ETHICS, CONDUCT AND COMPLIANCE CODE

Version 1.1

Belo Horizonte – MG
September/2019

1   INTRODUCTION

All employees/contributors, representatives and partners from **MiningMath** are submitted to the ethical standards of your own profession and the Code of Ethics, Conduct and Compliance **MiningMath** ('**Our Code**').

By virtue, all **MiningMath**'s professional keep the indescribable and unwavering commitment with honor, nobleness and the dignity of the profession, acting always with technic independency, decorum, loyalty and bona fides.

The commitment of **MiningMath** with ethics and integrity on the installment of its Consulting and Technological Development services took us to elaborate a proper document, which, totting up to the applicable law, aims conducting the members of our team relationship, not just between our organization, but also in the client's handling, public authorities, suppliers, partners, competing companies and the society at large.

Our Code comes to proclaim the adhesion to the best principles and ethical values and with corporative morality, in respect to the applicable standards, including those which deal with harmful acts against the public administration, national or foreign, introduced on the Brazilian law by the **Federal Law nº12.846/2013**[1] (also know as "**Anti-corruption law**").

Possible deviations to the principles and values established shall be reported by any interested person, member or not of the **MiningMath**'s workforce, by the Denunciation Channel on etica.compliance@miningmath.com, that will be properly evaluated. The anonymity or ID classification is integral and permanently assured, presented as an encouraging instrument to the denounce of the violations to **Our Code.**

2   INSTITUTIONAL COMMITMENTS

Powered by its principles, **MiningMath** assumes publicly certain commitments which are essential to the responsible and professional realization of its mission, whatever they are:

· **Responsibility with clients:** provide high technical quality Consulting services, security and celerity, in confidential and reliable way, contributing for the solutions and for the best decision-making on the part of our customers.
· **Responsibility with innovation**: promote breakthrough Technologies with the multidisciplinary and entrepreneurial professionals' union, under the same brand, aiming economic results, risk reduction and environment sustainability, especially in the mining area.

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[1] https://www2.camara.leg.br/legin/fed/lei/2013/lei-12846-1-agosto-2013-776664-normaatualizada-pl.pdf (downloaded in 9/10/2019).

- **Responsibility with our Workforce:** respect the rights and agreements of each **MiningMath**'s professional, offering them conditions which shall entitle capability to offer competitive services, promoting the development and improvement of each one and the valuation of his human talents.

- **Responsibility with partners and suppliers:** keep profitable relationship with partners and suppliers, instilling the compliance to the **MiningMath**'s institutional principles on this **Code**.

- **Responsibility with Academy:** look for the Academy's approach, either aiming the knowledge of better mining-applicable methodologies, as well as, sharing and disseminating the developed innovations by the **MiningMath** team.

- **Responsibility with Society:** conduct the **MiningMath**'s actions with responsibility in view of the Society, contributing to the technological and technical capacity of its workforce, to the construction of more sustainable projects and a more fair and joint society.

- **Full membership on Our Code:** the professionals/collaborators, representatives and partners take knowledge and get involved to **Our Code** in the date of its awareness.

- **Notifying deviations to Our Code's Duty:** the professionals/collaborators, representatives and partners must notify the **MiningMath**'s Management any intern or extern situation that it's known which harm the principles of **Our Code** or any correlated law, under sentence of relationship with the business' breach.

SUMMARY

3   PRESENTATION

Idealized as a cooperative business model, **MiningMath** comes, through its history, developing innovating business models and technologies, to bring better decision-making methods to the mining area. By this end, seeks to attract entrepreneurs from all fields of work, building a business from the people to the people.

4   GOALS

MiningMath is deeply committed to maintain the highest standard of ethical conduct, based on its principles and in protecting our values, through the strict observance of the law that govern the affairs of your business.

The commitment of all professionals/collaborators and partners with the culture, perspective, principles, values and the standards of conduct voted by the business associates is fundamental to achieve our objective.

Therefore, **Our Code** aims granting that all professionals/collaborators that integrate **MiningMath**, including their partners, representatives and suppliers, know the standards of conduct and assume the commitment of accomplishing it, in order to prevent unexpended incidents of legal violations, ethic or behavioral which can compromise the integrity of the business or its clients, as well as their respective reputations.

Has, even, as a goal guide and substantiate the conducts of the **MiningMath**'s professionals to:

· Lead business.
· Relate with interested parts.
· Administrate conflicting interests.
· Deal with personal and classified data, inter alia, watching for the inegotiable principles of the business.

Although **Our Code** does not cover all situations that can, occasionaly, happen, its purpose is to establish the guidelines to be pursuit and to look for the best remediation for problems.

The conducts and obligations here stablished are mandatory, shall be observed for all recipients of **Our Code**.

5   UNIVERSAL PRINCIPLES

MiningMath develops its activities based on the follow principles, applicable for all professionals/collaborators, representatives and partners:

·   Honesty.
·   Integrity.
·   Respect for the human person.
·   Responsability and respect for the clients.
·   Secrecy.

Such principles determine and guide all actions of **MiningMath**, owing to be strictly followed by professionals/collaborators on the execution of its daily tasks.

It's a responsability of all components from **MiningMath** to assure to all team members consciousness of these principles and act in permanent consonance with them.

6   PURPOSE

Our purpose is to be a Brazilian internationally-recognized group by the innovation on service provision, developing and enhancing optimization Technologies, capable of dealing with uncertainties, helping in the agility of mining area's decision-making.

7   COMPLIANCE TO THE LAW

The relations between all **MiningMath**'s professionals/collaborators with each other, with clients, partners, suppliers, competitors and with the Government in all of its levels, shall be, mandatorily, based on a strict fulfill of all laws and standards applicable to the business.

It's an all **MiningMath** professionals/collaborators, representatives, partners and suppliers' duty, as well for all the others recipients of **Our Code**, the full accomplishment in constancy to all rules, standards and obligations hereby stablished, besides all governing law, practicing and promoting its application at all actions involved on its interests.

Each professional/collaborator is personally responsible for the accomplishment and the enforcement the law on **Our Code**, and must, therefore:
·   Conform to the provisions of **Our Code**.
·   Know and follow the laws and standards applicable on its business.
·   Assure the knowledge and the appliance of the Compliance's politics, as well as the procedures linked to its acting.

- Inform any infringement to **Our Code**, to the Compliance standards or to the relevant legislation.
- Fully cooperate with the intern procedures due to possible suspects of violation to **Our Code**.
- Always act with integrity and ethics, in the way to preserve and reinforce the reputation of **MiningMath** in all its activities and the sectors it operates.

It is strictly forbidden to induce third-party individuals to commit lawlessness or to collaborate consciously with the practice of infractions.

The unfamiliarity with the law, conducts, obligations and standards hereby stablished, shall not be considered as a valid defense if an infraction is committed.

In doubt with the applicability or interpretation of a kind of a legal dispositive, or determined conduct standard in **Our Code**, the business management shall be consulted.

8   HUMAN RIGHTS

Regarding protection to the Human Rights, **MiningMath** has as it basis the article 5º of the Brazilian Federal Constitution[2], as well as in the Universal Declaration of Human Rights (United Nations, 1948)[3], the Declaration on Fundamental Principles and Rights at Work (International Labour Organization)[4] and in the United Nations Global Compact[5].

Thus, it shall not be tolerated any form of violation to the human rights, may be by bias, discrimination or harassment, even in the relationship between **MiningMath** professionals, as between professionals and third-part individuals, in virtue of race, color, origin, religion, religion conviction or politic, nationality, gender, sexual orientation, age, physical or mental condition or any other kind of difference.

Also, doesn't allow, does not condone and doesn't realize business that involve slave or child labour, teen or child sexual exploitation or the human being traffic and, therefore, will not develop or maintain any kind of relationship or partnership with those whom, directly or indirectly, violate any human right.

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[3] https://nacoesunidas.org/wp-content/uploads/2018/10/DUDH.pdf (downloaded in 10/9/2019).

[4] http://gddc.ministeriopublico.pt/sites/default/files/decl-princfundtrabalho.pdf (downloaded in 10/9/2019).

[5] http://gddc.ministeriopublico.pt/sites/default/files/decl-princfundtrabalho.pdf (downloaded in 10/9/2019).

9   WORKPLACE AND ENVIRONMENT

9.1   Environment at work

Considering the **MiningMath**'s remote-work model, and except with the manaegement's express authorisation of each company of the group, is prohibited to keep, sell, buy, consume or serve alcoholic drinks at the company's meetings and events.

9.2   Environment

The environment respect is a **MiningMath**'s fundamental, that looks to conciliate the business action with the green development and with the environment preservation and hopes that all professionals/collaborators and others covered by **Our Code**, so do.

10   PROTECTION AND PROPER USE OF ASSETS

10.1   Assets

Each professional/collaborator is personally responsible for the legal obligation of protecting the **MiningMath**'s assets available for the work fulfillment. Assets are considered movable and immovable property, equipment, machinery, contracts, electronic resources, software, intellectual property, brands, patents, industrial designs and the business data.

It's imperative that all recipients of **Our Code** use the assets which they have access exclusively in the realization of the business' goals.

10.2   Technological and Electronic Resources

MiningMath provides the electronic and technological resources needed for the achievement of its activities, specially e-mail addresses, data systems, computer apps, including, in some cases, computer, internet and access to the network, that shall be used in a responsible and ethic manner, being prohibited:

- Send, receive, store or proccess ilegal content.
- Send, receive, store or proccess content that promotes harassment, tha may be interpreted as racismo, defamation, discrimination, violence, porn or that causes damage to the reputation of **MiningMath**.
- Send, receive, store or process content that infringes copyright or intellectual property of **MiningMath** or third-party.

The electronic log-ins and passwords to network access and other **MiningMath** systems are personal, private and untransferable, being of exclusive responsibility of each user all the data and approvals made, inserted, generated or modified through its electronic user.

MiningMath has the rights of supervising the utilization of its electronics and technologic resources, as well as inspecting all the send, received, stored or processed content, in the terms of the current legislation.

10.3 Intelectual Property

MiningMath encourages the initiative, the creativity and the innovation by its collaborators. However, the right for ideas, documents, brands, names, strategies, procedures, photography, videos, know-how, discoveries and any other intellectual property, developed by its professionals/collaborators, alone or in group, at the exercise of its activities, are owned exclusively by **MiningMath**.

11 DATA

11.1 Personal Data

For personal data comprehends any information or data related to the identified or identifiable person, whose custody and processing shall be done in a responsible form, with respect to its intimacy, private life, honor and image, mainly in obedience to the brazilian **General Law of Data Protection** (Law 13.709[6] from 8/14/2018).

All the recipients of **Our Code** shall assure secrecy, the security, the accuracy of the information which they have access, using only and for the goal which they are provided and collected.

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[6] http://www.justicaeleitoral.jus.br/arquivos/tre-go-lei-13-709-2018 (downloaded in 10/9/2019).

11.2 Classified Data

By classified data comprehends every and any comercial data, operational, industrial or technic, involving know-how, technics, designs, specifications, models, contracts, plain or for business, proccess, of **MiningMath**'s property and/or by its clients, that may be presented or disponibilized by both orally or written form, by any means, directly or indirectly, to its professionals/collaborators, representantives, partners, clients or suppliers.

All recipients of **Our Code** oblige, even after the end of the relation with **MiningMath**, contractual or business, to keep the absolute secrecy related to all and any classified information that shall be provided.

11.3 Inside Information

Characterises as privileged information all specific information, accurate and honest, that is not of public domain, related directly or inderectly to **MiningMath** and its clients, obtained in behalf of the professional's occupation and that, once revealed, is capable of influencing in a sensible manner the price of the actions or financial instruments correlated or, still, impact in a significant way the strategies and society's business.

12 THIRD-PARTY RELATIONSHIP

A third-party characterizes as any person or organization which **MiningMath** contacts in the exercise of its activities.

The relations between **MiningMath** with its representatives, partners, clients, suppliers, service providers, public agents and competing companies are based on good faith, as well as mutual respect, integrity, justice, reliability, honesty, righteousness, loyalty, truth and clarity in the provision of services; looking for grant a clear relation, with respect to the fundamental values on **Our Code**.

Therefore, is fundamental that third-party, that relate with **MiningMath**, act accordingly with **Our Code** and adopt practices that:

· Conform with all rules and standards in force.
· Do not envolve in situations of bribery, illicit advantages or other forms of corruption.
· Do not envolve in activities of Money laundry or terrorismo financing.

· Protect the environment, the workspace, as well as the health and security of its professionals/collaborators.
· Respect the human rights.

MiningMath expressly prohibits that professionals/collaborators, representatives, service providers and suppliers perform, directly or indirectly, any kind of payment, offer or concession of any advantage to government agents, statal companies' employees or private companies, with the goal of influencing any act or decision that shall favor **MiningMath** or its clients.

12.1 Clients' Relationship

MiningMath has as a goal offer the greatest excellence on its services so its clients reach the best results. Therefore, is guided for the conduction of the service providing in an ethic and efficient way, transmitting the needed information in a clear and useful way, under the deadline, always backed on the principles and standards predicted on **Our Code**, in a way to satisfy plenty the clients' expectations and to improve, continuously, the quality of the products and provided services.

12.2 Providers' Relationship

Business with suppliers or service providers of doubtful reputation or that do not accomplish with the standards and constant exigences of **Our Code** or to the labor, environment and fiscal law is prohibited.

12.3 Public Entities and Agents' Relationship

All collaborators of **MiningMath** that are involved with publics agents shall guide themselves on the applicable law to the Public Administration, notably, on the Federal Law nº 8.666/93[7], that establishes standards for the bidding and contract with the Public Administration, the Brazilian Anticorruption Law, nº 12.846/2013[8] and its Decree 8.420/2015[9], as well as the Law nº 8.429/1992[10], that disposes for the acts of administrative dishonesty.

Is expressly prohibited to offer, promise or authorize, directly or by a third person, undue advantages in any nature, shall it be in money, or service of any value, to public agents, parties and its members, as well as its relatives or others by them

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[7] http://www.comprasnet.gov.br/legislacao/leis/lei8666.pdf (downloaded in 9/10/2019).

[8] http://www.iob.com.br/newsletterimages/iobstore/sumarios/2015/jul/LIV21285.pdf (downloaded in 9/10/2019).

[9] http://www.planalto.gov.br/ccivil_03/_ato2015-2018/2015/decreto/D8420.htm (downloaded in 9/10/2019).

[10] https://www2.camara.leg.br/legin/fed/lei/1992/lei-8429-2-junho-1992-357452-normaatualizada-pl.pdf (downloaded in 9/10/2019).

indicated, with the goal of getting a benefit or advantage for the group companies, clients or itself.

12.4 Gifts and Entertainment

Characterizes as gifts any items of proper value capable of distribution, when authorized by the law, to attend the strategic functions of a brand souvenir and/or a gesture of appreciation, that destine to clients, suppliers, partners and public agents which **MiningMath** relates, that shall not be construed so as ways of taking any undue advantage.

12.5 Donations

Any of the recipients of **Our Code** that wishes to realize donations for charity, non-profit institutions, public agents, politic parties and its members, as well as candidates for political office or any other entity, can do in his own name, in the exercise of the citizenship, but never in name of **MiningMath**.

12.6 Syndicate and Political Activities

MiningMath recognizes the importance of the plain exercise of citizenship by its professionals/collaborators, as well as the individual right of politics or syndical participation, party affiliation and candidature to the public or party office.

The professional whom is candidate to any public office's position shall inform immediately this fact to the administration of **MiningMath** which is related, so he can receive the needed orientation, in order that his participation doesn't influence or conflict with the interests of the business.

13 NON-COMPLIANT CONDUCTS

Non-compliant conducts represents all and any violation of **Our Code**, as well as to the law, standards and regulations inherent to the activities done by **MiningMath**.

The non-conformity to the rules and conducts hereby stablished or to the Compliance politics, as well as the violation to the current legislation, by any recipient of **Our Code**, shall lead to suffer disciplinary sanctions, as a verbal or written warning, work suspension, dismiss, and in the case of partners, rescission of supplying or service providing.

In the hypothesis of non-conformity to **Our Code** configure, as well, a legal infraction or illicit act, **MiningMath** will forward the case to the authorities for administrative responsibilities ascertainment, civil and criminal of the offender, without prejudice of the business' right of claiming, administratively or judicial, the compensation for losses and damage that eventually happened.

Fraud means inducting someone to an error to obtain, for itself or any other, illicit or undue advantage.

For being illegal and against **MiningMath**'s ethic values, the change, falsification or information omission, process, competitions, documents, archives, systemic data, among others, intentionally in its own benefit, in benefit of the business or by others is strictly prohibited and will be severely penalized, without prejudice of the case's forwarding to the authorities.

13.1 Corruption

Corruption characterizes as any way to influence someone to adopt determined conduct under the promise of an advantage's feedback for itself or someone else.

By the way, any professional/collaborator, representative, partner or service provider, acting in the name of **MiningMath**, shall, directly or indirectly, accept, offer, promise, conceal, authorize the offering of bribes, non-licit commissions, payments or any other way that may be understood as it, to a third-party seeking to influence or mislead to influence its actions, by its action or inaction, for the purpose of taking undue advantage.

13.2 Conflict of Interests

The conflict of interests occurs when any recipient of **Our Code** using its position, function or negotiating position to obtain undue advantage, direct or indirect, for itself, for Family members, or of its familiarity, in conflict with the interests of **MiningMath**.

At the exercise of its functions, all recipients of **Our Code** has the duty of acting, always, in the best interest of **MiningMath** or its clients, in a way to avoid any situation in which its personal interests conflict or can potentially conflict with his obligations.

In fact, the mere potentiality or appearance of conflict of interests can cause as much loss as a factual situation, being, therefore, prohibited any episode that can appear a conflict of interest, even that it doesn't become a fact.

14   DELATION AND ASCERTAINMENT OF NON-COMPLIANT CONDUCTS

Each recipient of **Our Code** is personally responsible for assuring that all **MiningMath** values, rules and standards will be strictly observed.

Any professional has the duty and the responsibility of communicate[11] in good faith any infringement to **Our Code**, the compliance politics and arising procedures may it be known or suspected, including violations to the applicable laws or any observed situation of wrongful conduct.

The neglect in reporting non-compliant conducts is, as well, disciplinary penalty liable, including the discharging from the company.

The reports of non-compliant conducts shall be done to the administration of **MiningMath**, so the applicable measures may be taken.

The recipients of **Our Code** will not suffer any retaliation or reprisal for reporting suspects of the non-performance of the law, standards, conducts and obligations hereby stablished.

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[11] Communication channel: etica.compliance@miningmath.com.