BUSINESS CONDUCT AND ETHICS POLICY

1. INTRODUCTION

Aris Mining Corporation (the "**Company**") requires that its directors, officers, employees and other individuals representing the Company maintain the highest level of integrity in their dealings with each other and with the public on behalf of the Company. This Business Conduct & Ethics Policy (the "**Policy**") is intended to document some of the specific principles of conduct and ethics which must be followed by our directors, officers and employees in the performance of their responsibilities with respect to the Company's business. Other individuals representing the Company (such as consultants or contractors) are also expected to abide by all applicable provisions of the Policy together with other policies applicable to them (as described below) and adhere to the principles and values set out in the Policy and the other policies when representing the Company to the public or performing services for, or on behalf of, the Company. The Policy is intended to:

- promote honest and ethical conduct and manage actual or apparent conflicts that may arise;
- promote full, fair, accurate, timely and understandable disclosure to the public including our periodic reports required to be filed with the Canadian securities regulatory authorities, the Securities and Exchange Commission and other applicable securities regulatory authorities (the "**Commissions**");
- promote compliance with applicable governmental rules and regulations;
- provide guidance to directors, officers and employees of the Company to help them recognize and deal with ethical issues;
- provide a mechanism to report unethical conduct or violations of the Policy; and
- help foster a culture of honesty and accountability.

Our directors have committed that they will comply at all times with the principles set forth in this Policy and they expect each of our officers, employees and others to do likewise. A copy of this Policy is available to any interested party on request to the Company's Corporate Secretary and on the Company's website at: www.aris-mining.com.

This Policy outlines the fundamental principles of legal and ethical business conduct as adopted by the Board of Directors of the Company (the "**Board**"). It is not intended to be a comprehensive list addressing all legal or ethical issues which may confront the Company's personnel or representatives. Hence, it is essential that all Company personnel and

representatives subject to this Policy employ good judgment in the application of the principles contained herein and in our other applicable policies.

2. ETHICAL CONDUCT

Each of our directors, officers, employees and other individuals representing the Company will:

- monitor and manage conflicts of interest that may arise;
- provide, or cause to be provided, full, fair, accurate, timely and plain disclosure in reports and documents that the Company files with, or submits to, the Commissions, relevant stock exchanges and in other public communications made by the Company;
- comply, and take reasonable actions to encourage others within the Company to comply, with applicable governmental laws, rules and regulations;
- promptly report violations of this Policy; and
- promote accountability for adherence to this Policy.

The Company's records must be prepared accurately and maintained properly in accordance with all applicable laws, rules and regulations. No false, artificial or deceptive entries may be made in the Company's records for any reason. In addition, it is important to remember that the Company's records belong to the Company. Therefore, the Company's records should not be removed from the Company's property except for a legitimate business reason, and any documents so removed should be returned to the Company's property as soon as practical.

Accounting procedures and controls are prescribed by policies set out in the Audit Committee Charter. Within these policies, the senior officers of the Company have the primary responsibility for establishing and monitoring adequate systems of internal accounting and controls in accordance with sound accounting principles, and all employees must adhere to these controls. The Company's auditors will be asked annually to monitor and report upon these internal controls. Our employees are required to cooperate completely and forthrightly with the Company's external auditors. No officer, director or employee may engage in, allow or conceal any financial or bookkeeping irregularity.

3. CONFLICTS OF INTEREST

All directors, officers, employees and other individuals representing the Company have an obligation to act in the best interests of the Company and are expected to make decisions and take actions that are in the best interests of the Company as a whole, and which are not based on or unduly influenced by personal relationships and benefits. A "conflict of interest" occurs when an individual's private interest interferes in any way, or could appear to interfere, with the interests of the Company. A conflict situation can arise when a director, officer, employee or other individual representing the Company takes actions or has private interests that may make it difficult to perform his or her work objectively and effectively. Conflicts of interest also arise when a director, officer, employee or individual representing the Company, or a member

of his or her family, receives improper personal benefits as a result of his or her position in or on behalf of the Company.

Directors, officers and employees are prohibited from taking for themselves personal opportunities that arise through the use of corporate property, information or position and from using corporate property, information or position for personal gain. Directors, officers and employees are also prohibited from competing with the Company directly or indirectly and owe a duty to the Company to advance the legitimate interests of the Company when the opportunity to do so arises.

Directors, officers, employees and individuals representing the Company should avoid any relationships which could create a conflict of interest. Employees and individuals representing the Company are expected to disclose such relationships and conflicts to their immediate supervisors. Directors and officers of the Company are to disclose any conflict of interest or potential conflict of interest to the Board. Conflicts of interest involving those with whom the Company does business should also be disclosed in writing to such third parties. Any waiver of any such conflict of interest must be approved by the Board and be disclosed as required under applicable securities laws.

Members of the Board are to disclose any conflict of interest or potential conflict of interest to the entire Board as well as any committee of the Board on which they serve. Directors are to excuse themselves from participation in any decision of the Board or a committee thereof in any matter in which there is a conflict of interest or potential conflict of interest. However, if the Board determines that a potential conflict of interest cannot be cured or otherwise mitigated, the individual may be asked to resign from their position with the Company.

Directors, officers and employees will not accept board positions with any public company or with any private entity that is, or likely to be, active in the natural resource sector without the informed consent of the Chair of the Board. All individuals must excuse themselves from participating in any matters pertaining to the Company and the business organization of which they are directors.

If you are aware of a material transaction or relationship (including those involving family members) that could reasonably be expected to give rise to a conflict of interest, you should discuss the matter promptly with the Chair of the Corporate Governance & Nominating Committee (the "**Committee Chair**").

Any director, officer or employee will, when requested, promptly supply the Committee Chair with all relevant documentation in respect of any transaction in which the Committee Chair perceives a conflict may be, or may have been, present.

As it is not possible to list all conflict of interest situations, it is the responsibility of the individual to avoid and properly address any situation involving a conflict of interest or potential conflict of interest. Company personnel or representatives who wish to obtain clarification of the Company's conflict of interest principles or further guidance with respect to

the proper handling of any specific situation should consult their immediate supervisor, the Chief Executive Officer, or the Company's outside legal counsel.

Related party and conflicted transactions, whether actual or perceived, are subject to the review and appropriate oversight of the Audit Committee.

4. GIFTS

Directors, officers, employees and other individuals representing the Company will exercise discretion and good judgment in accepting gifts from companies (or from employees, officers, directors, agents or representatives of companies) with which the Company does business or competes. Directors, officers, employees and other individuals representing the Company, and their immediate family, will not accept any gift or gifts greater than what is normal or customary in the mining business. Meals, drinks, or other routine entertainment are exempt from these restrictions as long as the director, officer, employee, representative and his/her immediate family exercise reasonable judgment in refusing offers that might appear to impose a future obligation on the director, officer, employee or representative. Please also refer to the Company's Anti-Bribery and Anti-Corruption Policy ("**ABC Policy**") for further details regarding gifts and entertainment.

5. COMPANY ASSETS AND AI

Directors, officers, employees and other individuals representing the Company shall take appropriate steps to protect the Company's assets and ensure their efficient use, in addition to ensuring the Company's assets are used only for the Company's legitimate business purposes.

The Company supports the responsible use of artificial intelligence ("**AI**") to foster innovation, improve efficiency, and enhance the quality and timeliness of our work. All use of AI must be ethical, transparent, and consistent with the Company's values and corporate policies. Directors, officers, employees and other individuals representing the Company are expected to exercise sound judgment, ensure human oversight, and carefully review and validate any AI-generated output before use or disclosure. Directors, officers, employees and Contractors must not input confidential information, material non-public information or sensitive personal information into free, personal or other non-Company-approved AI tools.

6. CONFIDENTIALITY OF CORPORATE INFORMATION

Directors, officers, employees and other individuals representing the Company must maintain the confidentiality of all information entrusted to them by the Company, unless disclosure is authorized by the Company or is legally required. Confidential information includes all non-public information relating to the Company that may prejudice the ability of the Company to pursue certain objectives, be of use to competitors or harmful to the Company if disclosed. Confidential information also includes any information relating to the Company's business and affairs that results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's securities or any information a reasonable investor

would consider important in making an investment decision. Directors, officers, employees and other individuals representing the Company shall comply with confidentiality provisions contained in agreements to which they or the Company is a party and shall not use confidential information for their own advantage or profit.

Directors, officers, employees and Contractors are prohibited from participating in prediction markets or similar activities, including event contracts, betting or wagering, where the outcome relates to the Company or where participation is based on, informed by or influenced by confidential or other non-public information obtained in connection with their work for the Company.

7. EQUAL OPPORTUNITY

The Company will not discriminate against an employee or applicant because of race, religion, colour, sex, sexual orientation, age, family status, national or ethnic origin or disability (unless demands of the position are prohibitive). The Company will maintain a work environment free from discriminatory practice of any kind in which individuals are treated with dignity and respect. The Company expects that all relationships among persons in the workplace will be professional and free of bias and harassment. Please also refer to the Company's Anti-Discrimination Policy for further details regarding prohibitions in respect of discriminatory practices.

8. FAIR DEALING

Directors, officers, employees and other individuals representing the Company are required to deal honestly and fairly with the Company's business partners, competitors, shareholders and other third parties. No director, officer, employee or other individual representing the Company should take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other intentional unfair practice.

9. COMPLIANCE WITH LAWS, RULES AND REGULATIONS

Directors, officers, employees and other individuals representing the Company must comply, at all times and in all respects, with all laws, rules and regulations applicable to the Company, including any laws prohibiting insider trading, money laundering, bribery and improper payments and must report any suspected violations in accordance with Section 10 "Reporting Illegal or Unethical Behavior".

The Company has adopted the ABC Policy, Corporate Disclosure, Social Media and Trading Policy and Anti-Discrimination Policy, with which all directors, officers, employees and others representing the Company and its subsidiaries are required to comply. A copy of each of these policies is available on the Company's website at www.aris-mining.com or may be obtained from the Company's Corporate Secretary.

10. REPORTING ILLEGAL OR UNETHICAL BEHAVIOR OR CONCERNS ABOUT ACCOUNTING MATTERS

Anyone who seeks advice, raises a concern or reports misconduct or a violation of this Policy or other policies implemented by the Company, is following the requirements of this Policy and the desires of the Board. We encourage such action. The Company will not permit retaliation for reports made in good faith about violations of the law, rules, regulations or the Company's policies. The Company will take prompt and consistent action in response to violations of this Policy.

Nothing in this Policy or other policies implemented by the Company shall be interpreted or applied in any way to (i) restrict, prohibit or interfere with (a) any individual lawfully making reports to, or communicating or cooperating with, any government agency or law enforcement entity regarding possible violations of applicable law or regulation, based on reasonable belief, in accordance with applicable law, or of any other express whistleblower protection provisions of provincial, state or federal law or regulation or (b) any individual's right or ability to receive an award from any governmental body for information provided to such governmental body, or (ii) require notification or prior approval by the Company of any reporting described in clause (i) hereof.

Canadian and United States securities regulators have also established rules requiring public companies to establish procedures for: (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential anonymous submission by employees of the Company of concerns regarding potential fraud, questionable accounting or auditing matters.

The Company has adopted a Whistleblower Policy which allows directors, officers, employees and representatives of the Company and its subsidiaries to make complaints and report concerns on a confidential basis to the Audit Committee Chair. A copy of this policy is available on the Company's website at www.aris-mining.com or may be obtained from the Company's Corporate Secretary. Persons wishing to make complaints or report concerns on a confidential basis are encouraged to make a complaint through the Company's online whistleblower platform to the Audit Committee Chair in accordance with the Whistleblower Policy.

11. REVIEW OF CHARTER, AMENDMENT TO, OR WAIVER OF, THIS POLICY

The Corporate Governance and Nominating Committee shall review and reassess the adequacy of this Policy annually or otherwise as it deems appropriate and recommend changes to the Board.

Any amendment to, or waiver of, any provision of this Policy with regard to any person to whom it applies must be approved by the Board and disclosed to the extent required by applicable law, regulation or securities exchange requirement. In the event that members of the Board will be personally affected by a waiver of this Policy, such waiver shall be approved

by a committee consisting entirely of members of the Board who will not be personally affected by such waiver.

12. SANCTIONS COMPLIANCE

Each of our directors, officers, employees and other individuals representing the Company must:

- strictly comply with all applicable sanctions laws and regulations;
- not conduct business with any persons, whether individuals or companies, who are sanctioned persons or in the case of companies owned or controlled by sanctioned persons or acting on their behalf such as their distributors, agents, or marketers;
- ensure that the goods, technology, or services they purchase from suppliers are not produced or provided by sanctioned persons or any company that they own; and
- immediately inform the Company of any possible violations of applicable sanctions laws or regulations that relate, directly or indirectly, to the Company or Company-related business.

Violations of sanctions laws may result in serious criminal, regulatory and reputational consequences for the individuals involved and for the Company. Directors, officers, employees and other individuals representing the Company must promptly consult the Chief Legal Officer if they have any questions as to whether a proposed transaction, purchase, counterparty or other activity may involve a sanctioned person, a sanctioned jurisdiction or a possible violation of applicable sanctions laws

13. COMPLIANCE CERTIFICATION

All directors, officers, employees, contractors and representatives must provide a certification of compliance with this Policy by signing and returning to the Disclosure Committee, an Acknowledgement in substantially the form as the attached Appendix “A”, attesting, among other things, that they have read and understand this Policy and the other policies applicable to them and that they agree to comply with the terms of such Policies.

Approved by the Board of Directors on November 4, 2026.

APPENDIX "A"

ACKNOWLEDGEMENT

The Company's Policies are important to prevent violations of applicable laws having a material impact on the Company, including securities laws, and to avoid situations which could damage the Company's reputation for integrity and ethical conduct – assets of immeasurable value to the Company.

The Company Policies assist the Company, together with its directors, officers, employees, consultants and representatives to conduct its business in an honest and ethical manner, reflecting the highest standards of integrity and in compliance with all relevant laws and regulations applicable to it.

Please acknowledge that you have read, understand and will comply with the Company's policies which have either been sent to you via email or have been made available to you, by signing this acknowledgment and returning it to the Company's Corporate Secretary. Please contact the Corporate Secretary if you require hard copies of the policies.

I hereby acknowledge that I have read, understand, and will comply with the following Company Policies:

- Business Conduct and Ethics Policy
- Anti-Bribery & Anti-Corruption Policy
- Corporate Disclosure, Social Media and Trading Policy
- Anti-Discrimination Policy
- Whistleblower Policy
- Supplier Code of Conduct Policy
- **[Include any other applicable policies]**

I understand that a violation of these policies may result in severe consequences, which could include internal disciplinary action and termination of employment or consulting arrangements.

Acknowledged and agreed by:

_____

Signature

_____

Name – Please Print

Date