



Compliance with NYSE Corporate Governance Standards

The common shares of Aris Mining Corporation (the “**Company**”) are listed on the New York Stock Exchange (“**NYSE**”). The NYSE Listed Company Manual permits the Company to follow certain home country corporate governance practices instead of those otherwise required by the NYSE Listed Company Manual for domestic issuers.

Below is a description of the significant ways in which the Company's governance practices differ from those followed by U.S. domestic companies pursuant to NYSE standards:

Shareholder Approval

The NYSE Listed Company Manual requires shareholder approval of all equity compensation plans and material revisions to such plans. The definition of “equity compensation plans” includes plans that provide for the delivery of both newly issued and treasury securities, as well as plans that include securities re-acquired in the open market by the issuing company for the purpose of redistribution to employees and directors. The TSX rules provide that only the creation of or material amendments to equity compensation plans that provide for new issuances of securities are subject to shareholder approval. The Company follows the TSX rules with respect to this requirement for shareholder approval of equity compensation plans and material revisions to such plans.

The NYSE Listed Company Manual requires a listed company to obtain the approval of its shareholders for certain kinds of securities issuances, including issuances that result in a change of control and certain issuances other than public offerings that result in the issuance of common shares (or securities convertible into common shares) equal to 20% or more of presently outstanding common shares. The TSX rules provide that the threshold for shareholder approval of private issuances of common shares is generally 25%, subject to additional shareholder approval requirements in the case of certain issuances to insiders of the Company. The Company will follow the shareholder approval requirements listed in Part VI of the TSX Company Manual in connection with securities issuances.

Quorum

The NYSE Listed Company Manual generally requires that a listed company's by-laws provide for a quorum for any meeting of the holders of the company's common shares that is sufficiently high to ensure a representative vote. The Company has elected to comply with practices that are permitted under Canadian law in lieu of this NYSE requirement. The Company's by-laws provide that the holders of at least 25% of the shares entitled to vote at the meeting, present in person or represented by proxy, and at least two persons entitled to vote at the meeting, present in person or represented by proxy, constitutes a quorum.

Solicitation of Proxies

The NYSE Listed Company Manual requires the solicitation of proxies and delivery of proxy statements for all shareholder meetings, and requires that these proxies be solicited pursuant to a proxy statement that conforms to SEC proxy rules. As a foreign private issuer, the Company is not subject to SEC proxy rules and the Company solicits proxies and delivers proxy circulars in accordance with applicable rules and regulations in Canada.

In addition, the Company may from time-to-time seek exemption from additional NYSE corporate governance requirements under the NYSE Listed Company Manual, in which case the Company will make any required disclosures of such exemptions. The foregoing is consistent with the laws, customs and practices in Canada.

February 19, 2026