

CODE OF BUSINESS CONDUCT AND ETHICS

SANTACRUZ SILVER MINING LTD. (the "Company")

GENERAL

The purpose of the Company's Code of Business Conduct and Ethics (the "**Code**") is to assist all Company personnel in making decisions regarding the affairs of the Company (including its subsidiaries). The Code states basic principles that should guide the affairs of the Company and deals with certain specific situations but is not comprehensive. Personnel are encouraged to consult with the Chair of the Audit Committee for direction of specific issues on conflicts or potential conflicts.

THE CODE

All directors, officers, employees and consultants ("**Members**") of the Company will comply with the following obligations, which reaffirm the Company's high standards of business conduct:

- a. respect and comply with the laws, rules and regulations in each of the jurisdictions in which the Company does business. In interpreting the laws, rules and regulations, strive to adopt a course that reinforces the Company's reputation and integrity;
- b. respect the confidentiality of information acquired in the course of our work, duties and responsibilities with the Company, make reasonable efforts to safeguard confidential corporate information and not disclose such information except when authorized or otherwise legally obliged to do so;
- c. provide safe and healthy working conditions and comply with all occupational health and safety laws and regulations;
- d. conduct the Company's exploration, development and mining operations using environmental best practices with a goal to being an environmentally responsible corporate citizen;
- e. act honestly and with integrity, with a view to:
 - i. avoiding situations that might reasonably be perceived to conflict or have the potential to conflict with one's duties to the Company;
 - ii. handling ethically any actual or apparent conflicts of interest between personal and professional relationships, including transactions and agreements in respect of which a director or executive officer has a material interest; and
 - iii. ensuring fair dealing with the Company's securityholders, customers, suppliers, competitors and employees;
- f. carry out one's duties with due care, competence and diligence, and with a view to the best interests of the Company and to enhance shareholder value;
- g. to the best of one's abilities, protect the Company's assets and resources and help achieve the responsible use and control of all Company assets and resources employed or entrusted in relation to one's work, duties and responsibilities, and ensure that all Company assets and resources are used only for legitimate business purposes;

- h. take reasonable steps to ensure that the disclosure is full, fair, accurate, timely and understandable in all reports and documents that the Company files with, or submits to, government and regulatory agencies, self-regulatory bodies and stock exchanges and in all of the Company's other public communications;
- i. encourage and facilitate the internal reporting of any conduct that one believes to be a violation of this Code of Business Conduct and Ethics. It is against the Company's policy to take any action against any employee for his or her reporting in good faith any violation of this Code of Business Conduct and Ethics or any of the Company's other guidelines, codes of conduct or policy statements;
- j. provide a work environment that enables all Members to pursue their careers free from discrimination or harassment; and
- k. shall not use non-public information to trade in securities for one's own account, or providing a family member, friend or any other person with a "tip". All non-public information is inside information and must not be used for personal gain or the personal gain of others.

Any change in or waiver of this Code of Business Conduct and Ethics for directors or officers will be approved only by the Board and such change or waiver will be promptly disclosed.

COMPLIANCE WITH THE CODE

It is the responsibility of all Members to be aware of their obligations under and to comply with this Code. All breaches of this Code shall immediately be reported to the Chair of the Audit Committee. All reports by an individual of violations of this Code shall be kept confidential unless otherwise required by law. Individuals who breach this Code may be subject to disciplinary action including dismissal.

If you have any questions about this Code or what is expected of our Members, please contact the Chair of the Audit Committee.

The Code was approved by the Board on July 29, 2013.