

**IAMGOLD CORPORATION**  
**HUMAN RESOURCE AND COMPENSATION COMMITTEE MANDATE**

**1. Overall Purpose and Objectives**

The Human Resource and Compensation Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of IAMGOLD Corporation (the “**Corporation**”) will assist the Board in fulfilling its responsibilities under this mandate and under applicable laws and regulations in respect of human resources and compensation matters.

In addition to the powers and responsibilities expressly delegated by the Board to the Committee in this mandate, the Committee may exercise any other powers and carry out any other responsibilities delegated to it by the Board from time to time consistent with the Corporation's bylaws. The powers and responsibilities delegated by the Board to the Committee in this mandate or otherwise shall be exercised and carried out by the Committee as it deems appropriate without requirement of Board approval, and any decision made by the Committee (including any decision to exercise or refrain from exercising any of the powers delegated to the Committee hereunder) shall be at the Committee's sole discretion. While acting within the scope of the powers and responsibilities delegated to it, the Committee shall have and may exercise all the powers and authority of the Board. To the fullest extent permitted by law, the Committee shall have the power to determine which matters are within the scope of the powers and responsibilities delegated to it.

**2. Authority**

- (a) The Committee shall have the authority to:
  - (i) engage independent advisors, including compensation consultants, and independent counsel as the Committee determines necessary to carry out its duties; and
  - (ii) set compensation and authorize payment for any advisors employed by the Committee.
- (b) The Committee shall have unrestricted and unfettered access to all personnel and documents of the Corporation and shall be provided with the resources reasonably necessary to fulfill its responsibilities.

**3. Membership and Organization**

- (a) The Committee will be composed of at least three members of the Board, each of whom shall be independent for the purposes of applicable securities laws. The members of the Committee shall be appointed by the Board to serve a term of one (1) year and shall be permitted to serve up to ten (10) consecutive terms. For the purposes of this mandate, the term “independent” shall have the meaning ascribed to it in National Instrument 52-110 – *Audit Committees*.
- (b) The chair of the Committee will be appointed by the Board on the recommendation of the Nominating and Corporate Governance Committee and shall serve no longer than ten (10) consecutive terms of one (1) year.

- (c) The Committee shall meet at times necessary to perform the duties described in this mandate in a timely manner but not less than two (2) times per year. The time and place at which meetings of the Committee are to be held will be determined from time to time by the chair of the Committee. A meeting of the Committee may be called by notice, which may be given by telephone, email or other electronic communication at least 48 hours prior to the time of the meeting; however, no notice of a meeting shall be necessary if all of the members are present either in person or by means of telephone, web conference or other communication equipment, if those absent waive notice or otherwise signify their consent to the holding of such meeting or the meeting is an adjourned meeting as contemplated in this mandate.
- (d) Members may participate in a meeting of the Committee by means of telephone, web conference or other communication equipment which allows all members to hear each other.
- (e) A majority of the members of the Committee shall constitute a quorum. No business may be transacted at a meeting of the Committee without a quorum. If within 15 minutes of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within 15 minutes of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.
- (f) The secretary of the Committee will be the Secretary of the Corporation, or such other person as is chosen by the Committee, who shall keep minutes in respect of the proceedings of all meetings of the Committee.
- (g) The Committee may invite such persons to meetings of the Committee as the Committee considers appropriate, except to the extent exclusion of certain persons is required pursuant to this mandate or applicable laws.
- (h) All decisions of the Committee shall be by simple majority, and the chair of the Committee shall not have a deciding or casting vote.
- (i) At each meeting, the Committee shall hold an in camera session consisting of only independent directors, unless such a session is not considered necessary by the members present.
- (j) The Committee may transact its business by a resolution in writing signed by all the members of the Committee (including in counterparts by electronic signature) in lieu of a meeting of the Committee.

#### **4. Roles and Responsibilities**

The Committee shall have the following roles and responsibilities:

- (a) review and recommend to the Board an executive compensation strategy to attract and retain members of the Corporation's executive leadership team, including but not limited

to the Chief Executive Officer (the “**CEO**”, and collectively, the “**Executives**”), who are of the highest quality and to motivate such Executives to achieve superior results;

- (b) review and recommend to the Board compensation policies applicable to the CEO and Executives which:
  - (i) properly reflect their respective duties and responsibilities;
  - (ii) are competitive in attracting, retaining and motivating people of the highest quality;
  - (iii) align the interests of the CEO and the Executives with the shareholders; and
  - (iv) are based on pre-established corporate and individual performance objectives;
- (c) annually, and more frequently if appropriate, review and recommend to the Board the performance objectives used for the purposes of compensation of the CEO and, with the assistance of the CEO, the other Executives;
- (d) annually review and evaluate the CEO’s performance in light of pre-established performance objectives and report its conclusions to the Board;
- (e) annually review the CEO’s compensation and, in the Committee’s discretion, recommend any changes thereto to the Board;
- (f) annually review the CEO’s recommendations for the Executives’ compensation in light of pre-established performance objectives and, in the Committee’s discretion, recommend any changes thereto to the Board;
- (g) annually review directors’ compensation and, in the Committee’s discretion, recommend any changes thereto to the Board;
- (h) review and recommend to the Board any disclosure related to executive compensation in any management information circular of the Corporation for any meeting of the shareholders of the Corporation, or otherwise required by applicable laws;
- (i) in cooperation with the Executives, review the human resources policies, plans and programs which are of strategic significance to the Corporation and make recommendations as required with respect thereto to the Board. This will include but not be limited to:
  - (i) review of the Corporation’s talent management practices and succession planning for Executives; and
  - (ii) oversight of the Corporation’s policies, practices to promoting diversity, equity, and inclusion and the results thereof; and
- (j) periodically review and assess potential risks arising from the Corporation’s human resources and compensation policies and practices with respect to Executives.

## **5. Communication with the Board**

The Committee shall:

- (a) provide the Board with a summary of all actions taken at each Committee meeting or by written resolution; and

- (b) produce and provide the Board with all reports or other information required to be prepared under applicable law.

**6. Self-Assessment and Mandate Review**

- (a) The Committee and the Board shall annually assess the effectiveness of the Committee with a view to ensuring that the performance of the Committee accords with best practices and applicable law.
- (b) The Committee will annually review and assess the adequacy of this mandate and recommend any proposed changes to the Board for consideration.

**7. Approval Date**

Last updated, reviewed and approved by the Board on December 14, 2022.