

# IAMGOLD CORPORATION

## SUSTAINABILITY COMMITTEE MANDATE

## 1. Overall Purpose and Objectives

The Sustainability Committee (the "**Committee**") of the Board of Directors (the "**Board**") of IAMGOLD Corporation (the "**Corporation**") will assist the Board in fulfilling its responsibilities under its mandate and applicable laws and regulations in respect of health, safety and security ("**HSS**") and environmental, social and governance ("**ESG**") matters at all of the Corporation's operations, projects and properties.

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 by-laws. 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. 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 advisors 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 Board shall appoint a minimum of three (3) directors to be members of the Committee, and each of whom including the chair of the Committee shall be independent. The members of the Committee shall 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, a director is "independent" if he or she would be independence within the meaning of National Instrument 58-101 *Disclosure of Corporate Governance Practices* and any other applicable securities laws and the rules of any stock exchange on which the Corporation's shares are listed.
- (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. Role and Responsibilities

The Committee shall have the following roles and responsibilities:

- review and monitor the Corporation's HSS and ESG policies and activities, with a view to ensuring compliance with applicable laws, and make any recommendations to the Board with respect thereto;
- (b) review HSS and ESG initiatives and objectives that are proposed by management and make recommendations to the Board with respect thereto;



- (c) review reports of HSS and ESG performance and results, action plans, and the overall effectiveness of the Corporation's HSS and ESG programs and procedures, and make any recommendations to the Board with respect thereto;
- (d) review and approve quarterly and annual disclosure relating to HSS and ESG matters and activities;
- (e) review and recommend to the Board for public disclosure material sustainability related reporting, including, without limitation the Sustainability Report, Task Force on Climate-related Financial Disclosures Report, Slavery and Supply Chain Report and Tailings Report.
- (f) review benchmarked reports on the Corporation's HSS and ESG policies, systems and performance against industry best practices and performance;
- (g) together with management, identify key HSS and ESG risk and opportunities, ensuring that sufficient resources are allocated in respect of the monitoring and mitigation thereof and that appropriate controls and processes are in place to manage such risks and opportunities;
- (h) review, on a quarterly basis, risks applicable to the execution of its mandate;
- (i) review and monitor, together with management, current and emerging trends in HSS and ESG matters and evaluating their impact on the Corporation; and
- (j) with the advice of management, develop applicable ESG compensation metrics and make recommendations with respect thereto to the Human Resources and Compensation Committee;

## 5. **Reporting and 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

- (c) 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.
- (d) 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 November 7, 2024.