



## **HEALTH, SAFETY, ENVIRONMENT AND SUSTAINABILITY COMMITTEE MANDATE**

This mandate (the “Mandate”) sets for the purpose, composition, responsibilities, duties, powers and authority of the Health, Safety, Environment and Sustainability Committee (the “Committee”) of the Board of Directors of Lundin Gold Inc. (the “Company” or “Lundin Gold”).

### **1. Purpose**

The purpose of the Committee is to assist the Board in fulfilling its oversight responsibilities with respect to ensuring that appropriate policies, systems and personnel are in place to support Lundin Gold’s commitment to responsible mining through safe, environmentally sound and sustainable business practices.

### **2. Composition and Membership**

- 2.1 The Board will appoint the members (“Members”) of the Committee after the annual general meeting of shareholders of the Company, at the time this Mandate is originally approved by the Board, as applicable. The Members will be appointed to hold office until the next annual general meeting of shareholders of the Company or until their successors are appointed. The Board may remove a Member at any time and may fill any vacancy occurring on the Committee. A Member may resign at any time and a Member will cease to be a Member upon ceasing to be a director.
- 2.2 The Committee will consist of no fewer than three directors, majority of whom are independent directors as the term “independent” is defined in National Instrument 58-101 “Disclosure of Corporate Governance Practices” and set out by the Canadian Securities Administrators in Multilateral Instrument 52-110 and any other applicable laws and regulations as the same may be amended from time to time.
- 2.3 The Board will appoint one of the Members to act as the Chair of the Committee. The Committee will appoint a person who may, but need not, be a Member to be the secretary for each Committee meeting (the “Secretary”) who will maintain minutes of such meetings and deliberations of the Committee.

### **3. Meetings**

- 3.1 Meetings of the Committee will be held at such times and places as the Chair may determine, but in any event, the Committee will meet on a regular basis at least once every quarter. Twenty-four (24) hours advance notice of each meeting will be given to each member orally, by telephone or email, unless all Members are present and waive notice, or if those absent waive notice before or after a meeting. Members may attend meetings either in person or by conference call.

- 3.2 The Chair, if present, will act as the Chair of meetings of the Committee. If the Chair is not present, then the Members present may select one of their number to act as Chair of the meeting.
- 3.3 A majority of Members will constitute a quorum for a meeting of the Committee. Each Member will have one vote and decisions of the Committee will be made by an affirmative vote of the majority. The Chair will not have a deciding or casting vote in the case of an equality of votes. Powers of the Committee may also be exercised by a written resolution signed by all Members.
- 3.4 The Committee may invite such persons as it sees fit to attend its meetings and to take part in the discussion and consideration of the affairs of the Committee.
- 3.5 In advance of every regular meeting of the Committee, the Chair, with the assistance of the Secretary, will prepare and distribute to the Members and others as deemed appropriate by the Chair, an agenda of matters to be addressed at the meeting together with appropriate briefing materials. The Committee may require officers and employees of the Company to produce such information and reports as the Committee may deem appropriate in order for it to fulfill its duties.

#### **4. Responsibilities**

##### **4.1 The Committee shall:**

- (a) review and report to the Board on corporate policies and practices with respect to: worker health and safety; environmental and permitting matters including water, waste, biodiversity and air quality management; emissions and climate change; engagement with communities and Indigenous Peoples; tailings facility management and emergency response plans; diversity and human rights and related matters (collectively “Sustainability Matters”);
- (b) review with management, as they relate to Sustainability Matters: (i) the risk identification, assessment and management systems; (ii) activities taken to monitor and mitigate risks; and (iii) the resources allocated to address such risks;
- (c) review with management, the Company’s record of performance on Sustainability Matters, including without limitation, the effectiveness of the risk identification, assessment and management systems, along with any proposed actions based on the record of performance;
- (d) monitor the implementation of systems necessary for Lundin Gold’s compliance with applicable laws and regulations relating to Sustainability Matters, with the specific direction to bring any material non-compliance to the attention of the Board in a timely fashion, and review significant findings of internal and external health and safety, social, and environmental reviews, assessments, and audits, including those of stakeholders and other third parties;
- (e) review with management (i) the effect of relevant regulatory initiatives and trends; and (ii) all material claims, demands and legal proceedings against the Company related to Sustainability Matters;

- (f) review regular updates from management on Sustainability Matters, including emerging potential physical and transition-related risks and opportunities to Lundin Gold's business associated with climate change, make related recommendations to the Board, and review Lundin Gold's public disclosure with respect to such matters;
- (g) review long term strategies and plans prepared by management with respect to Sustainability Matters;
- (h) review with management, the potential effect that any new major exploration, development, operating or new business activity may have relating to Sustainability Matters;
- (i) apprise the Board regularly of important developments in the course of performing the above duties, including reviewing with the full Board any issues that arise with respect to the compliance with legal or regulatory requirements; and
- (j) perform such other duties as may be assigned to the Committee by the Board from time to time.

## **5. Engagement of Outside Advisors**

The Committee, when it considers necessary or advisable, may retain, at Lundin Gold'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 consultant or advisor, including sole authority to approve the fees and other terms of the engagement.

## **6. Reporting**

The Chair will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Secretary will circulate the minutes of each meeting of the Committee to the Members.

## **7. Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding Sustainability Matters, and all directors, officers, employees, consultants and contractors will be directed to cooperate as requested by Members. The Committee has the authority to retain, at the Company's expense, independent legal, financial and other advisors, consultants and experts, to assist the Committee in fulfilling its duties and responsibilities.

## **8. Review of Mandate**

The Committee will annually review and assess the adequacy of this Mandate and recommend any proposed changes to the Board for consideration.

Original Approval Date: February 24, 2021

Last Revised and Approved: N/A

Approved by: Board of Directors