



IAMGOLD CORPORATION

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE MANDATE

1. Overall Purpose and Objectives

The Nominating and Corporate Governance Committee (the “**Committee**”) will assist the Board of Directors (the “**Board**”) of IAMGOLD Corporation (the “**Corporation**”) in fulfilling its responsibilities under this mandate and under applicable laws and regulations in respect of governance matters. To the extent considered appropriate by the Committee or as required by applicable legal or regulatory requirements, the Committee will provide a review with respect to governance matters and related compliance with applicable laws and regulations and advise the Board accordingly.

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 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 (3) 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. In 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 shall be appointed by the Board on the recommendation of the members of the 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 above 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. A meeting of the Committee may be called by notice by any member of the Committee, 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 the corporate governance policies and practices of the Corporation and oversee compliance therewith;
- (b) oversee compliance with corporate governance guidelines and disclosure requirements adopted by applicable securities regulatory authorities and stock exchanges;

- (c) review and recommend to the Board any disclosure related to corporate governance in any management information circular of the Corporation for any meeting of the shareholders of the Corporation, or otherwise required by applicable laws;
- (d) review and recommend to the Board any matters with respect to the size and composition of the Board, including with respect to director independence, interlocking directorships and the Corporation's status as a "foreign private issuer" for the purposes of applicable U.S. securities laws, and the organization and responsibility of committees of the Board;
- (e) monitor the outside boards the Directors sit on to determine if there are circumstances which would impact a Director's ability to exercise independent judgment and to ensure each Director has enough time to fulfill his or her commitments to the Corporation;
- (f) review and advise the Board with respect to an actual, potential, or could reasonably be perceived as having a conflict of interest between or among management, a director or a shareholder of the Corporation, including as a result of any interlocking directorships, and the appropriate responses to mitigate any such conflicts, including the necessity or advisability of appointing (i) a lead director to oversee any meeting of Directors, or (ii) an independent committee of the Board to oversee and/or evaluate any material conflict of interest transactions involving the Corporation;
- (g) oversee policies and practices with respect to communication with the shareholders of the Corporation, other stakeholders, and the public in general, including an annual review of the Corporation's Shareholder Engagement Policy;
- (h) serve as a forum for concerns of individual Directors of the Corporation in respect of matters that are not easily discussed in a meeting of the Board;
- (i) advise and recommend continuing education programs for current directors and orientation program for new Directors with a view to ensuring that Directors are familiar with the Corporation and its business (including strategic plans, reporting structures, significant risks, senior management and external advisors, including the external auditor);
- (j) evaluate the ability of the Board to function independently of management and make any recommendations to the Board with respect thereto;
- (k) develop and recommend to the Board for approval position descriptions for the chair of the Board, the lead independent director (as applicable), individual directors, and the chair of each committee of the Board;
- (l) annually review the competencies, skills and personal characteristics, including with respect to diversity (including, but not limited to, racial and ethnic diversity), equity and inclusion, required of Directors, and make recommendations to the Board regarding the membership of the Board with respect to Corporation's needs, applicable securities laws and regulatory requirements, and capital markets best practices;
- (m) annually review and evaluate the effectiveness of the Board as a group and the contribution of individual Directors, including the Chair of the Board, lead independent director (as applicable), and committee chairs; and
- (n) review, on a quarterly basis, risks applicable to the execution of the committee's mandate.

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

- (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 February 20, 2025.