



**CORPORATE GOVERNANCE AND  
NOMINATING COMMITTEE CHARTER**  
(revised November 2021)

**A. PURPOSE**

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

- (a) propose new members to the Board of Directors of the Company (the "Board"), establish criteria for Board membership, recommend composition of the Board and its committees and assess Directors' performance on an ongoing basis;
- (b) provide a focus on corporate governance that will enhance corporate performance and ensure on behalf of the Board and shareholders of the Company that the Company's corporate governance system is effective in the discharge of its obligations to the Company's stakeholders;
- (c) make recommendations to the Board as to determinations of director independence; and
- (d) oversee the evaluation of the performance of the Board and its committees.

**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 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 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.
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 the committees of the Board 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 the committees of the Board, 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 annual schedule of issues to be presented to the Board at its meetings or those of its committees;
  - (iv) resources available to Directors;
  - (v) the communication process between the Board and management;
  - (vi) the Director orientation and education program; and
  - (vii) the contents of the Directors' Handbook;
- (d) report annually to the Company's shareholders on the Company's approach to corporate governance;
- (e) approve position descriptions for the Chair, the Committee Chairs and individual Directors to assist with assessing their performance;
- (f) oversee the Company's orientation and continuing education program for directors;
- (g) at least annually, lead the Board in a self-evaluation to determine whether the Board, the directors and its committees 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 consider 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. Nominating Responsibilities**

- (a) annually recommend to the Board criteria for Board membership, including as to director independence, for both members proposed for re-election and identifying and recommending new nominees. In making recommendations for Board membership, the Committee shall:
  - (i) review candidates' qualifications for membership on the Board (including making a specific recommendation as to the independence of each candidate);
  - (ii) take into account any independence required under applicable law, rules and regulations, including Nasdaq and SEC rules and the TSX and Canadian securities regulators; and
  - (iii) periodically review the composition of the Board, including the Chairs of each committee in light of all of the factors the Committee deems relevant.
- (b) recommend to the Board, annually, the assignment of the Chair of the Board;
- (c) recommend to the Board, annually, the assignment of members to the committees of the Board and the Chair for each committee;
- (d) consider the competencies and skills the Board should have, the competencies and skills that the existing Directors have and the competencies and skills required for nominees to the Board, and establish criteria for Board membership and recommend Board composition, including a recommendation on the appropriate number of independent Directors; and
- (e) develop and oversee a process for Director succession, including reviewing and assessing new candidates for appointment or nomination to the Board.

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, ability, ethnicity 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.