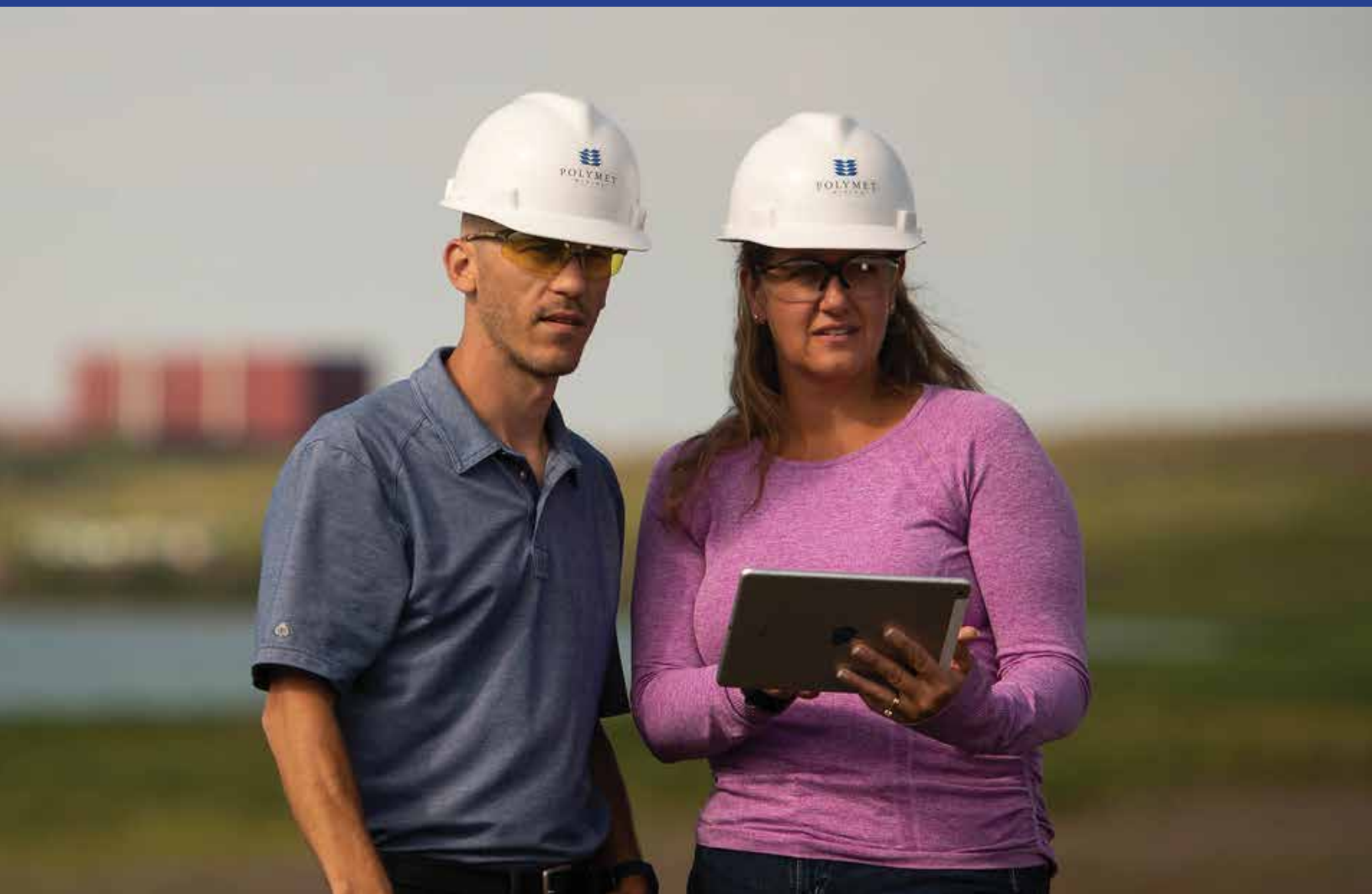




## Code of Conduct

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# 1 Introduction

Our Code of Conduct describes how we put our values into practice every day. It explains our commitments to and expectations of all stakeholders and provides guidance for all our employees and those who work on our behalf.

Our statement of Values is the most fundamental element of our Code of Conduct, as they define our purpose, our priorities and the fundamental principles by which we conduct business.

Everyone working for PolyMet Mining Inc. and its subsidiaries and affiliates (collectively referred to herein as “PolyMet”), regardless of their location or function, is expected to fully understand this Code and to apply it to their workplace and responsibilities. Together, our Values and this Code (including the underlying policies and the associated operational management procedures for sustainability) represent our commitment to upholding responsible business practices.

# 2 Our Values

## **Safety**

Our first priority in the workplace is to protect the health and well-being of all of our people. We take a proactive approach to health and safety; our goal is continuous improvement in the prevention of occupational disease and injuries.

## **Entrepreneurialism**

Our approach fosters the highest level of professionalism, personal ownership and entrepreneurial spirit in all our people while never compromising on their safety and well-being. This is important to our success and the superior returns we aim to achieve for all our stakeholders.

## **Simplicity**

We aim to achieve our key deliverables efficiently as a path to industry-leading returns, while maintaining a clear focus on excellence, quality, sustainability and continuous improvement in everything we do.

## **Responsibility**

We recognize that our activities can have an impact on our society and the environment. We care profoundly about our performance in relation to environmental protection, human rights, and health and safety.

## **Openness**

We value open relationships and communication based on integrity, cooperation, transparency and mutual benefit, with our people, our customers, our suppliers, governments and society in general.

# 3

## Applying the Code of Conduct

Everyone working for PolyMet, regardless of location or role, must comply with the Code and PolyMet policies. The Code seeks to ensure that the aspirations embodied in our Values are reflected in our daily actions and decisions and in our corporate culture.

This Code applies to all permanent and temporary employees, directors and officers as well as contractors (where they are under a relevant contractual obligation) to these businesses.

The Code does not include prescriptive rules covering every eventuality. It defines the minimum requirements and provides direction and guidance in applying our Values. In the absence of guidance from applicable law or external requirements, in the Code, or in the relevant supporting documents, you are expected to exercise sensible judgment.

All permanent and temporary employees, contractors, directors and officers must familiarize themselves with the Code, standards and policies, and the applicable laws relevant to their work. Behavior that is in breach of the law, this Code or our policies, must be reported to a supervisor or manager.

Lack of compliance with the requirements of the Code, relevant PolyMet policies or the law, may result in disciplinary action, including termination of employment.

### **Responsibilities of leaders**

All our leaders, supervisors and managers must lead by example and be seen to work with integrity while creating an environment where team members:

- are encouraged and trained to do the right thing;
- are able to ask for and receive appropriate guidance if they are uncertain what to do; and
- feel comfortable raising questions or concerns without embarrassment or fear of retaliation.

We expect managers, supervisors and leaders to communicate our Values and the Code to their teams and proactively identify, assess and discuss relevant issues with them, as well as to implement appropriate risk mitigation controls. They must seek to prevent breaches of the Code through strong leadership and ensure that relevant policies and procedures are properly implemented and followed.

### **Procurement**

We seek to ensure that our suppliers, including contractors, maintain:

- lawful business practices;
- agreed standards of quality and timeliness of delivery;
- safe, healthy and fair workplaces;
- zero tolerance for human rights violations, in relation to both their people and the communities in which they work; and
- business practices that minimize environmental impact.

Where appropriate, these requirements should be supported through communication, training and/or contractual arrangements.

We may terminate (or decline to renew) the contract of any provider or contractor who breaches the law, the Code or PolyMet's relevant policies.

## 4

## Raising concerns

You must raise promptly any situations in which the Code, its underlying policies or the law appear to be breached with any of the following contacts:

- a supervisor or manager;
- any local reporting channel established at your office;
- an appropriate legal or management contact;
- a local compliance officer;
- any Whistleblower Contacts (if applicable); or
- **Farris LLP**, PolyMet's Canadian corporate counsel at **(604) 661-9329** - leaving a detailed message.

You may choose to raise your concern on an anonymous basis.

All queries raised via these 'Raising Concerns' channels are reviewed and assessed promptly.

The confidentiality of those involved will be respected. Your identity will only be shared where it is necessary to do so in order to address the concern or is required by law.

If you raise an issue you must do so in good faith. Abuse of these channels is not acceptable.

## 5

## Health and safety

The safety of our people is our number one priority. We believe that all fatalities, occupational diseases and injuries are preventable and that we must all take responsibility for maintaining a safe and healthy workplace.

Our ambition is to become a leader in the field of safety and to create a workplace free from fatalities, injuries and occupational diseases. Our aim is to maintain a health and safety culture where everyone proactively supports the PolyMet health and safety objectives and commitments.

We acknowledge that we are all responsible for our own safety and the safety and well-being of our colleagues, contractors and the communities in which we work. We expect our people to come to work medically, emotionally and physically fit, to follow health and safety instructions, and to take responsibility for their own and their colleagues' safety. We support our management's efforts to create a safe work environment through the application of effective controls.

We are committed to a strong safety culture that requires visible leadership from all levels of line management, a high level of engagement from employees and contractors, and a focus on hazard identification, risk analysis and risk management. Our people receive training that enables them to carry out their tasks safely and in accordance with our health and safety policies and procedures.

We recognize that all of us have the authority to stop work if we consider it unsafe. We require our people to be trained, competent and fit to fulfil their duties. No one should commence any task that they consider unsafe or where the hazards cannot be controlled.

## 6

## Our people

Our people are fundamental to our success. We believe that a diverse workforce is essential for a successful business. We treat our people fairly and with respect, and ensure they have the opportunity to develop their careers to match their potential.

We recognize and uphold the rights of our workforce to a safe workplace, freedom of association, collective representation, just compensation, job security and opportunities for development.

We value diversity and treat employees and contractors fairly, providing equal opportunity at all levels of the organization. We prohibit discrimination on the basis of race, nationality, religion, gender, age, sexual orientation, disability, ancestry, social origin, political or other opinion, or any other bias. We do not tolerate any form of racial, sexual or workplace harassment.

Our people are hired, promoted and offered development opportunities on the basis of their overall qualification for, and success in, their specific jobs. Our remuneration structures are based on each person's knowledge, experience and ability; we reward performance and self-improvement. We undertake regular reviews of remuneration and incentive practices. We also assess skills and competencies regularly, recognizing talent, performance and potential, and providing appropriate support and development opportunities.

## 7

## Human rights

We support and respect human rights in a manner consistent with the Universal Declaration of Human Rights. We uphold the dignity, fundamental freedoms and human rights of our employees, contractors and the communities in which we live and work, and others affected by our activities. We ensure that human rights awareness is embedded in our internal risk assessment processes.

We do not tolerate any form of workplace discrimination, harassment or physical assault. We seek to reflect the diversity of the communities in which we operate within our workforce. We respect the rights of our employees and contractors, including the freedom of association and collective bargaining.

Regardless of their location or function, we expect our employees to avoid complicity in human rights abuses, and to uphold relevant standards. We operate grievance mechanisms that are accessible to our stakeholders.

The security procedures at our operations, assets and projects are aligned with the applicable standards for security and human rights. These procedures are reinforced by risk assessments and incident reporting mechanisms, as well as training for our security staff and contractors.

We recognize the unique relationship of indigenous peoples with the environment in which they live. We are committed to engagement processes that are based on good faith negotiations and consistent with traditional decision making processes.

We acknowledge that our operations have the potential to impact the communities where we operate. Where appropriate, we restore the livelihoods and standards of living of communities or individuals that have been displaced as a result of our activities.

In our dealings with our business partners, including contractors and suppliers, we encourage them to respect and comply with our approach to human rights, or one of an equivalent standard.

## 8

# Communities

We believe that our operations have a predominantly positive impact on the communities in which we operate. We aim to build lasting relationships with our neighbors by identifying and addressing their concerns, and by contributing to activities and programs designed to improve their quality of life.

Our engagement with communities is integrated into all stages of our operations. We seek to maintain an open dialogue with our local communities. We identify and address concerns of local stakeholders by working with them, especially those most affected by our operations. This includes the use of formal complaints and concerns at our operation.

In our relationship with local communities, we respect and promote human rights within our area of influence. This includes respect for the cultural heritage, customs and rights of those communities, including those of indigenous groups.

We work with governments, local authorities, community representatives, inter-governmental and non-governmental organizations and other interested parties to develop and support community development projects. These projects and other donations are developed and decided in accordance with our policies and guidelines.

These activities, along with the employment we provide, contribute directly and indirectly to the prosperity and development of our local communities.

Where possible, we support and promote local employment and local procurement through training.





## 9 Environment

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We are aware that our operations can have direct and indirect impacts on the environment. In everything we do, we seek to minimize any negative impact on the environment in accordance with the precautionary principle.

Our operations shall include the prospecting, production, reclamation, processing, storage and transportation of natural resources products. Our potential environmental impacts are specific to our mining and processing sites. Throughout our operations, environmental impacts are identified, analyzed and reflected in our planning, management systems and day-to-day activities.

We comply with applicable laws, regulations and other requirements for environmental management. Where these are less stringent than our own standards, we apply our higher standards.

We conserve and protect environmental resources through a broad range of proactive initiatives, which include the efficient use of energy and water, minimizing waste, reducing emissions and protecting biodiversity. Throughout the lifecycle of our activities, we conduct ongoing consultations with local communities and other stakeholders to ensure that we operate in a manner that is appropriate. We undertake to follow responsible closure planning with the purpose of achieving final sustainable land use.

We demonstrate active stewardship of the land, freshwater and biodiversity systems with which we interact.

We recognize the potential of our activities to impact water resources. We continuously monitor the quantity and quality of the water used in our processes and practice responsible waste water disposal.

Our operations have the potential to impact air quality. We monitor emissions and dust from our operations, and use controls and abatement systems where necessary to ensure responsible management of air quality.

We manage our waste sensibly. We regularly examine the integrity of our facilities to mitigate against the risk of serious incidents.

We acknowledge the increasing societal and regulatory pressure to reduce carbon emissions to address climate change. We work proactively to manage our energy and carbon footprint and support the development of low emission technologies. We work with policy makers and others to promote the development of a least cost pathway to reducing global emissions.



## 10 Tax

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We are committed to full compliance with relevant laws and external and company reporting requirements, including those concerning disclosure to tax authorities and reporting on the tax payments that we make.

We will continue to review our tax payment reporting and make appropriate improvements in line with any applicable regulatory developments.



## 11 Communications

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We believe in the importance of maintaining active engagement and dialogue with stakeholders. We are committed to communicating regularly, openly and accurately with our employees, contractors, customers, suppliers, local communities and investors, as well as appropriate associations, governments and other stakeholders.

We undertake fact-based, timely and constructive communication with all our stakeholders across a wide range of matters. We share information on matters that affect our operations and activities with relevant stakeholders. Our engagement with all our stakeholders supports our decision-making process.

We regularly engage in dialogue with governments on issues that affect our operations and activities. Seeking to maintain open and constructive relationships with governments ensures awareness of the opportunities, constraints and concerns related to our operations and marketing activities on an ongoing basis. Communications with governments must only be undertaken by suitable senior management or authorized personnel, and all information shared should be accurate and not misleading.

We communicate in accordance with the disclosure requirements of a publicly listed company.

Public disclosures are only to be made by authorized spokespersons.

# 12 Compliance

We are committed to operating in accordance with strong ethical principles. We expect everybody working for PolyMet to take personal responsibility for ensuring that their conduct conforms to these principles.

We will not knowingly assist any third party in breaching the law, or participate in any criminal, fraudulent or corrupt practice in any country. We seek to prevent such misconduct through training programs and strong leadership underpinned by internal policies, procedures and controls.

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## Conflict of interest

A conflict of interest is a situation in which an individual has a private interest sufficient to potentially influence the objective exercise of his or her professional duties. Everybody working for PolyMet must avoid actual conflicts of interest and, wherever possible, avoid apparent or potential conflicts as well. We must safeguard PolyMet's legitimate interests through properly performing our professional duties. Any concerns around an actual or potential conflict of interest or an unclear situation should be immediately referred to an appropriate supervisor, manager or compliance contact.

Contractors, suppliers and partners are engaged through a fair, formal process that includes, where appropriate, written requirements reflecting our Values and policies.

## Bribery

A bribe is any financial or other advantage which is offered, provided, authorized, requested or received as an inducement or reward for the improper performance of a person's relevant function, or the receipt of which in itself would constitute improper conduct. You must not solicit, accept, offer, provide or authorize any bribe directly or indirectly or through any third party. Any concerns about potential bribery must be reported to a manager, supervisor or an appropriate compliance contact or, where appropriate, through the 'Raising Concerns' program.

A public official may offer to enable or speed up a process that is his or her duty to perform, in return for a small payment. Such payments are often called facilitation payments and should not be made. All dealings with public officials must be transparent, and we must guard against circumstances where even the appearance is made of inducing a public official to perform his or her work improperly. Further guidance on this matter can be obtained from the global anti-corruption policy or an appropriate compliance contact.

Anyone working for PolyMet who fails to comply with applicable anti-corruption laws and the PolyMet Anti-Corruption Policy may face disciplinary action that could include dismissal.

## Political contributions and activities

We do not permit any of our funds and resources to be used as a contribution towards a political campaign, political party, political candidate or any affiliated organizations. We will not use charitable donations as a substitute for political payments.

## Competition

We are committed to the principles enshrined by competition laws. We expect everybody working for PolyMet to be aware of competition laws, to avoid infringement and to ensure that suppliers are not engaging in anti-competitive activities that could damage our business or reputation.

### Money laundering

Money laundering is a process whereby the origin of funds generated by illegal actions is concealed and those funds are inserted into economic circulation, making them seem as though they are derived from a legitimate source.

We will not participate or assist any third party in money laundering or any other illegal practice. We encourage and support everybody working for PolyMet to report to a supervisor, manager or compliance contact any concerns relating to a current or prospective counterparty being engaged in money laundering.

### Inside information

We have systems and processes in place that help to ensure that inside or confidential information about PolyMet is secure and protected.

Inside information:

- is precise and material in that it would be likely to affect an investor's decision about whether to make a transaction relating to PolyMet's securities
- has not been made public
- relates directly or indirectly to PolyMet or another company that we are doing business with
- could have a significant effect on the price of our securities if made public

Inside information should not be used when making decisions on when to deal in our securities. Employees or contractors who are in possession of inside information relating to PolyMet must not deal in our securities nor disclose this information to anybody else, including family members.

Confidential information about publicly traded companies other than PolyMet may also constitute inside information. Anybody working for PolyMet who obtains such information about another company during their work will be subject to similar restrictions concerning the securities of that company.

We are committed to implementing detailed management policies and programs that ensure our products meet regulatory requirements and our own quality standards and our customers' needs.

These activities will also ensure that all products come with documentation for customers to allow safe transport, handling and use.

Our marketing, logistics and product safety functions will work closely together with our partners and service providers to ensure that quality and safety requirements are met throughout our supply chains. We ensure that customer enquiries are dealt with in a timely and accurate manner.

We are all responsible for assets that are under our control. These assets include business opportunities, funds, property, proprietary information, and personal equipment (such as mobile devices, computers and access rights to our information technology (“IT”) infrastructure).

We take appropriate precautions to prevent damage, misuse or theft of our assets and endeavor to ensure that anyone working for PolyMet does not use its assets for personal benefit.

## **Use of information systems**

All PolyMet information systems and the data stored in them, regardless of location, are the property of PolyMet. PolyMet’s data and information systems are vital resources and must always be used responsibly.

We may monitor the use of IT resources; this includes email, internet use, file storage and computer access. Monitoring may record any misuse of systems and the creation, processing and storage of information that is contrary to PolyMet policy, or in breach of local laws and regulation.

Everyone working for PolyMet must ensure they are aware of the rules regarding unacceptable use of IT resources and comply with the relevant acceptable use agreement.

## **Personal information and privacy**

We only collect and retain personal information that is reasonably necessary to meet business requirements, and as permitted by law.

## **Intellectual property**

Intellectual property (IP) is information owned by PolyMet. IP includes patent rights, trademarks, copyright, design rights, database extraction rights, rights in know-how or other confidential information and rights under IP-related agreements.

We protect our IP assets as well as our physical assets. IP infringement means unauthorized access or use by workers, customers, suppliers and competitors, including anyone using any name or brand without approval.

A person wearing a white hard hat and a high-visibility safety vest is crouching in a field of tall, dry grass. They are holding a handheld electronic device with a screen and a coiled cable. The background is a dense field of similar grass under a clear sky.

## Contacts

If you have a concern that remains unresolved after reaching out to local channels, including your immediate superior, you can raise your concern with:

- your compliance officer;
- any member of management;
- any Whistleblower Contacts (if applicable); or
- Farris LPP, PolyMet's Canadian corporate counsel at (604) 661-9329 - leaving a detailed message.

