MAGNA MINING INC.

ANTI-BRIBERY AND ANTI-CORRUPTION POLICY

1. PURPOSE OF THIS POLICY

It is the policy of Magna Mining Inc. and its affiliates (collectively, the "**Corporation**") to conduct its business in an honest and ethical manner. It is also the policy of the Corporation to comply with all relevant laws, rules and regulations governing Bribery and Corruption, including the *Canadian Corruption of Foreign Public Officials Act* ("**CFPOA**") and the *Criminal Code* (Canada). As such laws, rules and regulations may have extra-territorial application, the Corporation, its Personnel and Agents will be bound by the most stringent of these requirements in respect of its and their conduct in all jurisdictions where they may operate, even if such conduct might otherwise be permitted by the local law of a particular jurisdiction.

The purpose of this Anti-Bribery and Anti-Corruption Policy (the "**Policy**") is to:

(a) set out the Corporation's responsibilities, and those working for it, in observing and upholding its policy on Bribery and Corruption, and

(b) provide guidance to those working for it on how to recognize and deal with Bribery and Corruption issues.

The Corporation will take all appropriate action under this Policy to ensure compliance with this Policy and applicable laws, rules and regulations, which may include disciplinary action, including termination of employment, and reporting of violations of laws, rules and regulations to law enforcement or the appropriate regulatory authorities.

2. APPLICATION OF THE POLICY

This Policy applies to all employees, officers and directors of the Corporation (collectively, "**Personnel**"). This Policy also reflects the standards to which the Corporation expects its Agents (as defined herein) to adhere to when acting on the Corporation's behalf. All Personnel, in discharging their duties on behalf of the Corporation, are required to comply with all applicable laws, rules and regulations to comply with this Policy. Where ambiguity or uncertainty exists, please contact the General Counsel for advice and direction.

For the purposes of this Policy, "**Agent**" includes any entity or individual who provides, and receives payments for, services or goods related to any aspect of the Corporation's operations. This includes business associates, partners, agents, contractors, subcontractors and consultants.

3. DEFINITIONS

For the purposes of this Policy, the following definitions apply:

(a) "**Board of Directors**" means the Board of Directors of the Corporation

(b) "**Bribe**" means anything of value, including a loan, reward, advantage or benefit of any kind that is or will be offered, promised or provided in order to gain any commercial, contractual, regulatory or business or personal advantage.

(c) "**CEO**" means the Chief Executive Officer of the Corporation.

(d) "**Corruption**" means the misuse of public power for private profit or the misuse of entrusted power for private gain.

(e) "**Facilitating Payment**" means a small, unofficial payment made to expedite routine governmental action that does not involve obtaining, retaining or directing business. Examples include payments to (a) secure processing of visas, permits or papers such as work orders or customs documents to process legally transmitted goods and (b) induce minor government functionaries (government employees without discretionary authority over a project or transaction) to complete their jobs in the manner required and where the situation does not involve the securing of business.

(f) "**General Counsel**" means the General Counsel of the Corporation.

(g) "**Government Official**" means any official of a governmental entity, a public international organization (such as the World Bank), a regional development bank or other multilateral organization or a person who performs public duties or functions of a legislative, administrative or judicial nature. For the purposes of this Policy, government-owned companies and their instrumentalities are considered to be governmental entities, and their employees, officers, directors, agents, consultants and contractors are considered to be Government Officials.

(h) "**Kickback**" means a payment of any part of a contract amount made to an employee or agent of a contracting party by another contracting party, directly or by use of other techniques such as subcontracts, purchase orders or consulting agreements, to channel payments to a Government Official, Politician, contracting party or its employees or agents, or their relatives or business associates.

(i) "**Political Contribution**" means a contribution of money, goods or services to support a Politician or a political campaign or initiative.

(j) "**Politician**" means a political candidate, a political party, any official of a political party, any employee or agent of any politician, and any person acting on behalf of a political campaign or initiative.

4. ANTI-BRIBERY AND ANTI-CORRUPTION STANDARDS

Neither the Corporation nor any Personnel or Agent may:

(a) offer, solicit, promise, give or accept a Bribe, Kickback, or any other improper payment with the expectation or hope that an advantage in business will be received, to reward a business advantage already given or to obtain or retain business;

(b) offer, promise or give a Facilitating Payment to a Government Official or Politician;

(c) offer, solicit, promise, give or accept a gift or hospitality unless permitted by the Gift and Hospitality Standards set out below;

(d) offer, promise or give a Political Contribution or Charitable Contribution unless authorized by the Political and Charitable Contribution Standards set out below; or

(e) threaten or retaliate against another person who has refused to engage in an activity prohibited by this Policy or who has raised concerns under this Policy.

5. GIFT AND HOSPITALITY STANDARDS

5.1 General Standards

Personnel or Agents may not give or accept gifts or hospitality/entertainment in relation to the Corporation and its business except when done in compliance with these standards:

(a) the gift or hospitality must be customary or not unusual to the industry and should be reasonable in the circumstances and not lavish or excessive;

(b) the gift or hospitality must not violate local laws or local norms;

(c) any gift or hospitality given must be in the name of the Corporation and not in the name of any individual;

(d) any gift or hospitality may not be in the form of cash or cash equivalents (such as vouchers or gift certificates); and

(e) the gift or hospitality must be given and accepted openly and not secretly.

5.2 Gifts and Hospitality to Government Officials and Politicians

Prior written approval of the General Counsel must be obtained for any gift or hospitality given to or received from any Government Official or Politician, provided that, no prior written approval will be required in respect of gifts or hospitality of an insignificant or nominal value, such as promotional items (e.g., pens of nominal value, notepads, diaries, calendars and hats or clothing with a logo).

5.3 Gifts and Hospitality to Others

Gifts or hospitality to persons other than Government Officials or Politicians should never be offered to or accepted without the prior written approval of the General Counsel where the value of the gift or hospitality per person exceeds the limits established by the Corporation from time to time. Gifts or hospitality of an insignificant or nominal value, such as promotional items, meals or refreshments offered during a meeting may be given and accepted without such prior approval.

6. POLITICAL AND CHARITABLE CONTRIBUTION STANDARDS

The Corporation does not make Political Contributions to Politicians or to political parties, political campaigns or initiatives.

With respect to any community investments, sponsorships and charitable contributions ("**Charitable Contributions**"), such Charitable Contributions must pre-approved in writing by the General Counsel. Such Charitable Contributions must be accurately and completely documented regardless of the amount of such contribution.

Except as authorized by the General Counsel, the Corporation will not reimburse any personal Political Contributions or Charitable Contributions. Furthermore, unless prior approval is obtained from the General Counsel, all Personnel are prohibited from making any Political Contributions or Charitable Contributions on behalf of or in the name of the Corporation.

7. FACILITATING PAYMENTS

In accordance with applicable Canadian laws, the Corporation does not make Facilitating Payments of any kind.

8. RESPONSIBILITIES UNDER THIS POLICY AND REPORTING VIOLATIONS

All Personnel must read, understand and comply with this Policy. Compliance includes the prevention, detection and reporting of Bribery and Corruption and other conduct that violates this Policy. If you have any questions regarding this Policy, we encourage you to raise any questions with the General Counsel.

If you are asked to make a payment on the Corporation's behalf, you should always be aware of what the payment is for, whether the amount is proportionate to the goods or services provided, whether the circumstances indicate that the payment is reasonable and whether the payment is properly documented.

If you have any suspicions or concerns regarding payments or other conduct to which this Policy applies, or if you become aware of anything in conflict with this Policy that has been solicited by any person, you must report those suspicions or concerns to the General Counsel or report your concerns under the Corporation's Whistleblower Policy.

Persons who become aware of concerns or circumstances that warrant or require reporting under this Policy are sometimes worried about repercussions. The Corporation encourages openness and will support anyone who raises genuine concerns in good faith, even if they turn out to be mistaken. No person will suffer any penalty or other adverse consequences for refusing to engage in Bribery or Corruption or other conduct prohibited by this Policy or for reporting possible wrongdoing, even if the Corporation loses business or otherwise suffers a disadvantage. Any attempt at reprisal against an individual making a report under this Policy is strictly prohibited and any such conduct will be punished severely and may include the demotion or even dismissal of the offending party.

9. INVESTIGATION AND DOCUMENTATION OF REPORTS

Any reports of solicitation to engage in prohibited acts or possible violations of this Policy received by the General Counsel will be reported to the CEO and the Chair of the Audit Committee.

The report will be recorded and an investigation file established. The matter will be investigated and documented pursuant to the procedures set out in the Corporation's Whistleblower Policy.

The identity of any person filing a report will be treated on a confidential basis, to the extent possible, and will only be revealed on a need to know basis or as required by law or court order.

If the investigation has confirmed unlawful or questionable conduct or a violation of this Policy, it will also be reported to the Board of Directors. The CEO shall cause such remedial action to be taken as the Board of Directors deems appropriate.

10. CONSEQUENCES OF NON-COMPLIANCE WITH THE POLICY

Failure to comply with this Policy may result in severe consequences, which may include internal discipline and termination of employment. In cases where the conduct violates applicable laws, rules and regulations, the Corporation may also refer the matter to law enforcement or appropriate regulatory authorities, which could result in penalties, fines and imprisonment. Any Agent who violates the terms of this Policy, who knows of and fails to report to the Corporation's management potential violations of this Policy or who

misleads investigators making inquiries into potential violations of this Policy, may have their contracts terminated.

11. REPORTING OF EXPENSES

The Corporation requires that all financial transactions, including the recording of business expenses, be accurately, completely and transparently documented in the Corporation's books and records, as required by section 4 of the CFPOA. All Personnel acting on behalf of the Corporation must:

(a) maintain accurate and detailed records of all expenditures, including the purpose, recipient, and approval of such expenditures;

(b) not create or use any false, misleading, incomplete, or artificial entries in the Corporation's books or records for any reason;

(c) not engage in or facilitate the establishment of any undisclosed or unrecorded funds, accounts, or assets; and

(d) ensure that all expense claims are supported by appropriate documentation, accurately reflect the nature of the transaction and are submitted and approved in accordance with applicable policies of the Corporation.

Improperly or falsely recorded expenses, including disguised payments made to governmental officials or third parties, may constitute a books and records offence under section 4 of the CFPOA and could result in significant penalties for both the individual and the Corporation.

12. RECORD KEEPING

The Corporation shall keep and maintain accurate books and records. Personnel must ensure that (a) all gifts, hospitality, and other expenses are properly reported and recorded; (b) any payments made on behalf of the Corporation are supported by appropriate documentation; (c) no payments to third parties are made in cash, unless pursuant to proper petty cash disbursements; and (d) no Personnel shall create or help to create any documents for the purpose of concealing any improper activity. All payments made to or by, and all gifts and hospitality given or received by, Personnel must be fairly, accurately and properly recorded and reported and must properly and fairly record the transactions to which they relate. Recording such payments in any way which would conceal their true nature or which is contrary to applicable accounting standards is not permitted. The Corporation complies with standard accounting practices and policies and is required to make and keep books, records and accounts which accurately and fairly reflect all business transactions, assets and liabilities. There must be no "off the books" or secret accounts.

13. REVIEW AND ASSISTANCE

The Board of Directors will periodically review this Policy and make such changes as the Board of Directors deems appropriate.

Any person who has any questions about this Policy may obtain additional guidance from the Corporation's General Counsel. However, the ultimate responsibility for adhering to the Policy and avoiding improper transactions rests with each director, officer, employee and Agent of the Corporation.