

**ERO COPPER CORP.**  
**WHISTLEBLOWING POLICY**

As of May 15, 2017

**1. Objective and Scope**

Ero Copper Corp. and its subsidiaries (collectively, the “**Company**”) is committed to maintaining a workplace in which the Company can receive, retain and address all complaints received by the Company regarding accounting, internal accounting controls or auditing matters. To achieve this goal, the Board of Directors of the Company (the “**Board**”) has delegated to the Audit Committee of the Board (the “**Audit Committee**”) the responsibility for establishing a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing procedures. This Policy has been established to enable employees, consultants, officers and directors of the Company, as well as other stakeholders, to raise such concerns on a confidential basis, free from discrimination, retaliation or harassment, anonymously or otherwise.

**2. Method of Reporting**

The Audit Committee is responsible for administering this Policy. Issues and concerns regarding accounting, internal accounting controls or auditing matters may be reported to any member of the Audit Committee via email at [whistleblower@erocopper.com](mailto:whistleblower@erocopper.com).

Issues and concerns raised through the Reporting Hotline will be forwarded directly to the Lead Director.

**3. Confidentiality**

A director, officer, employee or consultant reporting to the Reporting Hotline may choose to disclose his or her identity, but is guaranteed anonymity in the event of self-identification. However, if a complainant fails to identify himself or herself in his or her complaint and the information provided is insufficient, the Company may not be able to adequately investigate and resolve the complaint.

**4. Further Information**

Further information may be required depending on the nature of the issue and the clarity of the information provided. Allegations made anonymously should contain sufficient detail and information so that, if necessary, a meaningful investigation can be conducted.

**5. Non-Retaliation**

No director, officer, employee or contractor who in good faith submits a report under this Policy shall suffer retaliation, harassment or an adverse employment consequence as result of such submission. Any act of retaliation should be reported immediately. An employee, consultant, officer or director who retaliates against a person who has reported a violation in good faith is subject to discipline up to and including dismissal.

## **6. Receiving and Investigating Reports**

If contact information is provided, the Lead Director will notify the sender of the complaint and acknowledge receipt of the reported or suspected violation within three business days. All reports will be investigated by the Company.

## **7. Retention of Reports**

The Audit Committee will retain as part of the records of the Audit Committee any complaints or concerns submitted under this Policy, tracking their receipt, investigation and resolution, for a period of at least three years.

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**Should you have any questions or wish additional information regarding this Whistleblowing Policy please contact:**

The Lead Director:

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