



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 Board, on the recommendation of the Nominating and Corporate Governance Committee 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. For the purposes of this mandate, a director is “independent” if he or she would be independent 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 and members 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 any other form of 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;

- (a) advise and make recommendations to the Board related to the Committee's role of overseeing the Corporation's strategy, policies, and programs on compensation of

the Chief Executive Officer and Executive Leadership Team (the “**CEO**” and collectively, the “**Executives**”);

- (b) review and recommend to the Board an executive compensation strategy and policies applicable to the CEO and Executives which:
 - i. properly reflect the respective duties and responsibilities of their positions;
 - ii. are competitive in attracting, retaining and motivating people of the highest quality and advance the Corporation’s strategy;
 - 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 but allow for the Board to exercise informed judgment and reasonable discretion to ensure that overall compensation is fair.
- (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 and compensation in light of pre-established performance objectives and make recommendations to the Board;
- (e) 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;
- (f) on a biennial basis, review directors’ compensation, including Board and Committee Chairs, and in the Committee’s discretion, recommend any changes thereto to the Board;
- (g) make recommendations to the Board with respect to the Corporation’s incentive compensation plans;
- (h) recommend awards issued under the Corporation’s incentive compensation plans, to Executives, including the Cash Incentive Plan and Equity Incentive Plan, in accordance with the terms of such plan;
- (i) 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;
- (j) review and make recommendations regarding the human resources policies and programs which are of strategic significance to the Corporation, including the review of the Corporation’s talent management practices and succession planning for Executives;
- (k) support management on shareholder outreach or communications related to human resources or executive compensation matters;
- (l) periodically review and assess potential risks arising from the Corporation’s human resources and compensation policies and practices with respect to Executives; and

- (m) review, on a semi-annual basis, the risks allocated to the Committee arising from the Corporation's risk register and otherwise 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 December 12, 2024.