



**IAMGOLD CORPORATION**  
**CHAIR OF THE BOARD OF DIRECTORS**  
**POSITION DESCRIPTION**

**1. General**

The Chair of the Board of Directors (the “**Board**”) of IAMGOLD Corporation (the “**Corporation**”) shall be responsible for leadership in the effective functioning of the Board. In discharging his/her responsibility, the Chair will, from time to time: (i) provide leadership to the Board on specific issues, (ii) assist the Board in performing its duties and meeting its obligations, including the duties and obligations of the Board specified in its mandate as relating to strategic planning, (iii) act as the spokesperson for the Board, (iv) act as an intermediary between the Board and the Chief Executive Officer of the Corporation (the “**CEO**”); and (v) provide advice and counsel to the CEO.

**2. Independence**

Subject to the approval of the members of the Board (each, a “**Director**”) other than the Chair, the Chair shall be a member of the Board who is “independent” for the purposes of applicable securities laws.

If at any time the Chair has an actual, potential, or could reasonably be perceived as having, a conflict of interest in any transaction, contract or other matter, where lawfully able to do so, the Chair will promptly advise the Chair of the Nominating and Corporate Governance Committee and the officer acting as general counsel (“**General Counsel**”) of the Corporation of the conflict and, if deemed appropriate by the General Counsel based on the circumstances, will recuse himself or herself from the discussions and decisions in connection with such matter. In any circumstance in which the Chair has been requested by the General Counsel to recuse himself or herself, the Chair of the Nominating and Corporate Governance Committee will work with the Board to discharge the responsibilities and duties of the Chair in relation to the transaction, contract or matter.

**3. Specific Responsibilities**

Without limiting the generality of the foregoing, the Chair shall:

1. schedule the number and timing of Board meetings each calendar year so as to enable the Board to deal on a timely basis with all matters for which the Board is responsible;
2. shall receive all materials proposed to be discussed by a Committee, and in consultation with the Chairs of Board Committees and after consulting with the CEO and other senior officers of the Corporation (“**Management**”), establish the agenda for each Board meeting with a view to bringing before the Board: (i) matters in respect of which the chairs of committees of the Board (each, a “**Committee**”), the CEO or other members of Management require or want Board direction or approval, and (ii) matters with which the Board is obliged to or wishes to deal;
3. whether or not a formal member of a Committee, be entitled to attend all Committee meetings, in addition to all Board meetings;
4. assist the CEO and Management reasonably in advance of each Board meeting to provide all necessary or advisable information relating to each matter to be dealt with by the Board at that meeting;
5. where, in the Chair’s opinion, the subject matter and expected duration of a Board meeting or the particular circumstances of a member of the Board (a “**Director**”) so warrant, encourage a Director to participate in the meeting by means of telephone, teleconference, videoconference or other modality by which Directors participating in the meeting are able to speak to and be heard by each other;



6. approve the general nature of all presentations to be made at each Board meeting and review written presentations to be made to the Board before such presentations are made;
7. at the Chair's discretion prior to any Board meeting, confer with one or more Directors on any matter to be discussed at the Board meeting.

#### ***Conduct of Board Meetings***

8. act as the Chair of each Board meeting at which the Chair is present;
9. conduct the business of each Board meeting in a manner that would generally result in all matters on the meeting's agenda being dealt with effectively and, without limiting the generality of the foregoing, endeavor to frame and focus the discussion of any such matter;
10. propose the termination of discussion on any matter at a Board meeting when he/she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
11. allow all Directors who wish to address a matter at a Board meeting a reasonable opportunity to do so at that Board meeting;
12. attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which: (i) the Board's decision, views or advice has been requested or is required; and (ii) Directors express conflicting positions, views or advice;
13. in any case where a Director has been requested to recuse himself or herself with respect to any discussion to be had, or decision to be made, by the Board based on a conflict of interest, as such shall be determined pursuant to the Board of Director's Mandate (the "conflicted Director"), the Chair of the Board will ensure such conflicted Director excuses himself or herself from the portion of any Board meeting in connection with such matter;

#### ***Board Culture and Conduct***

14. The Chair will lead the Board by exemplifying and demonstrating high standards of behaviour and use reasonable efforts to promote and support Board culture and conduct characterized by:
  - (a) the Board's acceptance of its accountability for the performance of the Corporation;
  - (b) the acceptance by each Director of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Director;
  - (c) the Board's insistence on the highest level of integrity and honesty in the actions of the Board and Management;
  - (d) respect and trust amongst Directors;
  - (e) the open and timely sharing of all relevant information amongst all Directors;
  - (f) acceptance by all Directors of the right of every Director to hold and express dissenting opinions;
  - (g) a genuine commitment by Directors to good governance practices; and
  - (h) a willingness on the part of Directors to function in a collaborative manner.



### ***Shareholder Meetings***

15. assist the Nominating and Corporate Governance Committee and Management in developing agendas for annual and special meetings of shareholders;
16. in consultation with Management or as required,, communicate with shareholders, shareholder advocacy groups, proxy advisory firms and other shareholders on matters to be brought before a shareholders meeting;
17. chair each meeting of shareholders;

### ***Spokesperson on Board and Shareholder Matters***

18. in consultation with Management or as required, represent the Board in meeting with specific shareholders, potential investors, shareholder advocacy groups, proxy advisory firms and other shareholders as requested and required;
19. act as the Corporation's spokesperson on Board matters;

### ***Board Composition, Education and Compensation***

20. assist the Nominating and Corporate Governance Committee of the Board in:
  - (a) the identification of appropriate Board candidates to be nominated for election by the shareholders of the Corporation;
  - (b) communicating on behalf of the Board with all proposed nominees for election by the shareholders of the Corporation;
  - (c) arranging for Management to provide new Directors with a comprehensive orientation and education program with respect to the Corporation and its businesses;
  - (d) designing and implementing processes for evaluating the performances of the Board and individual Directors;
  - (e) bringing to the Board's attention on a timely basis information relating to changes in the law and/or best practices relating to the duties of the Board and Directors; and

### ***Board Committee Matters***

21. assist the Nominating and Corporate Governance Committee in developing recommendations to the Board with respect to the Committees, composition of Committees and chairs of Committees;
22. assist the Nominating and Corporate Governance Committee in regularly reviewing the mandate of the Board with a view to recommending to the Board appropriate amendments thereto;

### ***Miscellaneous Matters***

23. assist the Board, each Committee and Management in understanding and respecting the boundaries between the responsibilities of the Board and its Committees, and the responsibilities of Management;
24. at the request of any Director, meet or be available for discussion with that Director between meetings of the Board;
25. following each meeting of the Board, settle with the Secretary of the meeting minutes of the meeting for approval by the Directors;
26. advise Management of each decision made by the Board which requires implementation by Management;
27. review the corporate secretarial activities of the person who from time to time performs the function of the Corporate Secretary of the Corporation;



28. where the Chair deems it appropriate to do so, authorize any Director to retain at the expense of the Corporation legal counsel or other person(s) possessed of relevant expertise to advise the Director in connection with the Director's discharge of his/her duties as a Director of the Corporation, provided, however, that if the Chair wishes to retain legal counsel or other person(s) of relevant expertise to provide counsel with respect to the Chair's discharge of his/her duties, then the chair of Nominating and Corporate Governance Committee shall authorize such expenditure;
29. maintain a familiarity with the experience, skills, capabilities and successional potential of members of Management;
30. provide counsel to, and assessment of the progress of, any new CEO of the Corporation following the implementation of any CEO succession plan approved by the Board; and
31. perform such other functions as the Board may reasonably require from time to time.

**4. Approval Date**

Last updated, reviewed and approved by the Board on February 20, 2025.