Covered Third Party's own anti-bribery policy);

- in the conduct of its business, the Covered Third Party has not and will not, directly or indirectly, engage in bribery or corruption;
- the Covered Third Party will perform the services required under the written agreement personally, and may not assign the right to perform to anyone else without prior written consent;
- the Covered Third Party's invoices shall describe in reasonable detail all services and expenditures for which the Covered Third Party seeks reimbursement;
- the Company has the right to audit the Covered Third Party's relevant books and records when a reasonable question has been raised as to whether there has been a violation of applicable anti-corruption laws; and
- the Company may terminate its agreement with the Covered Third Party without any further obligation in the event that the Covered Third Party, its principals, or anyone acting on their behalf takes any action that violates applicable anti-corruption laws.

c) Managing Covered Third Parties

The Company shall take reasonable measures to maintain a record of the names and contract terms for all Covered Third Parties.

The Company shall always enforce remedies, including termination if appropriate, against Covered Third Parties that breach applicable anti-corruption laws or this Policy.

Any payment made to any Covered Third Party must not represent more than the amount specified in the written agreement with the Covered Third Party and must be appropriate remuneration for the legitimate services rendered.

Periodically, or at least when a contract with a Covered Third Party is being renewed or updated, the DCO in consultation with the CCO should reassess whether any further due diligence should be performed on the Covered Third Party based on the current circumstances. Covered Third Party contracts must not be renewed without the approval of the DCO in consultation with the CCO.

## **20.0 Internal Controls**

Management of the Company shall develop, implement and maintain a system of accounting policies and internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards.

## **21.0 Books and Records**

The Company shall maintain books and records that are full, fair and accurate and understandable to reflect all transactions, use and disposition of assets, and other similar information. All Employees must ensure that:

- a) all gifts, hospitality, community contributions and other expenses are properly reported and recorded;

- b) any payment made on behalf of the Company is supported by appropriate documentation (such as invoices and receipts);
- c) no payments to Covered Third Parties are made in cash, unless authorized by the DCO or CCO; and
- d) no Employees shall create or help create any documents (including cheques, invoices, receipts, expense reports or other accounting documentation) for the purpose of concealing any improper activity.

In reviewing and approving expenses, or in the review of any books and records, any question which may arise in connection with this Policy shall be brought to the attention of the DCO or CCO.

## **22.0 Communication of the Policy**

The Company will provide a copy of the current version of this Policy and related policies to new Employees and Covered Third Parties when they are hired or contracted and will provide copies of significant changes as necessary. This Policy may be translated into a language other than the English language. In the event of an inconsistency between the English version and the translated version, the English version will prevail.

## **23.0 Training and Certification**

The CCO, in consultation with local DCOs, shall establish and conduct a suitable training program for appropriate new or existing Employees on the compliance goals and requirements of this Policy, and will maintain records documenting the date and content of the training and the names of those trained.

All Employees in manager and supervisor level positions as defined by the CCO, in consultation with the DCOs, and any Covered Third Parties specified by the DCO or CCO shall provide periodic certification of compliance with this Policy in the form attached to this Policy as Schedule "A", as directed by the DCO or CCO.

The CCO will review this Policy and its effectiveness at least annually, and will revise and update as necessary. The CCO, in consultation with the local DCOs, will also report on the Policy and its effectiveness, at least annually, to the Committee.

## **24.0 Violations**

The Company expects all Employees and Covered Third Parties to take steps to prevent any violation of this Policy. This includes identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary.

Employees who become aware of a violation of this Policy must report the matter to their immediate supervisor/manager, the DCO or the CCO as soon as possible. If an Employee reports the matter to their immediate supervisor/manager, that supervisor/manager must immediately communicate the information to the local DCO. The DCO, in consultation with the CCO, will determine the most appropriate method to investigate the substance of the claims and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved.

Employees who raise genuine concerns will not be subject to retaliation or disciplinary action. Retaliation by anyone as a consequence of making a good faith report of a possible violation of the law or this Policy is strictly prohibited and will result in disciplinary action, including termination.

Where an Employee does not want to report suspicious activity to their immediate supervisor/manager or directly to the DCO or CCO, then a report can be made anonymously through the Whistleblower website at <http://fortuna.ethicspoint.com>.

The CCO, with support from the local DCOs, shall report all violations or potential violations of this Policy or applicable anti-bribery and anti-corruption laws to the Committee, and the Committee in consultation with the CCO shall determine the most appropriate method to investigate the substance of the claims and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved.

## **25.0 Consequences of Non-Compliance with Policy**

In the case of Employees, failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action up to termination of employment with cause or consulting arrangements without notice and without compensation where permissible under applicable laws. Violation of this Policy may also violate applicable laws and if it appears that an Employee may have violated such laws, the Company reserves its right to refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

In the case of Covered Third Parties, violation of this Policy may result in termination of a contract without notice, or such other measures that are available at law.

## **26.0 Queries**

Any questions regarding this Policy should be directed to the CCO.

This Policy was approved by the Board of Directors on March 6, 2024.

**SCHEDULE "A"**  
**CERTIFICATE OF COMPLIANCE**

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Reference is made to the Anti-Corruption Policy adopted by the Board of Directors of Fortuna Mining Corp. (the “**Company**”) on March 6, 2024 (the “**Policy**”).

In accordance with the Policy, I, \_\_\_\_\_, hereby certify, represent and warrant to the Company and its subsidiaries and affiliated companies as follows (check each applicable box):

- I have reviewed the Policy within the last twelve months, and understand its terms and requirements.
- I have not violated any of the terms or requirements of the Policy.
- I am not aware of any violation or potential violation of the Policy by any Employee or Covered Third Party, as such terms are defined in the Policy.
- I am not aware of any violation or potential violation of anti-bribery laws by any Employee or Covered Third Party, as such terms are defined in the Policy.

In the event you are unable to check the second, third, or fourth box, please provide details of any violation or potential violation of the Policy or anti-corruption laws that you are aware of:

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[Append additional pages if necessary]

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_\_\_.

Per: \_\_\_\_\_  
Signature

Print Name \_\_\_\_\_

**APPENDIX 1**

**APPROVAL PROCEDURE PROCESS**  
**GIFTS TO GOVERNMENT OFFICIALS**

This Appendix defines the roles of those involved in the gift giving process as well as the steps that must be followed when providing gifts to government officials. The key requirements set forth in this Appendix complement the requirements from section 9.0 of this Anti-Corruption policy.

Gift giving can originate from various departments at different locations, and this Appendix identifies the three different roles during the gift giving process and the specific responsibilities related to each:

- *The Preparer:* this is the employee requesting or driving the request for the gift, for example the Community Relations Manager who intends to send a gift to a government official to celebrate the holiday season. The Preparer is responsible for gathering all relevant documentation and information pertaining to the transaction and requesting approval from the appropriate parties. The Preparer is also responsible for justifying the strategic reason for the giving of the gift by documenting the reasons/benefits/value.
- *The Approver:* this is the ultimate person responsible for approving and allowing the transaction to take place. The Approver might change depending on the US dollar value of the gift and the location.
- *The Notified:* the key stakeholder who must be aware of the transaction prior to it being executed so they can provide comments if they deem necessary. The Notified might change depending on the US dollar value of the gift and the location.

In order to maintain clear and transparent records with respect to the provision of gifts to government officials, all such gifts are required to comply with the provisions of the Anti-Corruption Policy and the steps detailed in the following table must be followed. Please note that these steps must be followed prior to the giving of the gift.

US\$ Value of Gift	Region/Country		Corporate	
	Approver	Notified	Approver	Notified
Level 0*  If the gift has a value less than US\$50**	- Department Head  All provisions in section headed "Gifts for Government Officials" in in Anti-Corruption Policy must be met	- DCO and Country Head	- Department Head  All provisions in section headed "Gifts for Government Officials" in in Anti-Corruption Policy must be met	- CCO
Level 1*  If the gift has a value greater than US\$50 and less than US\$250**	- Country/Region DCO  All provisions in section headed "Gifts for Government Officials" in in Anti-Corruption Policy must be met  Complete Authorization Form Level 1 (attached hereto)	- Country Head  - CCO	- CCO	- CFO
Level 2*  If the gift has a value greater than US\$250 to US\$500**	- CCO  All provisions in section headed "Gifts for Government Officials" in in Anti-Corruption Policy must be met  Complete Authorization Form Level 2 (attached hereto)	- DCO  - Country Head  - Regional COO	- CCO	- CFO - CEO

\* Completed forms are to be sent by email to the approvers and those that need to be notified. All email correspondence related to the gift giving must CC the email [gift.registry@fmcmail.com](mailto:gift.registry@fmcmail.com) for proper recording keeping of requests/approvals/comments.

\*\* The US\$ value of the gift to determine the thresholds applies on an aggregate level per entity or individual, that is, 55 gifts at US\$1.00 aggregates US\$55 and would be above the threshold, so the approval requirements defined in Level 1 would apply.

## **Authorization Form Level 0**

This form is to document the approval of gift giving to Government Officials and/or Government Entities for amounts below **US\$ 50**

**Identify your location:**

**Provide a brief explanation of the purpose of the gift and why it is in best interest of the Company.**

**Please provide a description of the gift and its value in US\$.**

**Please indicate the end beneficiary (e.g., name of government official or entity receiving the gift) and in case of an individual his/her position.**

**Please read carefully the statements below and certify to each one by checking the box**

	All the information provided is accurately and complete and truthfully reflect the nature of the transaction.
	This transaction is not intended to provide "something of value" to improperly influence a government official.
	This transaction complies with the requirements set forth on the Company's Code of Conduct and Anti-corruption Policy.
	I have informed the Country Head and the Deputy Compliance Officer (DCO) and given them the opportunity to comment on the transaction prior to its execution.

Name of Preparer	
Signature of Preparer	
Date of Signature	

### **Approval**

Name of the Department Head	
Signature of Department Head	
Date of Signature	

## **Authorization Form Level 1**

This form is to document the approval of gift giving to Government Officials and/or Government Entities for amounts between **US\$ 50 to US\$250**

Identify your location:

**Provide a brief explanation of the purpose of the gift and why it is in best interest of the Company.**

**Please provide a description of the gift and its value in US\$.**

**Please indicate the end beneficiary (e.g., name of government official or entity receiving the gift) and in case of an individual his/her position.**

**Please read carefully the statements below and certify to each one by checking the box**

	All the information provided is accurately and complete and truthfully reflect the nature of the transaction.
	This transaction is not intended to provide "something of value" to improperly influence a government official.
	This transaction complies with the requirements set forth on the Company's Code of Conduct and Anti-corruption Policy.
	I have informed the Country Head and the Chief Compliance Officer (CCO) and given them the opportunity to comment on the transaction prior to its execution.

Name of Preparer	
Signature of Preparer	
Date of Signature	

### **Approval**

Name of the local Deputy Compliance Officer	
Signature of Deputy Compliance Officer	
Date of Signature	

## Authorization Form Level 2

This form is to document the approval of gift giving to Government Officials and/or Government Entities for amounts between US\$ 250 to US\$500

Identify your location:

Provide a brief explanation of the purpose of the gift and why it is in best interest of the Company.

Please provide a description of the gift and its value in US\$.

Please indicate the end beneficiary (e.g., name of government official or entity receiving the gift) and in case of an individual his/her position.

**Please read carefully the statements below and certify to each one by checking the box**

	All the information provided is accurately and complete and truthfully reflect the nature of the transaction.
	This transaction is not intended to provide "something of value" to improperly influence a government official.
	This transaction complies with the requirements set forth on the Company's Code of Conduct and Anti-corruption Policy.
	I have informed the Country Head, Deputy Compliance Officer (DCO) and the Regional Chief Operating Officer (RCCO) and given them the opportunity to comment on the transaction prior to its execution.

Name of Preparer	
Signature of Preparer	
Date of Signature	

### Approval

Name of the local Chief Compliance Officer	
Signature of Chief Compliance Officer	
Date of Signature	