



**CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**  
(revised August 2024)

**A. PURPOSE**

The purpose of the Corporate Governance and Nominating Committee (the "Committee") of SSR Mining Inc. (the "Company") is to:

- (a) on behalf of the Board of Directors of the Company (the "Board"), ensure that the Company's corporate governance system is effective in the discharge of its obligations to the Company's stakeholders;
- (b) establish criteria for Board membership and make recommendations to the Board as to composition of the Board and its committees, including proposing new members, director independence, and any other necessary Director designations; and
- (c) oversee the annual performance evaluation of the Board, its committees and the Directors.

**B. COMPOSITION, PROCEDURES AND ORGANIZATION**

1. The Board shall appoint the members of the Committee and the Chair of the Committee each year. 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, at least one of whom shall be a woman and all of whom shall be independent as defined by 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 (the "SEC"), and the stock exchanges on which the Company's securities are listed, including without limitation the Toronto Stock Exchange and the Nasdaq Global Market, subject to any exemptions provided thereunder. 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 at least four times annually on such dates and at such locations as the Chair of the Committee shall determine 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. The Chief Executive Officer or Executive Chairman, as applicable, shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair.
8. Notice of the time and place of every meeting shall be given in writing or by e-mail 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.
9. The Chair shall develop and set the Committee's agenda, in consultation with the 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.
10. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.
11. 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.
12. 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.
13. 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).
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 or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.

#### **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:

**1. Corporate Governance Responsibilities**

- (a) develop and monitor the Company’s overall approach to corporate governance issues and implement and administer a corporate governance system with emphasis on superior corporate governance practices;
- (b) advise the Board or any of its committees of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- (c) review the role of the Board and its committees, and the methods and processes by which the Board fulfils its roles and responsibilities, including without limitation:
  - (i) the structure of the committees;
  - (ii) the number and content of meetings;
  - (iii) the communication process between the Board and management; and
  - (iv) the contents of the Directors’ Handbook;
- (d) report annually to the Company’s shareholders on the Company’s approach to corporate governance;
- (e) establish and oversee the Company’s orientation and continuing education program for Directors, including resources available to Directors;
- (f) approve position descriptions for the chair of the Board, the Lead Independent Director of the Board, if any, and the chair of each Board committee;
- (g) at least annually, lead the Board in a self-evaluation to determine whether the Board, its committees and the Directors are functioning effectively, and report to the Board on such process and the results of the evaluations, including any recommendations for proposed changes;
- (h) review compliance with, issues arising from, and approve any changes to the Company’s governance policies, including without limitation, the Anti-Corruption Policy, the Code of Business Conduct and Ethics, the Insider Trading Policy, the Disclosure Policy and the Diversity Policy; and
- (i) review annually and, as appropriate, recommend to the Board any changes to this Charter.

**2. Board Composition Responsibilities**

- (a) annually recommend to the Board:
  - (i) the nominees for Board membership, including identifying those Directors that are independent; and

- (ii) the assignment of the chair of the Board, the Lead Independent Director of the Board, if any, the members of the committees of the Board, and the chair of each such committee;
- (b) annually determine those Directors that are financially literate;
- (c) develop and oversee a process for Director succession planning; and
- (d) develop and oversee the process reviewing and assessing new candidates for appointment or nomination to the Board. In making recommendations for Director appointments or nominees, the Committee shall:
  - (i) consider independence when reviewing candidates' qualifications for membership on the Board, including requirements under applicable law, rules and regulations, and listing standards and requirements, and recommend the appropriate number of independent Directors for the Board; and
  - (ii) consider the competencies and skills of the Board, Directors and proposed nominees to the Board and propose any recommendations for additional needed competencies or skills, or changes thereto;

In discharging its nominating duties, the Committee recognizes that consideration of diversity along with consideration of the necessary competencies, experience, skills and backgrounds required to achieve strategic objectives will enhance the quality of the Board's performance. The Committee will consider diversity from a broad perspective, including but not limited to diversity of skills, business experience, education, geography, age, gender, gender identity or expression, sexual orientation, ability, national origin, ethnicity, native, indigenous and aboriginal status, and length of service. When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Committee will consider candidates on merit against objective criteria to ensure the Board has the skills, expertise, experience, and backgrounds necessary to provide effective oversight for the achievement of the Company's strategic objectives, having due regard to the benefits of diversity and the needs of the Board.