ARIS MINING CORPORATION

September 25, 2024

British Columbia Securities Commission, as Principal Regulator
Alberta Securities Commission
Financial and Consumer Affairs Authority of Saskatchewan
The Manitoba Securities Commission
Ontario Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Office of the Superintendent of Securities (Prince Edward Island)
Office of the Superintendent of Securities Service Newfoundland and Labrador

Dear Sirs/Mesdames:

Re: Base Shelf Prospectus of Aris Mining Corporation (the "Issuer") dated September 25, 2024 (the "Base Shelf Prospectus")

Please be advised that the Issuer is relying on British Columbia Instrument 44-503 – *Exemption from Certain Prospectus Requirements for Canadian Well-known Seasoned Issuers* with respect to the filing of its Base Shelf Prospectus, as well as equivalent orders or instruments in each of the other provinces of Canada other than Quebec as described in CSA Staff Notice 44-306 *Blanket Orders Excepting Well-known Seasoned Issuers from Certain Prospectus Requirements* (collectively, the "**Orders**").

The Issuer satisfies the definition of "well-known seasoned issuer" or "WKSI" in each of the Orders by virtue of the fact that, as of September 24, 2024, the Issuer's public float (as defined in each of the Orders) of outstanding listed equity securities was approximately C$1,115,779,276.08.

The Issuer is eligible to file a short form prospectus in reliance on section 2.2 of National Instrument 44-101 – *Short Form Prospectus Distributions* ("**NI 44-101**").

For and on behalf of the Issuer, and without personal liability, the undersigned certifies that:

a) the Issuer meets the definition of a WKSI (as defined in each of the Orders) as of a date within 60 days preceding the date hereof;

b) the Issuer is and has been a reporting issuer in at least one jurisdiction of Canada for 12 months;

c) the Issuer is eligible to file a short form prospectus and has satisfied the criteria of section 2.2 of NI 44-101;

d) the Issuer has satisfied the requirements to be qualified to file a short form prospectus under section 2.8 of NI 44-101;

e) the Issuer is not an ineligible issuer (as defined in any of the Orders);

f) the Issuer is not an investment fund;

g) the Issuer has no outstanding asset-backed securities;

h) the Base Shelf Prospectus:

   i. complies with the requirements of National Instrument 41-101 – *General Prospectus Requirements*, NI 44-101, and National Instrument 44-102 – *Shelf Distributions* (except as provided under all of the Orders);

   ii. does not qualify the distribution of any asset-backed security;

   iii. includes as part of the basic disclosure about the distribution the following statement on the cover page: "filed in reliance on the exemption from the preliminary base shelf prospectus requirement for a well-known seasoned issuer"; and

   iv. includes cover page disclosure confirming that the Issuer qualifies as a WKSI and the date of that determination;

i) concurrently with the filing of the Base Shelf Prospectus and this letter, the Issuer has paid the fee otherwise required for the filing of a preliminary short form prospectus;

j) the Issuer has delivered to the regulator any personal information forms that would be required under section 4.1 of NI 44-101 if the Issuer were filing a preliminary short form prospectus;

k) the Issuer's most recent audited financial statements disclose:

   i. gross revenue derived from mining operations, of at least C$55,000,000 for the Issuers most recently completed financial year; and

   ii. gross revenue, derived from mining operations, of at least C$165,000,000 in the aggregate for the Issuer's 3 most recently completed financial years;

l) the Issuer has filed any technical reports that would be required to be filed with a preliminary short form prospectus under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and Regulation 43-101 *respecting Standards of Disclosure for Mineral Projects* (Québec); and

m) the Issuer is filing this letter in place of a preliminary base shelf prospectus in compliance with the requirements of the Orders.

If you have any questions or require further information in respect of the foregoing, please do not hesitate to contact the external legal counsel of the undersigned, Georald Ingborg, at 604-631-3225 or gingborg@fasken.com.

[*Remainder of this page is intentionally left blank. Signature page follows.*]

ARIS MINING CORPORATION

Per: *"Ashley Baker"*
Name: Ashley Baker
Title: General Counsel & Corporate Secretary