

HUMAN RIGHTS AND DIVERSITY POLICY

HUMAN RIGHTS POLICY

Prime Mining Corp. (“Prime Mining Corp.” or the “Corporation”) is committed to respecting human rights as set forth in the Universal Declaration of Human Rights, the United Nations Guiding Principles on Business and Human Rights and under international humanitarian law. Prime Mining Corp. is also committed to respecting the rights of Indigenous Peoples.

To ensure we meet our commitments, Prime Mining Corp. will assess potential human rights issues, take measures to avoid infringing on human rights, and seek constructive dialogue and partnerships with stakeholders impacted by our activities.

Prime Mining Corp. is committed to regularly reviewing and assessing the effective implementation of and compliance with this policy. To this end, the Corporation will ensure relevant corporate procedures, standards and guidance support the implementation of and are aligned with this policy, in particular the Health, Safety & Sustainability Charter, as well as the Code of Conduct.

SCOPE AND RESPONSIBILITY

This Human Rights Policy (the “Policy”) applies to Prime Mining Corp. and its wholly owned subsidiaries. The Corporation expects that each of its wholly owned subsidiaries that conduct mining and exploration operations will establish procedures to ensure compliance with this policy. All Prime Mining Corp. board members, officers, employees, contractors or any third party conducting work or acting on Prime Mining Corp.’s behalf will behave in a manner that respects human rights and avoids infringing upon them. The Corporation will take appropriate measures to ensure that this policy is respected. For employees, non-compliance with this policy may be grounds for disciplinary action up to and including termination of employment. For contractors, non-compliance may be grounds for contract termination. The Board of Directors is responsible for periodically updating this policy.

To meet our responsibilities to respect human rights, Prime Mining Corp. makes the following commitments:

1. Prime Mining Corp. will identify and monitor human rights impact indicators, allowing for continual improvement of our human rights standards and practices.
2. Prime Mining Corp. will take actions to embed a human rights culture in our Corporation and ensure employees and contractors are made aware of this Human Rights Policy and understand their responsibility to comply. These measures include

- awareness-raising and training on the policy and specific aspects within it, such as how to report concerns related to human rights via company grievance mechanisms.
3. Prime Mining Corp. respects the rights and dignity of employees, contractors, partners and community members impacted by our business. Prime Mining Corp. is committed to creating a safe and diverse workplace where decisions are non-discriminatory towards ethnic origin, religion, political belief, gender, sexual orientation, age, nationality, education or disability.
 4. Prime Mining Corp. respects workers' rights, including freedom of peaceful assembly and association, and engagement in collective bargaining consistent with the relevant International Labor Organization (ILO) conventions on that subject. Prime Mining Corp. does not tolerate the use of forced, compulsory or child labour.
 5. Prime Mining Corp. respects the rights, interests, perspectives and traditions of Indigenous Peoples in accordance with The International Council on Mining and Metal's Position Statement on Indigenous Peoples and Mining, the International Labour Organisation's Convention 169 (Indigenous and Tribal Peoples Convention) and other applicable international best practice. Prime Mining Corp. seeks to collaborate with indigenous communities to protect cultural and spiritual heritage as well as the environment. The Corporation will adopt and apply engagement and consultation processes that ensure meaningful participation of indigenous communities in decision-making and planning processes. Prime Mining Corp. recognizes that the state often plays the primary role in defining processes related to seeking Free, Prior and Informed Consent. We are committed to meeting all legal requirements for any new operations or changes to existing projects which may have significant adverse impacts on Indigenous Peoples.
 6. Where Prime Mining Corp. or its wholly owned subsidiaries hires private security forces to protect employees, contractors, partners, resources, and company property, such contractors must comply with local and international law.
 7. Prime Mining Corp. will take measures to ensure that we are not supporting or benefiting from unlawful armed conflict or contributing to human rights abuses or any breaches of humanitarian law, in accordance with our commitment to the World Gold Council's Conflict-Free Gold Standard.
 8. Prime Mining Corp. will take measures to avoid or minimize involuntary resettlement wherever possible. When relocation cannot be avoided, Prime Mining Corp. will establish, in consultation with affected communities and the corresponding governmental agencies, a resettlement plan that adheres to guidelines established by the International Council on Mining and Metals and the International Finance Corporation Performance Standards.

DEFINITIONS

Contractor: refers to outside labour hired in to do a specific task. In some jurisdictions a contractor is defined as a “supervised worker”, an individual who performs regular work on-site for, or on behalf of, and the reporting organization but is not recognized as an employee under national law or practice).

Employee: refers to all direct employees on Prime Mining Corp. payroll.

Free, Prior, Informed Consent (FPIC): Prime Mining Corp. follows the definition of Free Prior Informed Consent as set out in the ICMM Position Statement on Indigenous Peoples and Mining, which states that FPIC comprises a process, and an outcome, in which Indigenous Peoples are: (i) able to freely make decisions without coercion, intimidation or manipulation; (ii) given sufficient time to be involved in project decision making before key decisions are made and impacts occur; and (iii) fully informed about the project and its potential impacts and benefits. For more information, please see the ICMM’s Indigenous Peoples and Mining Position Statement.

Prime Mining Corp.: means Prime Mining Corp. and its wholly owned subsidiaries.

Human Rights: Human Rights are defined as those set forth in the Universal Declaration on Human Rights and international humanitarian law. Human rights are those rights and freedoms that are inherent to all human beings, regardless of nationality, place of residence, gender, ethnic origin, colour, race, religion, political views, sexual orientation, language, age, education, disability or any other status. Human rights can be classified in many ways and common categorization includes civil and political rights, labour rights, indigenous rights and other economic, social and cultural rights.

Indigenous Peoples: Prime Mining Corp. follows the ILO Convention 169 criteria in identifying Indigenous Peoples, which states that Indigenous Peoples are: “tribal peoples in independent countries whose social, cultural and economic conditions, distinguish them from other sections of the national community, and whose status is regulated wholly or partially by their own customs or traditions or by special laws or regulations; peoples in independent countries who are regarded as indigenous on account of their descent from the populations which inhabited the country, or a geographical region to which the country belongs, at the time of conquest or colonization or the establishment of present state boundaries and who, irrespective of their legal status, retain some or all of their own social, economic, cultural and political institutions. Self-Identification as indigenous or tribal shall be regarded as a fundamental criterion for determining the groups to which [this] applies.”

Diversity & Inclusion Policy

1. Introduction

Prime Mining Corp. and all its subsidiaries, joint ventures or affiliated companies (“Prime Mining Corp.” or the “Corporation”), are committed to workplace diversity and fostering a culture of inclusion, across all aspects of our business, and all operations and offices.

At Prime Mining Corp., diversity and inclusion means to respect and value difference. We recognize the benefits arising from employee and Board diversity, including a broader pool of high quality employees, improving employee retention, accessing different perspectives and ideas and benefiting from all available talent.

We understand that diversity and inclusion are defined in various ways globally. At Prime Mining Corp., “Diversity” refers to any dimension that can be used to differentiate groups and people from one another, such as but not limited to sex, gender, age, ethnic origin, religion, education, sexual orientation, political belief, disability and family status. “Inclusion” refers to a culture of respect and appreciation of these differences.

This Diversity and Inclusion Policy (the “Policy”) sets out the principles and requirements by which Prime Mining Corp. will enhance diversity and inclusion throughout the organization. This Policy is to be read concurrently with Prime Mining Corp.’s Code of Conduct.

2. Scope and Applicability

The Policy applies to all employees, Board members and anyone conducting work for Prime Mining Corp. This Policy does not purport to condone engagement in actions that would violate any anti-discrimination, equal employment or other laws and regulations. Employees and Directors will be recruited and promoted based upon their ability and contributions.

This Policy is subject to change from time to time as necessary or if required by law. Questions regarding this Policy should be directed to the Chief Financial Officer.

3. Roles and Responsibilities

Everyone covered by this Policy, is expected to foster a culture of diversity and inclusion, where different perspectives, experiences and skillsets are respected and valued. Including:

- Working to become aware of biases. For example, making decisions based on preference or tradition in favour of or against one thing, person or group compared with another, which can be unfair;
- Recognizing that inclusion is an attitude and approach that embraces all people – no matter their differences or similarities, allowing all people working with and for Prime Mining Corp. to be their full, authentic selves;

- Endeavoring to ensure everyone feels respected, welcomed, supported and encouraged to achieve their full potential; and
- Reporting instances of non-compliance with this Policy using the reporting channels outlined in our Code of Conduct.

Board of Directors' Responsibilities

The Board of Directors, commits to fostering a diverse and inclusive culture where:

- Individual differences are respected;
- The ability to contribute and access employment opportunities is based on performance, skill and merit, while recognizing the benefits of and actively promoting greater diversity in leadership positions throughout the organization, including at the Board and in executive officer positions; and
- Inappropriate attitudes, behaviours and stereotypes are confronted and eliminated.

The Board of Directors responsibilities include:

- Formally assigning the responsibility to facilitate the implementation of this Policy to a senior officer of the Corporation;
- Regularly monitoring of Corporation performance in compliance with this Policy; and
- Considering diversity in the selection criteria of new Board members and executive officer appointments.

Prime Mining Corp. supports goals to increase the average percentage of women on boards and women in executive positions in corporate Canada.

Management Responsibilities

Management is charged with the responsibility of implementing this Policy by:

- Ensuring sufficient and reasonable resources are allocated to implement and manage this Policy and support the diversity and inclusion strategy;
- Including diversity and inclusion in the Corporation's strategic objectives;
- Providing regular updates to the Board of Directors on the progress made towards enhancing diversity and inclusion; and,

- Reporting progress on enhancing diversity and inclusion at Prime Mining Corp. through disclosure in the Corporation's regulatory disclosure filings and other relevant public reporting channels.

ADOPTION

This Policy was adopted by the Board on June 18, 2021.