



**COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE CHARTER**  
**(revised February 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 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. 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 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 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 regularly each year 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. 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 and 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. In discharging its responsibilities, the Committee shall have full access to all books, records, facilities and personnel of the Company.
11. 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. The Committee shall annually assess its performance and review this charter and the calendar of activities, attached as Appendix A, and submit any recommended changes thereto for approval by the Board.

#### **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:

- (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. DUTIES 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 duties 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 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, 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 and approve the initial compensation package of new members of the Executive Management, except for the CEO which requires Board approval;

- (i) conduct, when deemed advisable, personnel exit interviews with Executive Management;
- (j) review recommendations concerning material changes or amendments to the Company's compensation policies and programs and annual budgets for all non-union employees;
- (k) 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.
- (l) establish and review annually share ownership guidelines and compliance with such guidelines for directors and Executive Management and recommend any changes to the Board;
- (m) review and approve the executive compensation disclosure, including the Compensation Discussion and Analysis, to be contained in the Management Information Circular for any meeting of the shareholders;
- (n) monitor compensation trends and issues generally and particularly as they relate to the industry in which the Company operates, including peer benchmarking data;
- (o) conduct an annual shareholder outreach program related to compensation philosophy and disclosure; and
- (p) review annually and, as appropriate, recommend to the Board any changes to this Charter.

**APPENDIX A**

**COMPENSATION AND LEADERSHIP DEVELOPMENT COMMITTEE –  
ILLUSTRATIVE CALENDAR OF EVENTS**

<b>Description of Activity</b>	<b>Q1</b>	<b>Q3</b>	<b>Q4</b>	<b>As Needed</b>
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.		X		
Identify 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.		X		
Meet with Executive Management to establish corporate objectives and, subsequently, to meet independently of Executive Management to assess progress in relation to these objectives.	X		X	
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.	X		X	
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 the annual and short- and long-term incentive awards for the CEO, and recommend the same to the Board for approval.	X		X	
Approve equity-based grants in line with the Company's equity plans.			X	X
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.		X		
Review and approve the initial compensation package of new members of the Executive Management, except for the CEO which requires Board approval.				X

Description of Activity	Q1	Q3	Q4	As Needed
Oversee an orientation and education program for Executive Management.				X
Conduct, when deemed advisable, personnel exit interviews with Executive Management.				X
Review recommendations concerning material changes or amendments to the Company's compensation policies and programs and annual budgets for all non-union employees.			X	
Review and recommend to the Board compensation packages for the non-executive directors and the Chair of the Board that realistically reflect the responsibilities and risks involved in being a non-executive director and, as appropriate, a member of a committee.	X	X		
Establish and review compliance with share ownership guidelines for directors and Executive Management and recommend any changes to the Board.		X		
Review and approve the executive compensation disclosure, including the Compensation Discussion and Analysis, to be contained in the Management Information Circular for any meeting of the shareholders.	X			
Review Compensation Consultant independence	X			
Monitor compensation trends and issues generally and particularly as they relate to the industry in which the Company operates, including peer benchmarking data.		X		
Conduct an annual shareholder outreach program related to compensation philosophy and disclosure.	X	X		
Conduct an assessment of the effectiveness of the Committee and review annually the Committee Charter.			X	