



**COMPENSATION AND LEADERSHIP  
DEVELOPMENT COMMITTEE CHARTER  
(revised November 2021)**

**A. PURPOSE**

The purpose of the Compensation and Leadership Development Committee (the “Committee”) of SSR Mining Inc. (the “Company”) is to review and recommend the remuneration and benefits of non-executive directors; the remuneration, benefits and performance of executive management; and to establish a plan of continuity and development for executives and other key employees and make recommendations to the Board of Directors of the Company (the “Board”) with respect thereto as it deems appropriate. The Committee will establish a broad plan of executive compensation that is competitive and motivating in order to attract, retain and inspire Executive Management and other key employees.

The Committee will administer compensation plans of the Company including equity award plans, non-executive director compensation plans, and such other compensation plans or structures as are adopted by the Company from time-to-time.

For the purposes hereof “Executive Management” means the Chief Executive Officer (“CEO”), all officers of the Company who report to the CEO and such other officers of subsidiaries of the Company as designated by the CEO.

**B. COMPOSITION, PROCEDURES AND ORGANIZATION**

1. Following each annual meeting of shareholders of the Company, the Board shall appoint the members of the Committee and the Chair of the Committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
2. The Committee shall consist of at least three members of the Board, all of whom shall be (x) independent in accordance with the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including, without limitation, the securities commissions in each of the provinces and territories of Canada and the U.S. Securities and Exchange Commission, and the stock exchanges on which the Company’s securities are listed, including, without limitation, the Toronto Stock Exchange and the Nasdaq Global Market (collectively, the “Securities Laws”), subject to any exemptions provided thereunder, and (y) a “Non-employee Director” for purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended. The Chair of the Board shall be an ex-officio member of the Committee.
3. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
4. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.

5. The Committee shall meet regularly each year on such dates and at such locations as may be determined by the Chair and may also meet at any other time or times on the call of the Chair of the Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee may also act by unanimous written consent of its members.
7. Notice of the time and place of every meeting shall be given in writing or by e-mail or facsimile communication to each member of the Committee at least 24 hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting. Attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
8. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management, as necessary. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
9. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.
10. At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee shall, attend a meeting of the Committee.
12. The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).
13. In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company, to the Company's legal counsel and to such other information respecting the Company as it considers necessary or advisable in order to perform its roles and responsibilities.
14. The Committee shall annually assess its performance.

### **C. OUTSIDE CONSULTANTS AND ADVISORS**

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

In particular, the Committee shall approve the retention of any consultant engaged to assist the Company in reviewing executive compensation and shall have responsibility for approving any comparator group to be used for benchmarking executive and director compensation. Such authority and responsibility may be delegated by the Committee to the Chair if considered appropriate but may not be delegated to management. In selecting, or receiving advice from, a compensation consultant, legal counsel or other adviser to the Committee, other than in-house legal counsel, the Committee will take into consideration the following factors and any other factors that may be required by the Securities Laws from time to time:

- (a) the provision of other services to the Company by the person that employs the compensation consultant, legal counsel or other adviser;
- (b) the amount of fees received from the Company by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel or other adviser;
- (c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;
- (d) any business or personal relationship of the compensation consultant, legal counsel or other adviser with a member of the Committee;
- (e) any stock of the Company owned by the compensation consultant, legal counsel or other adviser; and
- (f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the compensation consultant, legal counsel or other adviser with a senior officer of the Company,

provided that consideration of such factors need not be determinative of the selection of the desired consultant or advisor.

#### **D. ROLES AND RESPONSIBILITIES**

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in the "Purpose" section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee as outlined in the "Purpose" section of this Charter.

The roles and responsibilities of the Committee shall be to:

- (a) develop the compensation philosophy and structure, including short- and long-term incentive plans, for Executive Management and to oversee the implementation and administration of such compensation policies and programs;
- (b) identify, at least annually, any risks arising from the Company's compensation policies and practices that could be reasonably likely to have a material adverse effect on the Company and ensure that any compensation policies and practices that could encourage individuals within the Company to take inappropriate or excessive risks are identified and mitigated;
- (c) meet with Executive Management to establish corporate objectives and, subsequently, to meet independently of Executive Management to assess progress in relation to these objectives;
- (d) undertake the performance evaluation of each member of Executive Management and review and approve the annual salary and short- and long-term incentive awards for Executive Management, in consultation with the CEO;
- (e) develop and maintain a position description for the CEO and to assess the performance of the CEO against such position description, the corporate goals and objectives and, if

applicable, the CEO's individual goals and objectives, and approve short- and long-term incentive awards for the CEO (at meetings at which the CEO is not present), and recommend the same to the Board for approval;

- (f) approve equity-based grants in line with the Company's equity plans;
- (g) ensure that the Company has in place programs to attract and develop management of the highest calibre and a process to provide for the orderly succession of senior officers (with consideration of the CEO's recommendations) including conducting an annual review of the succession and development plans for Executive Management and other key employees;
- (h) review the Company's strategies, initiatives, and programs with respect to the Company's culture, talent recruitment, development, and retention, employee engagement, and diversity and inclusion;
- (i) review and approve the initial compensation package of new members of Executive Management, except for the CEO which requires Board approval;
- (j) review and approve (x) any proposed employment, severance or change-in-control agreement between the Company and a member of Executive Management, or proposed member of Executive Management, and (y) any proposed extension or significant amendment thereto, except, in each case, for the CEO, which requires Board approval;
- (k) oversee an orientation and education program for Executive Management;
- (l) conduct, when deemed advisable, personnel exit interviews with Executive Management;
- (m) review recommendations concerning material changes or amendments to the Company's compensation policies and programs and annual budgets for all non-union employees;
- (n) review and recommend to the Board compensation packages for the non-executive directors and the Chair of the Board that reflect the responsibilities and risks involved in being a non-executive director and, as appropriate, a member of a committee.
- (o) establish and review annually share ownership guidelines and compliance with such guidelines for directors and Executive Management and recommend any changes to the Board;
- (p) review, approve and submit to the Board for approval the implementation or revision of any clawback policy allowing the Company to recoup compensation paid to executive officers and other employees;
- (q) review and approve the executive compensation disclosure, including the Compensation Discussion and Analysis, to be contained in the annual shareholders meeting materials;
- (r) monitor compensation trends and issues generally and particularly as they relate to the industry in which the Company operates, including peer benchmarking data;
- (s) assess the results of the company's most recent advisory vote on executive compensation and conduct an annual shareholder outreach program related to compensation philosophy and disclosure; and
- (t) review annually and, as appropriate, recommend to the Board any changes to this Charter.