



Hemlo

Position Description
of the Executive Chair
of the Board

January 2026

POSITION DESCRIPTION OF THE EXECUTIVE CHAIR OF THE BOARD OF DIRECTORS

The executive chair (the “**Executive Chair**”) of the board of directors (the “**Board**”) of Hemlo Mining Corp. (the “**Company**”) will lead the Board in all aspects of its work. The Executive Chair is also a senior executive officer of the Company and, in collaboration with the President and Chief Executive Officer (the “**CEO**”), will be engaged in the development and implementation of the Company’s strategic initiatives. Given that the Executive Chair is not an independent chair of the Board, the Company has also established the role of Lead Director.

The primary duties of the Executive Chair are to:

Leadership and Governance

- ensure the proper functioning and effectiveness of the Board and its committees;
- provide leadership to the Board to ensure that the Board works as a cohesive team;
- communicate with all Board members to coordinate their input on Board processes and decisions;
- ensure that the resources available to the Board are adequate to support its work;
- foster ethical and responsible decision making by the Board, its committees and individual directors;
- work with the CEO and other executive officers to monitor progress on the strategic and business plans, operating and capital plans, strategic initiatives, annual budgets, policy implementation, succession planning and other key priorities the Board may determine;
- ensure that there is efficient communication among the Executive Chair, the Lead Director, the CEO and the other directors;
- act as a representative of the Board and consult with the Lead Director and other directors outside the regularly scheduled meetings of the Board and its committees, as necessary;

Board Structure and Management

- chair the meetings of the Board;
- in consultation with the Lead Director, the CEO and the Corporate Secretary, determine the frequency, dates and locations of meetings of the Board;
- in consultation with the Lead Director, the CEO and the Corporate Secretary, set the meeting agendas to ensure all required business is brought before the Board to enable it to efficiently carry out its duties and responsibilities.

- ensure the Board has the opportunity, at each regularly scheduled meeting, to meet separately without management and non-independent directors present, with each such *in camera* meeting to be chaired by the Lead Director;
- consult with the Lead Director to ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns and foster an environment in which directors ask questions and express their viewpoints and to ensure that the independent directors have the opportunity to function independently;
- oversee committee structure and composition, as well as the scheduling and management of committee meetings;
- together with the Lead Director and the Nominating and Governance Committee, review and assess the directors' attendance records and the effectiveness and performance of the Board, its committees (and their respective chairs) and individual directors;

Business-Related Activities

- work with the CEO to develop and implement strategic initiatives, and providing oversight regarding the strategic orientation of the Company;
- monitor the goals and objectives of the CEO and conduct an annual performance evaluation of the CEO, with input from the Lead Director;
- assist the CEO with the development and implementation of capital market strategies, investor relations and shareholder communications, and government and community relations matters;
- work with the CEO on any M&A strategy, evaluation and execution.

Management Relationships

- ensure that the responsibilities of the Board are well understood by both the Board and management, and that the relative responsibilities of the Board and management are clearly understood;
- work with the CEO and the Lead Director to ensure that the Board receives sufficient, appropriate and timely information, materials and reports from management regarding the Company's business and affairs in order to permit the Board to discharge its duties and responsibilities;
- together with the Lead Director, act as liaison between the Board and management and to ensure that there is an effective relationship between management and members of the Board;
- working with the CEO on professional development plans and objectives;

Shareholders

- chair the meetings of shareholders and respond to such questions from shareholders as are put to the Chair at any such meeting;
- ensure that all business that is required to be brought before a meeting of shareholders is brought before such meeting;
- ensure that shareholders are adequately informed with respect to the Company's affairs and that there are efficient relations and communication channels between shareholders, management and the Board;

Other Duties

- carry out such other duties and responsibilities as the Board may request from time to time.

Approved by the Board of Directors on January 26, 2026.