

FORTUNA MINING CORP.
(the "Company")

SHARE OWNERSHIP POLICY

The Board of Directors of the Company has adopted this Share Ownership Policy in order to set out share ownership guidelines which will enhance alignment of the interests of directors and executive officers of the Company with its shareholders.

Executive Officers

Certain executive officers of the Company, as noted below ("**Executive Officers**"), are required to hold common shares of the Company having minimum values as follows:

- Chief Executive Officer: Value equal to three times the gross amount of his/her annual base salary.
- Chief Financial Officer: Value equal to two times the gross amount of his/her annual base salary.
- Chief Operating Officers and Senior Vice-Presidents: Value equal to one times the gross amount of his/her annual base salary.

Individuals in office as at March 14, 2016, the date this Policy was originally established (the "**Effective Date**") are required to achieve the applicable level of share ownership within five (5) years following the Effective Date. Individuals who become subject to this Policy subsequent to the Effective Date must achieve their minimum share ownership level within five years from the date they are appointed an Executive Officer of the Company.

Non-Executive Directors

Non-executive directors of the Company are required to hold common shares of the Company having a value equal to three times the gross amount of their annual director retainer. Individuals who are directors as at the Effective Date are required to achieve this level of share ownership within five (5) years following the Effective Date. Directors appointed subsequent to the Effective Date must achieve this share ownership within five years from the date they are elected or appointed a director of the Company.

Calculating Share Ownership Values

The value of each individual's share ownership will be calculated as follows:

1. for Executive Officers and directors existing as of the Effective Date, as applicable:
 - a) the number of common shares owned as at the Effective Date multiplied by the close price (the "**Close Price**") of the Company's common shares on the Effective Date, or such other price as the Compensation Committee may approve; and/or
 - b) for Deferred Share Units held by directors as at the Effective Date, the grant date value thereof.

2. for Executive Officers and directors appointed or elected subsequent to the Effective Date, as applicable:
 - a) the number of common shares owned as at the date of their appointment or election multiplied by the Close Price of the Company's common shares on that date, or such other price as the Compensation Committee may approve; and/or
 - b) for share-settled share units held by Executive Officers as at the date of their appointment, the grant date value thereof, regardless of any vesting restrictions.

3. for securities acquired subsequent to the Effective Date, as applicable:
 - a) for common shares, the acquisition cost thereof;
 - b) for Deferred Share Units granted to directors on or subsequent to their appointment or election, the grant date value thereof; and/or
 - c) for share-settled share units granted to Executive Officers on or subsequent to their appointment, the grant date value thereof, regardless of any vesting restrictions.

Attaining Compliance Levels

Once an individual has attained the level of share ownership prescribed by this Policy, such individual is not required to increase his/her holdings to reflect subsequent fluctuations in the market price of the Company's common shares which may cause a decrease in the value of such holdings. However, if an Executive Officer's annual base salary increases, or a director's annual retainer increases, the individual will be required within five years thereof to increase his/her holdings by the relative multiple of the amount of the salary or retainer increase.

Changes to this Policy

The Board reserves the right, at its absolute discretion, to change this Policy from time to time as it considers necessary.

This Policy was approved by the Board on March 23, 2022.