

Majority Voting Policy

The Board of Directors of Lundin Mining Corporation (the “**Corporation**”) believes that each of its Directors should carry the confidence and support of the Corporation’s shareholders (the “**Shareholders**”). To this end, the Directors have unanimously adopted this policy. Nominees for election to the Board of Directors will be asked to agree to the terms of this policy before their names are put forward for election at a meeting of the Shareholders at which Directors of the Corporation are to be elected.

In an uncontested election of Directors of the Corporation, if any nominee for election as Director has received, on a ballot vote at, or, if a ballot vote was not conducted, a majority of the votes represented by proxies validly deposited prior to, a meeting of the Shareholders at which Directors of the Corporation are to be elected, a greater number of votes “withheld” from his or her election than votes “for” his or her election (a “**Majority Withhold Vote**”), such Director will promptly tender his or her resignation to the Chair of the Board of Directors following such meeting, to take effect upon acceptance by the Board of Directors. If a Director who receives a Majority Withhold Vote at a meeting of the Shareholders refuses to tender their resignation, such Director will not be nominated for election as a Director of the Corporation at the next meeting of the Shareholders at which Directors of the Corporation are to be elected. In this policy, an “uncontested election” means an election where the number of nominees for Director is equal to the number of Directors to be elected.

The Corporate Governance and Nominating Committee (the “**CGNC**”) will expeditiously consider whether or not to accept the affected Director’s resignation and make a recommendation to the Board of Directors in this regard. Following receipt of the recommendation of the **CGNC** , and in any event within 90 days of the meeting of the Shareholders where the Majority Withhold Vote occurred, the Board of Directors will make a final decision concerning the acceptance of the affected Director’s resignation and announce that decision (and, if the resignation of the affected Director is rejected, the reasons for rejecting such resignation) by way of a news release, a copy of which will be provided to the Toronto Stock Exchange. The Board of Directors must accept the affected Director’s resignation absent exceptional circumstances. If the resignation of the affected Director is accepted by the Board of Directors, the Board of Directors may, in accordance with the Canada Business Corporations Act, appoint a new Director to fill any vacancy created by such resignation or reduce the size of the Board of Directors.

Only Directors other than those who received a Majority Withhold Vote at the same meeting of the Shareholders may attend meetings of, participate in the deliberations of, or vote on resolutions of, the Board of Directors or any of its committees concerning or pertaining to the resignations of Directors who received a Majority Withhold Vote at a meeting of the Shareholders; provided that if there is less than a quorum of Directors on such committees or on the Board of Directors, as the case may be, the independent members of the Board of Directors shall consider the matter, in which case, a Director who received a Majority Withhold Vote may only attend meetings of the independent Directors in which such affected Director’s resignation is considered if required for the purposes of satisfying the quorum requirements of such meetings, however the affected Director is not allowed to speak or otherwise participate at such meetings where such Director’s resignation is discussed, considered or a resolution related to such Director’s resignation is voted upon.

Approved:

Corporate Governance and Nominating Committee on **February 13, 2019**

Board of Directors on **February 14, 2019**