

## **Audit Committee Charter**

The Audit Committee (the "Audit Committee" or "Committee") of the Board of Directors shall be appointed by the Board of Directors (the "Board") of Southern Copper Corporation (the "Company").

### **PURPOSE**

The purposes of the Audit Committee of Southern Copper Corporation are (a) to assist the Board of Directors in overseeing (i) the quality and integrity of the Company's financial statements, (ii) the qualifications and independence of the Company's independent auditors (the "Independent Auditors"), (iii) the performance of the Company's internal audit function and of the Independent Auditors, and (iv) the Company's compliance with legal and regulatory requirements; and (b) to prepare the disclosure required by Item 407(d)(3)(i) of Regulation S-K.

### **AUTHORITY**

The Committee shall:

1. Have the sole and direct responsibility and authority for the appointment, retention and termination (subject, if applicable, to shareholder ratification), compensation, evaluation and oversight of the work of the Independent Auditors, including resolving disagreements between management and the Independent Auditors regarding financial reporting. The Independent Auditors shall report directly to the Committee. The Committee shall have the responsibility and authority to approve in advance all audit and non-audit services to be provided by the Independent Auditors and may delegate authority to grant such pre-approvals to one or more members of the Committee with the requirement that such member or members present any decisions made pursuant to such delegated authority to the full Audit Committee at its next scheduled meeting.
2. In order to perform its duties and responsibilities the Committee shall have the right to unrestricted access to members of management, employees, and any relevant information.
3. Engage such outside legal, accounting, and other advisors, as the Committee shall deem necessary or appropriate, and obtain the appropriate funding (as determined by the Committee) from the Company for payment of:
  - i. compensation to any registered public accounting firm engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company;
  - ii. compensation to any advisers employed by the Audit Committee; and,
  - iii. ordinary administrative expenses of the Audit Committee that are necessary or appropriate in carrying out its duties.

### **COMPOSITION AND MEETINGS**

The Committee shall consist of three or more non-employee directors of the Company who are independent of management, are free from any relationship that, in the opinion of the Board, would interfere with the exercise of independent judgment as a Committee member, and that



otherwise satisfy the independence requirements of the New York Stock Exchange ("NYSE") and other applicable requirements for audit committee service imposed by the Securities Exchange Act of 1934, as amended. Each member of the Committee must be financially literate or must become financially literate within a reasonable period of time after appointment to the Committee. At least one member of the Committee shall qualify as an audit committee "financial expert," as such term is defined by the Securities and Exchange Commission ("SEC"). Qualifications of Committee members shall be determined by the Board in its business judgment.

The Committee members serve at the discretion of the Board. The Board shall designate one member of the Committee as its chairperson. The Committee shall meet as frequently as required to fulfill its duties and responsibilities, but in any case not less than four times a year. The Committee shall set its own rules of procedure consistent with the Company's By-Laws and applicable law.

## **RESPONSIBILITIES**

The Committee will carry out the following responsibilities:

### **Financial Statements:**

1. Review with management and the Independent Auditors the preparation of the financial statements and related disclosures contained in the Company's annual and quarterly reports prior to being filed with the SEC, including:
  - i. the Company's disclosure under "Management's Discussion and Analysis of Financial Condition and Result of Operations" and the results of the Independent Auditors' timely analysis of significant financial reporting issues and practices, including changes in, or adoptions of, accounting principles and disclosure practices;
  - ii. their judgments about the quality, not just acceptability, of accounting principles and the clarity of the financial disclosure practices used or proposed to be used;
  - iii. the degree of aggressiveness or conservatism of the Company's accounting principles and underlying estimates and judgments;
  - iv. reports from management or the Independent Auditors with respect to significant financial reporting issues and judgments, the critical accounting policies and practices of the Company, all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management, ratifications of the use of such alternative disclosures and treatments, and the treatment preferred by the Independent Auditors and other material written communications between the Independent Auditors and management, such as any management letter or schedule of unadjusted differences;
  - v. the effect of regulatory and accounting initiatives, as well as off-balance sheet structures, on the financial statements;
  - vi. disclosure relating to related party transactions;
  - vii. complex or unusual transactions and highly judgmental areas; and,

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- viii. any difficulties encountered by the Independent Auditors in the course of the audit or disagreements or other matters brought to the Committee's attention, including management's response.

The review should include any restrictions on the scope of the Independent Auditor's activities or on access to requested information, and any significant disagreements with management, any significant accounting adjustments that were noted or proposed by the Independent Auditor but were "passed" (as immaterial or otherwise), any significant communications between the audit team and the Independent Auditor firm's national office respecting auditing or accounting issues presented by the engagement, and any "management" or "internal control" letter issued, or proposed to be issued, by the Independent Auditor to the Company. After review, recommend to the Board the acceptance and inclusion of the annual audited consolidated financial statements in the Company's Annual Report on Form 10-K.

2. Review and discuss with management the Company's practices regarding earnings press releases (paying particular attention to any use of "pro forma," or "adjusted" non-GAAP, information), and the provision of financial information and earnings guidance by management to analysts and ratings agencies. The Committee's responsibility to discuss earnings releases, as well as financial information and earnings guidance, may be done generally (i.e., discussion of the types of information to be disclosed and the type of presentation to be made). The Committee need not discuss in advance each earnings release or each instance in which the Company may provide earnings guidance.
3. Receive and review the reports of the Chief Executive Officer and Chief Financial Officer required by Section 302 of the Sarbanes-Oxley Act of 2002 ("Sarbanes-Oxley"), the certifications required by Sections 302 and 906 of Sarbanes-Oxley and the report and attestation required by Section 404 of Sarbanes-Oxley.

#### **Internal Control and Disclosure:**

1. Review and evaluate the Company's system of internal controls and disclosure control and procedures, and recommend to management changes or improvements thereto.
2. Review and evaluate significant audit findings, including significant suggestions for improvements in systems and internal controls and disclosure control and procedures from the internal auditors and the Independent Auditors, as well as any special audit steps adopted in light of material control deficiencies.
3. At least annually, review and discuss management's statement of its responsibility for and its assessment of the effectiveness of internal controls and disclosure control and procedures as of the end of the most recent fiscal year and the Independent Auditors' report on management's assessment.

#### **Internal Audit:**

1. Review and evaluate the Company's internal audit function, including its independence, budget, staffing and performance, and recommend to management changes or improvements thereto.
2. Review and evaluate the appropriateness of the internal audit plans for the forthcoming year, including risk assessments, scope of coverage, planning and staffing.



3. On a regular basis, meet separately with internal auditors to discuss any matters that the Committee or the internal auditors believe should be discussed privately.

**External Audit:**

1. Discuss and review with the Independent Auditors the overall scope, plans, and staffing for their audit.
2. At least annually or as required, obtain and review a report by the Independent Auditors describing:
  - i. all relationships between the Independent Auditors or its affiliates and the Company or persons in a financial reporting oversight role at the Company (to assess the Independent Auditors' objectivity and independence, as required by applicable requirements of the Public Company Accounting Oversight Board regarding the Independent Auditors' communications with the Committee concerning independence, as amended, substituted or supplemented from time to time, and to enable the Committee to take, or recommend that the Board take, appropriate action to assure the independence of the Independent Auditors);
  - ii. the Independent Auditors' internal quality-control procedures; and,
  - iii. any material issues raised by the most recent internal quality-control review, or peer review, of the Independent Auditors, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years respecting one or more independent audits carried out by the Independent Auditors, and any steps taken to deal with any such issues.
3. Discuss, at least annually, with the Independent Auditors:
  - i. the matters required to be discussed by Statement on Auditing Standards N° 61, as amended or supplemented from time to time, relating to the conduct of the audit;
  - ii. the audit process, including any problems or difficulties encountered in the course of the performance of the audit, or significant disagreements (and management's response);
  - iii. the Company's internal controls; and,
  - iv. material written communications between the Independent Auditors and the Company.
4. The Chair of the Audit Committee, or another member designated by the Committee, shall review and discuss with management, before release, the unaudited operating results in the Company's quarterly earnings release.
5. Obtain from the Independent Auditors assurance that the audit was conducted in a manner consistent with Section 10A of the Securities Exchange Act of 1934, as amended.
6. At least every six months, the Committee shall consider the qualifications of and service provided by the Independent Auditors' team, results of peer reviews, as well as feedback from management and internal audit, and its own observations in assessing whether to reappoint the external auditors (or to recommend their reappointment for shareholder ratification).

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7. Review and evaluate the lead audit partner of the Independent Auditors and assure the regular rotation of the lead audit partner and the audit partner responsible for reviewing the audit as required by law.
8. Set clear policies regarding the Company's hiring of employees or former employees of the Independent Auditors.
9. Meet separately, at least once every fiscal quarter, with management, with the Independent Auditors, and with the internal auditors.

**Compliance:**

1. Review with management (including the Company's chief legal officer or appropriate delegates) and the Independent Auditors legal and regulatory matters that may have a material effect on the Company's financial statements or related compliance policies, any correspondence with regulators or governmental agencies and any external or employee complaints or published reports that raise material issues regarding the Company's financial statements or accounting policies, and any material reports or inquiries received by the Company or any of its subsidiaries from regulators or governmental agencies.
2. Establish and maintain procedures for:
  - i. the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and,
  - ii. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
3. Receive corporate attorney's reports of evidence of any material violation of securities laws, or any breach of fiduciary duty, or similar violations.
4. Oversee the Company's compliance with the requirements of all applicable audit regulations, and any amendments thereto, including reviewing codes of conduct applicable to directors, executive officers and employees of the Company and waivers granted thereunder.

**Reporting Responsibilities:**

1. Report regularly to, and routinely communicate the results of all reviews and meetings with, the full Board of Directors. In particular the Committee should review and report to the Board any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the Company's Independent Auditors, or the performance of the internal audit function.
2. Provide the disclosure required by Item 407 (d) (3) (i) of Regulation S-K.

**Other Responsibilities:**

1. Review and discuss with management the Company's guidelines and policies with respect to the process by which the Company undertakes risk assessment and risk management, including discussion of the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures.
2. Undertake and review with the Board an annual performance evaluation of the Committee.



3. Review and assess the adequacy of this Charter annually and obtain the Board of Directors' approval for any changes to this Charter.
4. Perform such other duties and responsibilities, consistent with this Charter and governing law, delegated to the Committee by the Board.

It is the responsibility of the Company's management to prepare financial statements in accordance with generally accepted accounting principles and of the Independent Auditors to audit those financial statements. The Audit Committee's responsibility is one of oversight and review. The Audit Committee does not provide any expert or other special assurance as to such financial statements concerning compliance with laws, regulations, or generally accepted accounting principles. Nothing contained herein shall have the effect of altering the responsibilities or duties toward the Company of the Independent Auditors, which shall remain ultimately accountable to the Audit Committee in accordance with applicable accounting standards, statutory or otherwise.

Approved by the Board of Directors on October 21, 2004 - Technical Changes Approved by the Audit Committee on January 21, 2009 and Confirmed by the Board of Directors on January 29, 2009. Last Amended July 22, 2010.