

**FORTUNA SILVER MINES INC.**  
(the "Company")

**ANTI-CORRUPTION POLICY**

**1.0 Introduction**

The Board of Directors of Fortuna Silver Mines Inc. (the "**Board**") has determined that it should supplement its existing policies relating to anti-corruption laws in the form of this "Anti-Corruption Policy" (the "**Policy**"). This Policy is designed to complement and expand on the Company's existing Code of Business Conduct and Ethics and Whistle-Blower Policy which has been in effect since August 10, 2011 (the "**Code**").

It is important that the Company and its subsidiaries respect all international and local anti-bribery and anti-corruption laws, even where the perception is such that standards are loosely enforced by local authorities. Corrupt acts could expose the Company and its directors, officers and employees to the risk of prosecution, fines and imprisonment in the countries where we do business. In addition, non-compliance threatens the Company's reputation, which plays a critical role in our success as a business.

**2.0 Objective**

The objective of this Policy is to provide guidance and procedures to ensure that the Company conducts business in an honest and ethical manner when dealing with government officials and all other parties, and in compliance with all applicable laws and regulations pertaining to bribery and corruption.

**3.0 Definitions**

"Company" means Fortuna Silver Mines Inc. and all of its subsidiaries and affiliated companies.

"Employees" means directors, officers and employees of the Company.

"Covered Third Parties" means all of the Company's partners, agents, consultants and other contractual counterparties who interact with government officials on the Company's behalf.

**4.0 Application**

This Policy applies to the worldwide conduct of the directors, officers and employees of the Company. This Policy also reflects the standard to which the Company expects Covered Third Parties to adhere when acting on the Company's behalf.

**5.0 Responsibility for this Policy**

The Board has appointed a Chief Compliance Officer ("**CCO**") to oversee the administration of this Policy and report directly to the Corporate Governance & Nominating Committee (the "**Committee**").

The CCO may delegate his or her responsibilities under this policy to departmental or regional Compliance Officers, and all references in this Policy to the CCO include designated departmental or regional Compliance Officers.

Contact information for the CCO and any designated departmental or regional Compliance Officers can be found on the Company's website at [www.fortunasilver.com](http://www.fortunasilver.com), or through the Human Resources Department.

## **6.0 Bribery and Corruption**

### a) What is bribery and corruption?

Corruption is the misuse of power by government officials or other parties for illegitimate private gain. Bribery is the offer, promise, or provision, directly or indirectly, of a loan, reward, advantage or benefit of any kind to a person in a position of power to influence that person's views or conduct or to obtain or retain an improper advantage. By way of example, improper payments or benefits to secure a business advantage would include the following circumstances:

- Influencing the award of a government contract;
- Preventing some governmental action, such as the imposition of a tax or fine;
- Obtaining confidential information about business opportunities, bids, or the activities of competitors;
- Obtaining a permit or license, other than to cover appropriate application fees;
- Influencing the rate of taxes that would be levied on the Company's business;
- Obtaining relief of exemption from government controls, inspections or regulations of any kind;
- Affecting the nature of regulations or the application of regulatory provisions;

Bribery and corruption can take many forms, including the provision or acceptance of:

Cash payments;  
Jobs or "consulting" relationships for the official or his/her family;  
Commissions or kickbacks;  
Excessive gifts, entertainment or hospitality;  
Payment of non-business related or lavish travel expenses; or  
Provision of personal favours to the official or his/her family.

Corruption and bribery are never acceptable business practices. Employees and Covered Third Parties are strictly prohibited from offering, paying, promising or authorizing any bribe to any government official directly or indirectly, or through a third party or family member.

b) Anti-Corruption Laws

There are laws throughout the world combating bribery and corruption, including laws that apply to the Company's international activities. One such law is Canada's *Corruption of Foreign Public Officials Act* ("**CFPOA**"). The CFPOA is a Canadian statute that makes it a criminal offence to bribe a foreign public official. Although it is a Canadian law, the CFPOA can apply to the Company's actions anywhere in the world. The offence can be committed by paying a bribe directly to the public official, or indirectly through a third party. In the case of bribes paid by third party intermediaries, it is sufficient to commit the offence if the accused "ought to have known" that a bribe would likely be paid and did nothing to prevent its payment. Similarly, actual payment of a bribe is not necessary. A mere offer to pay is sufficient to complete the offence.

Also, by virtue of the fact the Company's securities are registered with the U.S. Securities and Exchange Commission, the U.S. Foreign Corrupt Practices Act ("**FCPA**") applies to the conduct worldwide of the Company. The FCPA is a U.S. criminal and civil statute that makes it unlawful to bribe foreign government officials.

Both, the CFPOA and the FCPA impose harsh criminal penalties on both individuals and corporations that violate its provisions. Importantly, there is no "small payment" exception for payments made with an intention to bribe.

Additionally, the Company's international activities may also be subject to other international and local anti-corruption laws in the jurisdictions where it operates. It is important that the Company respect all international and local anti-corruption laws, even where the perception is that such standards are loosely enforced by local authorities.

c) Who are Government Officials?

Laws prohibiting bribery and corruption typically define government officials broadly to include any appointed, elected, or honorary official or any career employee of a government, of a government owned or controlled company, or of a public international organization. The definition encompasses officials in all branches and at all levels of government: federal, state or local. The definition also includes political parties and party officials and candidates for political office. A person does not cease to be a government official by purporting to act in a private capacity or by the fact that he or she serves without compensation. Below are just a few examples of government officials relevant to the Company's business:

- Government ministers and their staff;
- Members of legislative bodies;
- Judges and ambassadors;
- Officials or employees of government departments and agencies including customs, immigration, environment, mines and energy and other regulatory agencies;
- Employees of state-owned mining companies, or other government-owned or controlled corporations;
- Military and police personnel;
- Political party officials and candidates for political office;

Mayors, councillors or other members of local government;  
Employees of public international organizations such as the International Finance Corporation of the World Bank; and  
Aboriginal band officials.

Finally, a government official under our Policy is any person who is acting in an official capacity for the entities described above, including a private consultant who also holds a position with, or acts on behalf of, a government or with a public international organization, or with an enterprise owned or controlled by a government.

If you are not sure whether a particular person is a government official, please contact the CCO for further guidance.

Benefits to relatives of government officials, such as spouses, children, parents or siblings, may be treated by enforcement authorities as benefits to a government official and, accordingly, may constitute violations of anti-corruption laws. Accordingly, the Company treats relatives of government officials as government officials unless determined otherwise by the CCO. Any gifts, entertainment or travel expenses involving a relative of a government official must comply with sections 8.0, 9.0 and 10.0 of this Policy. You must also consult with the CCO before entering into any contract or transaction with a close relative of a government official or a company owned or controlled by a close relative of a government official.

## **7.0 Facilitation Payments**

A "Facilitation Payment" is an occasional payment of minimal value made solely to expedite or secure the performance of a routine, non-discretionary government action such as the issuance of a permit, licence or other document to qualify a person to do business or the processing of official documents, such as visas and work permits. Facilitation payments are small bribes and are illegal in countries where the Company operates. Accordingly, the use of Facilitation Payments is strictly prohibited.

## **8.0 Gifts for Government Officials**

The provision of gifts or other benefits to a government official may be considered to be a bribe. As a result and in accordance with the anti-corruption laws in the jurisdictions where the Company operates, gifts or other benefits to government officials are strictly prohibited.

## **9.0 Entertainment of Government Officials**

The provision of entertainment for the purpose of obtaining or retaining business or improperly influencing some matter in favour of the Company may be considered to be a bribe and may result in violation of anti-corruption laws. Accordingly, the Company prohibits providing, directly or indirectly, entertainment, meals or other benefit of any kind to a government official on a scale that might be perceived as creating an obligation on that official.

In appropriate circumstances, reasonable meals, entertainment or other normal business hospitality may be provided to a government official, but only if:

- it is directly connected to a legitimate business promotional activity or the performance of an existing contract;
- it is consistent with normal social or business customs in the official's country and with the Company's business practices as outlined in the Code;
- it is provided in a transparent and open manner;
- the cost is reasonable; and
- it does not create a sense of obligation on the part of the recipient.

When considering the reasonableness of the expense, Employees should consider the frequency with which such expenses are incurred for a particular official. Modest costs frequently incurred can, when aggregated, amount to lavish and potentially improper payments. Any expenses where Employees are uncertain about are to be discussed with their immediate supervisor/manager and, if deemed appropriate by the supervisor/manager, with the CCO.

The pre-approval of the CCO must be obtained for any meal, entertainment or other normal business hospitality for a government official that is in excess of US\$100 per person, or such other threshold as the CCO may designate from time to time for particular individuals, departments or geographical regions.

The provision of any meal, entertainment or other business hospitality for a government official must be accurately accounted for and described in the Company's book and records. It must be accounted for in a separate expense report which identifies the type of benefit provided, its value, the date it was provided, and the identity of the recipient.

## **10.0 Payment of Travel, Expenses and Per Diems for Government Officials**

Sometimes, government departments do not have adequate resources to undertake required tasks in connection with the regulation or approval of specific activities. As a result, the Company may be asked to provide financial or other support for such activities. Such matters raise special considerations and you must obtain written pre-approval from the CCO before agreeing to provide such support.

In appropriate circumstances, the Company may pay reasonable travel and expenses for government officials. The types of circumstances in which such expenses may be approved are when there is a legitimate business need for the Company to pay such expenses, for example:

- in connection with contract negotiation or contract execution, or
- to visit the Company's operations in order to test equipment or demonstrate specific capabilities or practices.

Such expenses may only be paid where permitted under local law and approved in advance by the CCO. The expenses must be reasonable in amount and directly related to the business purpose. The Company will not pay or reimburse travel or other expenses which are predominately for recreation or entertainment, or for a government official's spouse or other family members.

Per diems or cash allowances must not be paid to government officials, except with the prior written authorization of the CCO.

### **11.0 Hiring Government Officials or their Relatives**

The Company will not hire current government officials to conduct business on its behalf. In certain circumstances, the Company may hire former government officials. The Company may only do so, however, after at least a one year cooling off period has elapsed from the date the former government official last served in any official capacity. Under no circumstances will the prospect of a job or contract be offered to an official or his or her family as a bribe to influence the official's views or conduct or to obtain or retain an improper advantage.

The Company may only hire relatives of government officials where the hire is completed in the ordinary course, the person is qualified to perform the services for which they are being hired, and the hire is not meant to be an improper benefit to a government official.

### **12.0 Political Contributions**

Under no circumstances should political contributions be made in an attempt to influence any decision of a government official or obtain an improper advantage.

The Company's policy is that all contributions to political parties, politicians, or candidates for public office must be approved in advance by the Chief Executive Officer. Always seek approval of one of the above parties prior to provision of any of the Company's money, assets, property or other things of value to any political parties, politicians, or candidates for public office.

### **13.0 Avoiding Bribery Of Non-Government Personnel**

While much of the focus of this Policy is on avoiding bribery and corruption relating to government officials, bribery of non-government personnel (such as employees of private business and union officials) is also unethical and illegal. It is therefore the Company's policy to prohibit providing bribes to anyone, regardless of whether or not they are a government official. However, this Policy is not intended to discourage reasonable relationship building expenses for non-government personnel, so long as:

- it is consistent with normal business customs in the host and recipient's country;
- it is provided in a transparent and open manner;
- the cost is reasonable;
- it cannot be construed as a bribe;
- it is for a legitimate Company business reason; and
- it does not create a sense of obligation on the part of the recipient.

Gifts in the form of cash, stock or other negotiable instruments must never be given.

#### **14.0 What To Do in the Event Of A Request For A Bribe**

If a government official, consultant, agent or any other party requests a bribe, kickback or other thing of value (including gifts, entertainment, travel or other hospitality that would be in violation of this Policy), politely turn down the request and make a record of the request as soon as possible. The record should be marked "confidential" and promptly provided to the CCO so that the CCO can advise regarding the appropriate next steps.

#### **15.0 Exigent Circumstances**

This Policy prohibits payment even where they have been requested or demanded by a government official or if the government official threatens adverse action against the Company unless a payment is made.

Nothing in this Policy, however, prohibits the making of payments in cash or in kind to government officials when life, safety, or health is at risk. Employees and Covered Third Parties are permitted to make a payment to avoid subjecting himself or herself to a health or safety risk. The making of such a payment in exigent circumstances should be reported to the CCO as soon as possible after the payment is made. Such payments must be accurately recorded and identified in expense reports and other books and records.

#### **16.0 Covered Third Parties**

##### **a) Due Diligence on Covered Third Parties**

Prior to entering into a business relationship with a Covered Third Party, Employees shall report the potential engagement in writing to the CCO. No Covered Third Party may be engaged without the pre-approval of the CCO.

The CCO will direct due diligence on the Covered Third Party that addresses the qualifications of the Covered Third Party, the services the Covered Third Party will provide, the compensation the Company will provide, the basis for believing that compensation is reasonable and information, as appropriate, regarding the Covered Third Party's character, reputation and history of conducting business in an ethical and legal manner that is consistent with this Policy. The process and extent of due diligence to be performed depends on the circumstances and will be determined by the CCO. After completing due diligence as appropriate, a written summary of the due diligence findings should be recorded. At a minimum, documentation obtained through due diligence should be preserved.

In all cases, Employees shall also use best efforts to ensure that any Covered Third Party: (i) is not a government official or does not employ, subcontract with or have a material shareholder that is a government official; (ii) does not have a history or demonstrated tendency towards bribery or corruption; (iii) is reputable, and will perform the required services in compliance with this Policy and applicable local laws; and (iv) is compensated at a level that is reasonable, given their experience, the country where their services are to be performed, the expected results and the amount and difficulty of the work to be performed.

b) Contracts with Covered Third Parties

All agreements with Covered Third Parties must be in writing, and must define the scope of the relationship and the compensation terms. All agreements with Covered Third Parties shall include the following anti-corruption representations and warranties:

- neither the Covered Third Party or any of its employees, subcontractors or material shareholders are a government official;
- the Covered Third Party is familiar with applicable anti-corruption laws, and has complied and will continue to comply with such laws;
- the Covered Third Party will at all times abide by this Policy (or at the discretion of the CCO the Covered Third Party's own anti-bribery policy);
- in the conduct of its business, the Covered Third Party has not and will not, directly or indirectly, engage in bribery or corruption;
- the Covered Third Party will perform the services required under the written agreement personally, and may not assign the right to perform to anyone else without prior written consent;
- the Covered Third Party's invoices shall describe in reasonable detail all services and expenditures for which the Covered Third Party seeks reimbursement;
- the Company has the right to audit the Covered Third Party's relevant books and records when a reasonable question has been raised as to whether there has been a violation of applicable anti-corruption laws; and
- the Company may terminate its agreement with the Covered Third Party without any further obligation in the event that the Covered Third Party, its principals, or anyone acting on their behalf takes any action that violates applicable anti-corruption laws.

c) Managing Covered Third Parties

The Company shall take reasonable measures to maintain a record of the names and contract terms for all Covered Third Parties.

The Company shall always enforce remedies, including termination if appropriate, against Covered Third Parties that breach applicable anti-corruption laws or this Policy.

Any payment made to any Covered Third Party must not represent more than the amount specified in the written agreement with the Covered Third Party and must be appropriate remuneration for the legitimate services rendered.

Periodically, or at least when a contract with a Covered Third Party is being renewed or updated, the CCO should reassess whether any further due diligence should be performed on the Covered Third Party based on the current circumstances. Covered Third Party contracts must not be renewed without the approval of the CCO.



## **17.0 Internal Controls**

Management of the Company shall develop, implement and maintain a system of accounting policies and internal controls to facilitate compliance with this Policy, as well as to foster a culture of integrity and maintain high ethical standards.

## **18.0 Books and Records**

The Company shall maintain books and records that are full, fair and accurate and understandable to reflect all transactions, use and disposition of assets, and other similar information. All Employees must ensure that:

- a) all gifts, hospitality, and other expenses are properly reported and recorded;
- b) any payment made on behalf of the Company is supported by appropriate documentation (such as invoices and receipts);
- c) no payments to Covered Third Parties are made in cash, unless authorized by the CCO; and
- d) no Employees shall create or help create any documents (including cheques, invoices, receipts, expense reports or other accounting documentation) for the purpose of concealing any improper activity.

In reviewing and approving expenses, or in the review of any books and records, any question which may arise in connection with this Policy shall be brought to the attention of the CCO.

## **19.0 Communication of the Policy**

The Company will provide a copy of the current version of this Policy and related policies to new Employees and Covered Third Parties when they are hired or contracted and will provide copies of significant changes as necessary.

## **20.0 Training and Certification**

The CCO shall establish and conduct a suitable training program for appropriate new or existing Employees on the compliance goals and requirements of this Policy, and will maintain records documenting the date and content of the training and the names of those trained.

All Employees in manager and supervisor level positions as defined by the CCO and any Covered Third Parties specified by the CCO shall provide periodic certification of compliance with this Policy in the form attached to this Policy as Schedule "A", as directed by the CCO.

The CCO will review this Policy and its effectiveness at least annually, and will revise and update as necessary. The CCO will also report on the Policy and its effectiveness, at least annually, to the Committee.

## **21.0 Violations**

The Company expects all Employees and Covered Third Parties to take steps to prevent any violation of this Policy. This includes identifying and raising potential issues before they lead to problems, and seeking additional guidance when necessary.

Employees who become aware of a violation of this Policy must report the matter to their immediate supervisor/manager or the CCO as soon as possible. If an Employee reports the matter to their immediate supervisor/manager, that supervisor/manager must immediately communicate the information to the CCO. The CCO will determine the most appropriate method to investigate the substance of the claims and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved.

Employees who raise genuine concerns will not be subject to retaliation or disciplinary action. Retaliation by anyone as a consequence of making a good faith report of a possible violation of the law or this Policy is strictly prohibited and will result in disciplinary action, including termination.

Where an Employee does not want to report suspicious activity to their immediate supervisor/manager or directly to the CCO, then a report can be made anonymously through the Whistleblower website at <http://fortuna.ethicspoint.com>.

The CCO shall report all violations or potential violations of this Policy or applicable anti-bribery and anti-corruption laws to the Committee, and the Committee in consultation with the CCO shall determine the most appropriate method to investigate the substance of the claims and ensure that there is appropriate monitoring of progress until the matter has been satisfactorily resolved.

## **22.0 Consequences of Non-Compliance with Policy**

In the case of Employees, failure to comply with this Policy may result in severe consequences, which could include internal disciplinary action up to termination of employment with cause or consulting arrangements without notice and without compensation where permissible under applicable laws. Violation of this Policy may also violate applicable laws and if it appears that an Employee may have violated such laws, the Company reserves its right to refer the matter to the appropriate regulatory authorities, which could lead to penalties, fines or imprisonment.

In the case of Covered Third Parties, violation of this Policy may result in termination of a contract without notice, or such other measures that are available at law.

## **23.0 Queries**

Any questions regarding this Policy should be directed to the CCO.

Dated: December 15, 2017.

**SCHEDULE "A"**

**CERTIFICATE OF COMPLIANCE**

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Reference is made to the Anti-Corruption Policy adopted by the Board of Directors of Fortuna Silver Mines Inc. (the "**Company**") on December 15, 2017 (the "**Policy**").

In accordance with the Policy, I, \_\_\_\_\_, hereby certify, represent and warrant to the Company and its subsidiaries and affiliated companies as follows (check each applicable box):

- I have reviewed the Policy within the last twelve months, and understand its terms and requirements.
- I have not violated any of the terms or requirements of the Policy.
- I am not aware of any violation or potential violation of the Policy by any Employee or Covered Third Party, as such terms are defined in the Policy.
- I am not aware of any violation or potential violation of anti-bribery laws by any Employee or Covered Third Party, as such terms are defined in the Policy.

In the event you are unable to check the second, third, or fourth box, please provide details of any violation or potential violation of the Policy or anti-corruption laws that you are aware of:

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[Append additional pages if necessary]

Dated this \_\_\_\_ day of \_\_\_\_\_, 20\_\_.

Per: \_\_\_\_\_  
Signature

\_\_\_\_\_  
Print Name