



## Conflict of Interest Policy

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# 1 – Introduction

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## 1.1 Key Principle

We make decisions that are in the best interests of PolyMet and we avoid actual, potential and apparent conflicts of interest (“Conflicts”) where possible.

## 1.2 Rationale

As stated in our Code of Conduct (the “Code”), 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.”

Undeclared or mismanaged Conflicts can lead to reputational damage, loss of trust and confidence in our internal controls, loss of our stakeholders’ confidence in the integrity of our decision-making, investigations, fines and penalties and substandard services and products at inflated prices.

## 1.3 Purpose

The purpose of PolyMet’s Conflict of Interest Policy (the “Policy”) is to contain our requirements on:

- recognizing and avoiding Conflicts; and
- declaring Conflicts.

## 1.4 Scope

This Policy applies to all directors, officers and employees of PolyMet Mining Inc. and its subsidiaries (“PolyMet”), including individuals employed on a temporary basis such as contractors and consultants (referred to collectively as “you” throughout this Policy).

# 2 – Definitions

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## Close Personal Relations

means relationships with people other than Relatives (defined further below), which include:

- unmarried couples;
- dating relationships;
- live-in relationships;
- ex-spouses; and
- any other kind of person with whom you have a social or business relationship outside of PolyMet sufficiently close to create in fact or in appearance a biased attitude in favor of the other person.

## **Compliance**

means individuals working in the compliance function, including Compliance Officers and Coordinators.

## **Conflict of Interest (“Conflict”)**

There are three types of Conflicts (collectively referred to as Conflicts):

- actual conflict: a real, existing conflict;
- potential conflict: a situation that may result in a conflict; and
- apparent conflict: a situation that may appear to be a conflict, even if this is not the case.

## **Employees**

means directors, officers and employees of PolyMet Mining Inc. and its subsidiaries (“PolyMet”), including individuals employed on a temporary basis such as contractors and consultants.

## **Exposed Persons**

means employees who, because of the nature of their job responsibilities, are more susceptible to Conflicts (for a list of Exposed Persons, see Section 3.2.1.1.)

## **Relatives**

means family members such as:

- spouse;
- siblings;
- parents and stepparents;
- children and stepchildren;
- stepbrothers and stepsisters;
- nephews and nieces;
- aunts and uncles;
- grandparents and grandchildren; and
- all other relatives, by blood or by law.

## **Third Parties**

means parties that have or seek to have a commercial relationship with PolyMet, including:

- competitors;
- customers;
- service providers;
- suppliers of goods;
- consultants; and
- contractors/sub-contractors.

## 3 – Requirements

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### 3.1 Recognizing and Avoiding Conflicts

Even if you believe that you are acting in the best interests of PolyMet, the mere appearance of a Conflict can undermine confidence in both PolyMet and you as an individual, as well as undermine PolyMet's internal controls.

You must try to avoid Conflicts where possible. If you are unsure about whether a situation presents a Conflict, consult your supervisor. For practical examples, see Section 6.

Types of Conflicts you must declare:

- ownership, shareholding<sup>1</sup> and/or a directorship in a Third Party;
- having a personal or business relationship with a Third Party;
- acting as a consultant, employee, director, officer or manager for another company or organization where the outside activity or employment will conflict with the performance of your job at PolyMet or could affect your objectivity;
- working with a Relative or Close Personal Relation (e.g., considering a job application from one of your Relatives or Close Personal Relations, or being in a position to influence factors surrounding the application such as direct reporting relationships, remuneration and promotion); and
- offering, providing or accepting gifts or entertainment, to or from a Third Party while you are evaluating whether or not to enter into an agreement or transaction with such Third Party.

<sup>1</sup> If the shareholding is in a publicly traded company and if it is less than five percent you do not need to declare it, unless there are specific circumstances that create a conflict, e.g. the company is a small publicly traded company and PolyMet is the major customer or supplier of that company.

### 3.2 Declaring Conflicts

#### 3.2.1 Who must declare?

All Employees, including all PolyMet employees, directors and officers (including contractors and consultants), must declare.

##### 3.2.1.1 Additional Declaration Requirements for Exposed Persons

Depending on the nature of your job responsibilities, you may be especially susceptible to the risk of Conflict. Such individuals are referred to as "Exposed Persons" throughout this Policy. Finance and/or the Compliance Officer will identify those Employees who are Exposed Persons.

Exposed Persons will be asked on annual basis to declare any Conflict. Typically, they include:

Senior management (e.g.):

- CEO, CFO;
- Site General Manager, or equivalent; and
- Department Head.

## 3 – Requirements CONT'D

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Individuals involved in:

- procurement and supply chain activities;
- community investment projects;
- recruitment;
- promotions, salary/bonus/performance evaluations;
- payments to external parties;
- defining technical specifications and participating in technical evaluations; or
- requesting and approving work budgets.

### 3.2.2 When to Declare

PolyMet recognizes that it is not always possible to avoid Conflicts. However, in order to properly manage a Conflict, you are required to declare a Conflict as soon as you become aware of it.

#### 3.2.2.1 Unprompted Conflict Declarations

You must declare a Conflict as soon as you become aware of it.

#### 3.2.2.2 Prompted Conflict Declarations

Compliance will inform you if you are an Exposed Person.

If you are an Exposed Person, you are required to declare any Conflict as soon as you become aware of it. Additionally, you are required to complete an annual Conflict of Interest e-Learning as part of the Annual Compliance Training. Upon completion of the e-Learning, you will be required to declare any Conflict.

### 3.2.3 How to Declare a Conflict

#### 3.2.3.1 Electronic Declarations

You may declare any Conflict via electronic form (available on SharePoint or from Compliance Officer) and email it to the Compliance Officer or Controller.

#### 3.2.3.2 Paper Declarations

If you cannot fill out the form electronically, you must complete a Conflict of Interest Paper Declaration Form (see appendix 1) and submit it to the Compliance Officer or Controller.

### 3.2.4 Changes to a Previously Declared Conflict

If you previously declared a Conflict, you must update any changes.

You must update any changes to your declaration using the paper form “Change to Previously Declared Conflict” (see Appendix 2) and submit it to your local Compliance Officer or Controller.

## 3 – Requirements CONT'D

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### 3.3 What happens once you declare?

Once you have declared a Conflict, it will be managed as described in this Conflict of Interest Policy under the supervision of the Compliance Committee, under which you may be required to relinquish a position or have your work activities restricted (e.g., preventing you from taking part in decisions, meetings on the conflicting subject matter or receiving certain information).

### 3.4 Training and Awareness

Training and awareness are essential to ensure you understand the issues surrounding Conflicts and the consequences of not properly declaring them.

You are required to complete the Code of Conduct e-Learning on a yearly basis as part of the Annual Compliance Training. This course includes basic training on Conflicts.

#### 3.4.1 Additional Training Requirements for Exposed Persons

If you are identified as an Exposed Person, you may be required to complete additional training as part of the Annual Compliance Training.

## 4 – Consequences

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Failure to comply with this Policy may expose PolyMet and you as an individual to significant damages in terms of reputation and may result in disciplinary action, including termination of your employment or other working relationship with PolyMet.

Continuing to act in a situation where there is a Conflict could in some cases be fraudulent or corrupt, and may therefore, in addition, lead to criminal charges or other penalties.

## 5 – Raising Concerns

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If you become aware, or suspect, that a breach of this Policy has occurred or may occur in the future, you must report your concerns to:

- 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.

PolyMet has a zero tolerance approach for retaliation against anyone who reports a concern in good faith. All queries raised via these 'Raising Concerns' channels are reviewed and assessed promptly.

## 6 – In Practice

Below are some examples, which illustrate actual, potential or apparent conflicts. If you have doubts as to whether or not your situation presents a Conflict, contact your Compliance Officer or Coordinator.

Type of Conflict	Examples	Declaration Requirements
<b>Ownerships and Dictatorships</b>	Angela, a PolyMet employee, takes up a position on a Board of Directors of a company that has regular business dealing with PolyMet.	Taking up such a Board position would be a Conflict. Angela must declare the Conflict and not assume the Board position before seeking advice from Compliance.
	Marc, a PolyMet employee, is investing in shares of a competitor and a potential business partner of PolyMet.	Depending on the nature and the size of the investment, and Marc’s role at PolyMet, his investment in a competitor and potential PolyMet business partner may need to be declared, especially if it is influencing Marc’s business decisions and compromising his independent judgment.  If Marc’s investment is in a publicly traded company and if it is less than five percent he does not need to declare it, unless there are specific circumstances that create a Conflict, e.g., the company is a small publicly traded company and PolyMet is the major customer or supplier of that company.



Type of Conflict	Examples	Declaration Requirements
<p><b>Personal and Business Relationships</b></p>	<p>Mark, an Operations Manager at PolyMet, has a family member holding an administrative function in a government; as a result of which he may be able to influence decisions in respect of permits and regulatory approvals that may affect PolyMet.</p>	<p>Mark must declare the relationship and avoid taking part in any internal or external process to obtain or renew such permits and regulatory approvals, unless permitted to do so.</p>
	<p>Anna, a PolyMet employee, is involved in the tender/bidding process of a new contract. A brother-in-law of Anna's owns one of the companies bidding for the contract with PolyMet. Anna considers accepting the higher bid of her brother-in-law's company compared to two lower/more beneficial bids from unrelated companies.</p>	<p>Anna must declare the relationship and interest and must not take part in any selection or evaluation activity that involves her brother-in-law's company, unless permitted to do so.</p> <p>If her brother-in-law's company is successfully engaged through an objective, transparent and competitive analysis, any business dealings between PolyMet and the brother-in-law's company should be overseen by an independent staff member/superior of Anna's.</p>
	<p>David, a PolyMet Procurement Manager, historically purchased technical machinery from company A, a preferred supplier for PolyMet. One of David's close relatives started to work for company B who sells the same machinery. David starts purchasing from company B and decreases the orders placed at Company A. There was, however, no cost implication to PolyMet.</p>	<p>David must declare this relationship and must not take part in any business dealings between PolyMet and company A or B unless he has permission to do so.</p> <p>For example, David may be permitted to participate in the procurement process if an independent staff member/superior of David's or another employee in the procurement department oversees the purchases. The operation should have sufficient procurement procedures in place to ensure, for example, that the quality of the technical machinery is not compromised by buying from company B rather than company A. The company must be selected based on an objective, transparent and competitive analysis.</p>

<b>Type of Conflict</b>	<b>Examples</b>	<b>Declaration Requirements</b>
<b>Personal and Business Relationships</b> (cont'd)	Thomas is a senior technical specialist in the department and he is working on defining technical specifications for a special product. Thomas' brother-in-law runs a small company manufacturing those types of products. Thomas discloses his Conflict only when he is involved in conducting the technical evaluation of the bid presented by the company of his brother-in-law.	<p>Thomas must promptly declare his relationship. His role in defining the technical specifications makes him an Exposed Person.</p> <p>A potential conflict existed when Thomas started working on developing the technical specifications. Even if at that time Thomas was not sure whether his brother-in-law's company would bid, he should have promptly declared the Conflict, to avoid the possible allegation that specifications were defined in such a way as to favor the brother-in-law's company.</p>
<b>Outside Activities and Employment</b>	Robert, a PolyMet employee, sells fitness products part-time. He uses PolyMet's IT infrastructure during his working hours to facilitate sales and marketing of the products.	Robert must declare the outside employment. Robert must not use his working hours nor PolyMet's IT infrastructure for a second, part-time job as this is likely to interfere with his PolyMet duties.
	Claudia, a PolyMet employee, accepts a Board position at a wildlife non-profit organization.	<p>Claudia must declare this outside activity only if the nature or work of the non-profit organization means there is a Conflict with PolyMet's interests.</p> <p>For example, Claudia must declare this outside activity if the non-profit organization is suing PolyMet.</p>
<b>Working with Relatives/Close Personal Relations</b>	Pedro, a PolyMet HR Manager, would like to hire his son-in-law as a consultant to PolyMet.	<p>Pedro must declare his conflict of interest and not make the hiring decision.</p> <p>The same hiring procedure applicable to all other candidates should equally apply to Pedro. If an independent committee decides to hire Pedro's son-in-law, the designated reviewer/approver of this Conflict should continue to manage the relationship between Pedro and his son-in-law.</p>

Type of Conflict	Examples	Declaration Requirements
<b>Working with Relatives/Close Personal Relations</b> (cont'd)	Dmitry, a PolyMet supervisor, signs off on daily contractor time sheets, which includes one of his nephew's time sheets.	Dmitry must declare this relationship. Another independent supervisor/manager should sign off on his nephew's timesheet.
<b>Benefits (e.g., Gifts and Entertainment)</b>	Raoul, a PolyMet employee, has accepted tickets to sporting events, invitations to ski-weekends and golf trips from a supplier that is seeking to do business with PolyMet.	Raoul is in breach of this Policy and should have declared the offer of these entertainment activities before accepting them.  The timing of these entertainment offers from the potential supplier could influence Raoul's decision.
	Frederic, a PolyMet employee, is a licensed pilot. During the course of business, Frederic meets Olivier, an employee of a PolyMet supplier, who asks Frederic to take one of his directors on an excursion in his private jet. Olivier will pay Frederic USD \$2,000 for the excursion.	Frederic must declare the fact that he has been asked to fly a PolyMet supplier on his private jet in return for a payment.  Frederic must not agree to Olivier's request unless he has received approval to do so.
	Alex, an employee working in IT procurement, is currently in the process of negotiating a contract for business equipment and is offered an extravagant gift by the supplier of the business equipment.	Alex must declare the offer of this gift.  Alex must avoid receiving gifts or entertainment that appear to improperly influence his judgment during purchasing/trading decisions.



## Appendix 1: Conflict of Interest Paper Declaration Form

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# CONFLICT OF INTEREST PAPER DECLARATION

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## OVERVIEW

### PolyMet's Approach to Conflicts of Interest

As stated in our Code of Conduct:

"A conflict of interest is a situation in which an individual has a private interest sufficient to influence the objective exercise of his or her professional duties. Everybody working for PolyMet must avoid actual conflicts of interest and avoid, wherever possible, apparent or potential conflicts. 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."

### What should be declared?

There are three types of Conflict (collectively referred to as "Conflicts"):

Actual Conflict - A real, existing conflict

Potential Conflict - A situation that may result in a conflict

Apparent Conflict - A situation that may appear to be a conflict, even if that is not the case

For further guidance, PolyMet's Conflicts of Interest Policy contains a list of examples of Conflict scenarios.

### Note:

If you are in the process of a transaction with a Third Party and you receive any kind of benefit (e.g., a gift or entertainment) from the Third Party, this may influence or give the appearance of influencing your business judgment. You must submit a declaration if you are offered a gift from a Third Party while you are evaluating whether or not to enter into a transaction with such Third Party.

## INSTRUCTIONS ON HOW TO DECLARE CONFLICTS

- If you become aware of a Conflict, you must complete the *Conflict of Interest Paper Declaration Form* (next page) and submit the original to your immediate supervisor or manager and a copy to the Compliance Coordinator.
- If a **previously declared Conflict changes**, please complete the *Changes to Previously Declared Conflict of Interest Form* and submit the original to your Compliance Coordinator and a copy to your local supervisor.
- If you have any questions regarding either of these forms, or are unsure if you have a Conflict, please contact your Compliance Coordinator or your supervisor.

## FORM (page 1 of 4)

Please complete the questions below by checking either Yes or No. If you check yes, please add a description.

Do you have a <b>personal or business relationship</b> that might impair or even appear to impair your ability to make objective decisions in the interest of PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

Do you engage in an <b>outside employment</b> in addition to your employment or position with PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

Do you engage in an <b>outside activity</b> in addition to your employment or position with PolyMet? For example, have you, any Relative or anyone you may be in a Close Personal Relationship with served as director, trustee, officer or consultant in a charitable, sports, volunteer or civic organization that has a business relationship with PolyMet or that is financially supported by PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

In your area of responsibility, do you <b>employ, supervise or have any hiring or compensation decision</b> power in relation to a Relative or anyone with whom you may be or have been in a Close Personal Relationship?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

## FORM (page 2 of 4)

Do you, any Relative or anyone you may be in a Close Personal Relationship with have any <b>controlling interest, ownership, shareholding and/or directorship in an existing or planned business transaction</b> in which PolyMet is engaged or may be interested?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

Do you, any Relative or anyone you may be in a Close Personal Relationship with have any <b>controlling interest, ownership, shareholding and/or directorship in a Third Party</b> that has or seeks to have a commercial relationship with of PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

Have you, any Relative or anyone you may be in a Close Personal Relationship with, held a <b>political, judicial, administrative or governmental function</b> where you may be able to influence decisions affecting PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

Are you, any Relative or anyone you may be in a Close Personal Relationship with involved in any current or <b>proposed legal proceeding</b> in which you, and/or such person/s is an adverse party to PolyMet or has an interest adverse to PolyMet?	
<input type="checkbox"/> No	
<input type="checkbox"/> Yes	If yes, please declare here:

## FORM (page 3 of 4)

Have you, any Relative or anyone you may be in a Close Personal Relationship with received (directly or indirectly) from a Third Party (by virtue of your employment or position with PolyMet) any **gifts, items of value, entertainment or hospitality** which influence or appear to influence your or the recipient's business judgment?

No

Yes

If yes, please declare here:

In your current role, do you have any other **private interest** sufficient to potentially influence the objective exercise of your professional duties at PolyMet?

No

Yes

If yes, please declare here:



## FORM (page 4 of 4)

- I declare that all information provided in this *Conflict of Interest Paper Declaration Form* is true and correct.
- I understand that if the information in this form is untrue, incomplete or misleading, I may face disciplinary action, including dismissal.
- I will not take part in any decision involving the Conflict declared above, nor influence others involved in such decision, unless instructed in writing by my Compliance Officer or Coordinator, supervisor or manager.
- If your declaration contains sensitive personal data, please tick the box below if you agree to the processing of such sensitive personal data by the Compliance Officer or Coordinator, your supervisor or manager. Sensitive personal data is information revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership and information concerning health, a person's sex life or sexual orientation and information relating to criminal convictions and offences.

I agree

Full Name \_\_\_\_\_

Office \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

### **Review by Compliance Officer or Coordinator**

Full Name \_\_\_\_\_

Office \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

The Compliance Officer or Coordinator will manage the information contained in this *Conflict of Interest Paper Declaration Form* under the supervision of the Compliance Committee so the Conflict case can be assigned and managed accordingly.

<sup>2</sup> Confidentiality and Data Protection: PolyMet Inc (and its subsidiaries and affiliates) will process the information provided by in accordance with PolyMet's Data Protection Policy and applicable data protection laws. PolyMet will process the information only to manage the conflict of interest in accordance with the Conflict of Interest Policy under the supervision of the Compliance Committee. Any personal data will be deleted when it is no longer required for the management of the conflict, unless longer retention is required by law.



## Appendix 2: Changes to Previously Declared Conflict of Interest Form

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# CHANGES TO PREVIOUSLY DECLARED CONFLICT OF INTEREST

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## OVERVIEW AND INSTRUCTIONS

### **PolyMet's Approach to Changes to Previously Declared Conflict of Interest**

If you previously declared an actual, apparent or potential Conflict of Interest ("Conflict"), you must update any changes to your declaration. You must complete this form and submit it to your local Compliance Coordinator.

#### **Instructions**

- Complete the *Changes to Previously Declared Conflict of Interest Form* and submit the original to your Compliance Officer or Coordinator and a copy to your supervisor.
- If a **new Conflict arises**, please fill out a new Conflict of Interest Paper Declaration Form and submit it to your Compliance Officer or Coordinator or your supervisor.
- If you have any questions regarding the *Changes to Previously Declared Conflict of Interest Form* or are unsure if you should update a previously declared Conflict, please contact your Compliance Officer or Coordinator or your supervisor.

## FORM (page 1 of 4)

Please complete the questions below by checking either Yes or No. You must add a description about what has changed since you previously declared.

Do you have a <b>personal or business relationship</b> that might impair or even appear to impair your ability to make objective decisions in the interest of PolyMet?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

Do you engage in an <b>outside employment</b> in addition to your employment or position with PolyMet?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

Do you engage in an <b>outside activity</b> in addition to your employment or position with PolyMet? For example, have you, any Relative or anyone you may be in a Close Personal Relationship with served as director, trustee, officer or consultant in a charitable, sports, volunteer or civic organization that has a business relationship with PolyMet or that is financially supported by PolyMet?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

## FORM (page 2 of 4)

In your area of responsibility, do you <b>employ, supervise or have any hiring or compensation decision power</b> in relation to a Relative or anyone with whom you may be or have been in a Close Personal Relationship?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

Do you, any Relative or anyone you may be in a Close Personal Relationship with have any <b>controlling interest, ownership, shareholding and/or directorship in an existing or planned business transaction</b> in which PolyMet is engaged or may be interested?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

Do you, any Relative or anyone you may be in a Close Personal Relationship with have any <b>controlling interest, ownership, shareholding and/or directorship in a Third Party</b> that has or seeks to have a commercial relationship with of PolyMet?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

Have you, any Relative or anyone you may be in a Close Personal Relationship with held a <b>political, judicial, administrative or governmental function</b> where you may be able to influence decisions affecting PolyMet?	
<input type="checkbox"/> No (was previously yes)	
<input type="checkbox"/> Yes (was previously no)	Declare what has changed since your previous declaration:

## FORM (page 3 of 4)

Are you, any Relative or anyone you may be in a Close Personal Relationship with involved in any **current or proposed legal proceeding** in which you, and/or such person/s is an adverse party to PolyMet or has an interest adverse to PolyMet?

No (was previously yes)

Yes (was previously no)

Declare what has changed since your previous declaration:

Have you, any Relative or anyone you may be in a Close Personal Relationship with received (directly or indirectly) from a Third Party (by virtue of your employment or position with PolyMet), **any gifts, items of value, entertainment or hospitality** which influence or appear to influence your or the recipient's business judgment?

No (was previously yes)

Yes (was previously no)

Declare what has changed since your previous declaration:

In your current role, do you have any other **private interest** sufficient to potentially influence the objective exercise of your professional duties at PolyMet?

No (was previously yes)

Yes (was previously no)

Declare what has changed since your previous declaration:

## FORM (page 4 of 4)

- I declare that all information provided in this Changes to Previously Declared Conflict of Interest Form is true and correct.
- I understand that if the information in this form is untrue, incomplete or misleading, I may face disciplinary action, including dismissal.
- I will not take part in any decision involving the Conflict declared above, nor influence others involved in such decision, unless instructed in writing by my Compliance Officer or Coordinator, superior or manager.
- If your declaration contains sensitive personal data, please tick the box below if you agree to the processing of such sensitive personal data by the Compliance Officer or Coordinator and your supervisor or manager. Sensitive personal data is information revealing racial or ethnic origin, political opinions, religious or philosophical beliefs, trade union membership and information concerning health, a person's sex life or sexual orientation and information relating to criminal convictions and offences.

I agree

Full Name \_\_\_\_\_

Office \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

### Review by Compliance Officer

Full Name \_\_\_\_\_

Office \_\_\_\_\_

Date \_\_\_\_\_

Signature \_\_\_\_\_

The Compliance Officer will manage the information contained in this *Changes to Previously Declared Conflict of Interest Form* under the supervision of the Compliance Committee so the Conflict case can be assigned and managed accordingly.

<sup>2</sup> Confidentiality and Data Protection: PolyMet Inc (and its subsidiaries and affiliates) will process the information provided by in accordance with PolyMet's Data Protection Policy and applicable data protection laws. PolyMet will process the information only to manage the conflict of interest in accordance with the Conflict of Interest Policy under the supervision of the Compliance Committee. Any personal data will be deleted when it is no longer required for the management of the conflict, unless longer retention is required by law.



**POLYMET**  
MINING