



TOREX STATEMENT OF POLICY AND PROCEDURE	
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Reviewed by:	Chief Financial Officer General Counsel and Corporate Secretary SVP, Mexico
Approved by:	President & CEO
Endorsed by:	Safety & Corporate Social Responsibility (CSR) Committee

TOREX GOLD RESOURCES INC.

Supplier Code of Conduct

Context

At Torex Gold Resources Inc. (“Torex” or “the Company”), we are committed to conducting our business with the highest levels of ethics, rigour and corporate social responsibility. We have a shared set of values that guide our actions and behaviour, and we share a firm belief that mining responsibly and generating value in our business go hand in hand. Acknowledging that our Suppliers (defined below) are vital to our Company's ongoing success, we recognize that we must be clear in defining the conduct and behaviour that we expect from our business partners so that they can meet the corporate responsibility standards that we have set for ourselves and that define us as a Company.

Purpose

This Supplier Code of Conduct (this “Code”) establishes the minimum standards of conduct expected from our Suppliers in all business activities conducted with or on behalf of the Company and its subsidiaries (collectively, the “**Torex Group**”). In this Code, references to “Torex”, the “Company”, “we”, “us”, “our” and similar expressions include the Torex Group. Suppliers are expected to familiarize themselves and comply with the principles outlined in this Code and to actively incorporate these standards into business practices when engaging with the Company. By doing so, Suppliers help ensure that our shared commitment to ethical, legal, and socially responsible conduct is upheld throughout our business operations.

Scope

This Code applies universally to all entities that provide goods or services to the Company, including contractors, vendors, and advisors (collectively referred to as “**Suppliers**”). Suppliers must ensure the same of any affiliates, agents, subcontractors, intermediaries or those who work for them. The principles outlined in this Code are applicable to all aspects of supplier engagement, including procurement, production, delivery, and ongoing collaboration.

Our expectations for Suppliers are grounded in internationally recognized standards and conventions, such as the United Nations (UN) Guiding Principles on Business and Human Rights, the International Labour Organization (ILO) Declaration on Fundamental Principles and Rights at Work, the United Nations’ Universal Declaration of Human Rights and the OECD Guidelines for Multinational Enterprises on Responsible Business Conduct. These expectations are also grounded in the Company’s governing corporate policies, including but not limited to our Code of Business Conduct and Ethics, Anti-Bribery and Anti-Corruption, Safety and Health, Social Harmony and Human Rights and Environmental Protection policies.

Principles

All Suppliers providing goods or services to or on behalf of the Company must be guided by the following principles, which form the foundation of this Code and the policies that reinforce it:

- (a) Act ethically and honestly; uphold the highest standards of integrity in all business interactions.
- (b) Prioritize health and safety and adopt workplace standards, practices, and critical controls

that prevent occupational injury or illness.

- (c) Accept responsibility and be accountable; take ownership of actions and decisions and be accountable for outcomes.
- (d) Honour agreements and commitments; fulfill contractual obligations and commitments made to the Company.
- (e) Conduct business in an environmentally and socially responsible manner; implement practices that promote sustainability and social responsibility.
- (f) Treat stakeholders with respect, fairness, and equity and foster an environment free from discrimination, harassment, intimidation, and hostility.
- (g) Obey all applicable laws; adhere to all legal requirements governing business conduct and operations.

Standards of Conduct

Compliance with Laws

Suppliers are required to comply with all applicable laws, regulations, codes, and rules of the jurisdictions in which they operate. This includes, but is not limited to, laws related to labour, health and safety, human rights, environmental protection, bribery and corruption, and tax obligations.

Human Rights and Labour Practices

Suppliers must uphold the highest standards of human rights and labour practices and treat people with dignity and respect. Suppliers are required to comply with all applicable human rights laws and regulations in the jurisdictions where they operate, as well as adhere to the Company's Social Harmony and Human Rights Policy. This includes prohibiting the use of forced labour and child labour, as defined by applicable legislation, at any stage of production or in connection with goods imported. Suppliers must not employ children below the minimum legal age where the work is performed and are expected to take proactive measures to assess, prevent, and mitigate the risk of forced or child labour within their own supply chains. Suppliers must be willing to inform the Company of these measures and controls upon request.

Additionally, Suppliers must ensure fair and appropriate terms of employment as defined by applicable legislation, including working hours and remuneration, and must support fundamental rights at work, such as freedom of association and the right to collective bargaining. All forms of forced labour, human trafficking, modern slavery, and other inhumane treatment including physical, moral, sexual or verbal abuse, bullying, or intimidation are strictly prohibited.

Discrimination

Suppliers must comply with all anti-discrimination laws and must not engage in discrimination or harassment in any hiring or employment practices. The Company will not tolerate discrimination based on race, color, religion, nationality, gender, ethnicity, age, marital status, creed, sexual orientation, political beliefs, pregnancy, disability, or any other basis prohibited by law. Additionally, Suppliers are encouraged to actively promote diversity and inclusion, ensuring equitable access to opportunities across all levels of their organization.

Health & Safety

We expect our Suppliers to align with our mission to ensure that no lives are lost or negatively changed by occupational injury or illness. Suppliers must comply with all health and safety laws and regulations and provide a high standard of care concerning the health, safety, and well-being of their employees, contractors, customers, communities, and others affected by their actions. Additionally, Suppliers must adhere to the Company's Health and Safety Policy, as well as safety rules, procedures and programs during any visits to the Company's operating sites.

Drugs and/or alcohol are strictly prohibited on any Torex operating site and/or camp, as is being under the influence of drugs or alcohol. Suppliers must apply a zero-tolerance policy if any personnel attending our operations are found to have contravened this rule.

Environmental Stewardship

Suppliers must comply with all applicable environmental laws, regulations, and industry standards in the regions where they operate and actively manage any environmental risks associated with their activities. Suppliers are encouraged to promote sustainable development by reducing pollution, increasing recycling, and minimizing waste. This includes promoting water and energy conservation, biodiversity protection, pollution control, and greenhouse gas emission reduction. Additionally, suppliers must comply with the Company's Environmental Protection Policy and environmental procedures while attending operating sites.

Community Relations and Development

We are committed to actively engaging with local communities through open and honest dialogue, with the aim of building relationships grounded in trust and mutual respect. Therefore, Suppliers are expected to respect local communities' cultural knowledge and heritage in the regions where they operate and conduct business on behalf of the Company. Suppliers should implement practices to maximize benefits for local communities, including hiring local workers and sourcing goods and services locally whenever possible. Additionally, Suppliers must adhere to the Company's Social Harmony and Human Rights Policy.

Anti-Bribery and Corruption

Suppliers must comply with all applicable anti-bribery and anti-corruption laws, including, without limitation, (i) the *Corruption of Foreign Public Officials Act* (Canada), (ii) the *Foreign Corrupt Practices Act* (United States), (iii) the *Ley General del Sistema Nacional Anticorrupción* (Mexico) and (iv) local laws in the jurisdictions where they operate. Where there are variations in the applicable laws, Suppliers must comply with the strictest requirements. Suppliers must adhere to the Company's Anti-Bribery and Anti-Corruption Policy, which prohibits any form of bribery, corruption, or unethical behaviour involving public officials. Additionally, prior to entering into an agreement with the Company, Suppliers must inform the Company if any of their directors, officers, shareholders, or senior managers are considered "government officials" under anti-corruption laws. Suppliers are required to report any suspected violations of these anti-bribery and corruption obligations.

Conflicts of Interest

Suppliers must promptly alert the Company of any situation that could reasonably be expected to create a conflict of interest. This includes disclosing any family or close relationships with the Company's personnel and any intercorporate relationships with third parties competing to provide goods or services to the Company. Suppliers and their employees must avoid actual or apparent conflicts of interest and report any concerns about potential conflicts immediately.

Confidentiality and Insider Trading

Suppliers must comply with all insider trading laws and must not trade in the Company's securities when they have become aware of confidential, or material undisclosed information related to the Company. Additionally, Suppliers are prohibited from "tipping" others who may trade based on such information.

Suppliers are required to maintain all confidential information received from the Company in the strictest confidence unless expressly authorized or mandated by applicable laws or regulations or in compliance with a non-disclosure agreement with the Company.

Gifts and Entertainment

The Company maintains a strict policy of politely refusing gifts from Suppliers to avoid any perceptions of bias or compromised impartiality in decision-making processes. Suppliers must not offer gifts, hospitality, or other benefits (beyond common business courtesies) that could be perceived as compromising the professionalism or impartiality of the Company's personnel.

Reporting Violations

Suppliers are required to report any suspected violations of this Code directly to Torex personnel or through the Company's confidential Whistleblower Hotline, as outlined in the Company's Whistleblower Policy.

Demonstration of Compliance

Suppliers must be able to demonstrate compliance with this Code and its associated standards of conduct upon request and to the Company's satisfaction through information requests and/or periodic audits as the Company deems appropriate. Suppliers are required to provide reasonable assistance during any investigation into their compliance with this Code.

Failure to comply with this Code may lead to adverse consequences, depending on the severity of the circumstances. These consequences may include, but are not limited to, the termination of the Supplier relationship and any related agreements.

Certification

Upon entering into a contractual obligation or association with the Company, Suppliers must sign off on terms and conditions confirming that they have read, understood, and agree to abide by the provisions of this Code. Suppliers will also be required to reaffirm their acknowledgment on a periodic basis.

Approval and Policy Review

The Board of Directors, through the Safety and Corporate Social Responsibility (CSR) Committee of the Board, has endorsed this Code.

This Code will be reviewed annually, and any changes may be approved by the CEO. The Company will revise this Policy to reflect current practices and reserves the right to change this Policy as required.

References

- [UN Guiding Principles on Business and Human Rights](#)
- [ILO Declaration on Fundamental Principles and Rights at Work](#)
- [United Nations' Universal Declaration of Human Rights](#)
- [Responsible Business Alliance – Code of Conduct](#)
- [OECD Guidelines for Multinational Enterprises on Responsible Business Conduct](#)