



## **NYSE American LLC Corporate Governance**

The common shares of Aris Mining Corporation (the “**Company**”) are listed on the NYSE American LLC (“**NYSE American**”). Section 110 of the NYSE American Company Guide permits the NYSE American to consider the laws, customs and practices of foreign issuers and to grant exemptions from NYSE American listing criteria based on these considerations.

Below is a description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE American standards:

### **Shareholder Approval**

Section 711 of the NYSE American Company Guide requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of “equity compensation plans” includes plans that provide for the delivery of both newly issued and treasury securities, as well as plans that include securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The Company will follow the shareholder approval requirements listed in Section 613 of the TSX Company Manual in connection with equity compensation arrangements.

Section 713 of the NYSE American Company Guide requires a listed company to obtain the approval of its shareholders for certain kinds of securities issuances, including those that result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding common shares. The Company will follow the shareholder approval requirements listed in Part VI of the TSX Company Manual in connection with securities issuances.

### **Quorum**

Section 123 of the NYSE American Company Guide recommends a quorum of not less than one-third of a listed company's shares issued and outstanding entitled to vote at a meeting of shareholders. The Company's quorum requirement under its Articles is two persons who are, or who represent by proxy, shareholders that in the aggregate hold at least 25% of the issued and outstanding shares entitled to vote at a meeting.

## **Solicitation of Proxies**

The NYSE American requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies be solicited pursuant to a proxy statement that conforms to SEC proxy rules. As a foreign private issuer, the Company is not subject to SEC proxy rules and the Company solicits proxies and delivers proxy circulars in accordance with applicable rules and regulations in Canada.

In addition, the Company may from time-to-time seek exemption from additional NYSE American corporate governance requirements under Section 110 of the NYSE American Company Guide, in which case the Company will make any required disclosures of such exemptions. The foregoing is consistent with the laws, customs and practices in Canada.

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