



# Whistleblower Policy

## 1. PURPOSE AND SCOPE

Marimaca Copper Corp. (“**Marimaca**” or the “**Corporation**”) its subsidiaries and affiliates (the “**Marimaca Group**”) expects its officers, directors, employees and authorized representatives (collectively, “**Marimaca Personnel**”) to comply with all applicable laws, rules and regulations. Marimaca is committed to promoting honesty and integrity and maintaining the highest ethical standards in its business conduct. Consistent with these values, Marimaca does not tolerate the violation of any of the policies, procedures or practices it has established.

This Whistleblower Policy (the “**Policy**”) is intended to encourage and enable Marimaca Personnel to confidentially raise serious concerns internally so that Marimaca can address and correct inappropriate conduct.

This Policy applies to any suspected impropriety by Marimaca Personnel in matters relating to: (i) the breach of laws, rules and regulations in a jurisdiction in which the Marimaca Group is operating and conducting business; and (ii) the violation of Marimaca’s policies and codes of conduct, including those available on its website.

## 2. REPORTING

### **Confidential Complaint Procedures**

Any Marimaca Personnel with knowledge of any breach of law, rule or regulation or violation of any of the Company’s policies can confidentially report their concerns directly as follows:

[reporting@marimaca.com](mailto:reporting@marimaca.com)

Alternatively, Marimaca Personnel can contact the Chief Financial Officer, the Chair of the Audit Committee or the General Counsel with their concerns.

### **Complaints Regarding Financial Matters**

Reports relating to any questionable accounting or auditing matter, will be investigated and resolved by the Audit Committee.

### **Confidentiality**

Confidentiality of complaints received by the Chair of the Audit Committee will be maintained to the fullest extent possible, consistent with the need to conduct an appropriate review. When possible, the Chair of the Audit Committee will acknowledge receipt of the complaint, although it is not the intention to communicate to the person making the complaint the status of its review or resolution.

### **Acting in Good Faith**

Anyone filing a complaint under this Policy must be acting in good faith and have an honest belief that the complaint is well-founded, including a reasonable factual or other basis. Any complaints based on allegations that are without basis and cannot be substantiated, or that are proven to be intentionally misleading or malicious will be viewed as a serious offense.

### **Protection of Marimaca Personnel**

Marimaca will not discharge, demote, suspend, threaten, harass or in any manner discriminate against any Marimaca Personnel in the terms and conditions of employment based upon any lawful actions with respect to good faith reporting of complaints under these procedures.

Any Marimaca Personnel found to have engaged in retaliatory behaviour against complainants may be subject to discipline up to and including termination.

**Records Retention**

The Audit Committee will maintain a log of all complaints that are received, tracking their receipt, investigation and resolution.

**Inconsistencies**

To the extent that there are any inconsistencies between this Policy and reporting procedures under any of Marimaca's other policies or codes of conduct, as a precaution the complainant should report his/her concern under this policy.

**Responsibility**

The Chair of the Audit Committee has been designated as the individual responsible to oversee this Policy.

Reviewed as of November 29, 2022.