



**Hemlo**

Position Description  
of the Chair of the  
Compensation Committee

January 2026

[www.hemlomining.com](http://www.hemlomining.com)

## POSITION DESCRIPTION OF THE CHAIR OF THE COMPENSATION COMMITTEE

The chair (“**Chair**”) of the compensation committee (the “**Compensation Committee**”) of the board of directors (the “**Board**”) of Hemlo Mining Corp. (the “**Company**”) has the responsibilities and duties described below.

### I. APPOINTMENT

The Chair shall be appointed, serve and be removed in accordance with the Compensation Committee’s Charter (the “**Charter**”).

### II. DUTIES OF THE CHAIR

The duties and responsibilities of the Chair are to:

#### Leadership

- provide leadership to enable the Compensation Committee to effectively carry out its duties and responsibilities as described in the Charter, and as may otherwise be appropriate;
- chair meetings of the Compensation Committee and encourage a free and open discussion at the meetings;
- assist the Compensation Committee and the individual members of the Compensation Committee in understanding and discharging their respective duties and responsibilities;

#### Committee Management

- ensure that the Compensation Committee meets as necessary or appropriate to fulfill its mandate;
- ensure that there is an effective relationship between management, the independent compensation advisor and the members of the Compensation Committee;
- establish and oversee procedures to govern the work of the Compensation Committee and the discharge of the duties of the Compensation Committee, including:
  - the establishment of meeting dates and agendas for meetings of the Compensation Committee;
  - coordination with the Corporate Secretary to notify each member of upcoming Compensation Committee meetings, including information concerning the business to be conducted at the meeting;
  - the calling of special meetings of the Compensation Committee, as needed;

- access to senior executives of the Company as the Compensation Committee may require from time to time;
  - the tabling of items requiring approval of the Compensation Committee or the review and recommendation of the Compensation Committee for approval by the Board;
  - facilitating open communication with the senior executives of the Company to ensure that the Compensation Committee receives appropriate and timely information, materials and reports from senior executives and its advisors, if any, in order to permit the Compensation Committee to effectively discharge its duties and responsibilities;
  - retaining appropriately qualified and independent compensation consultants and any other external advisors that the Compensation Committee may consider appropriate;
- oversee the assessment of the performance of the Compensation Committee at least once a year;

#### Reporting to the Board

- report to the Board, where appropriate, on matters reviewed and on any decisions or recommendations made by the Compensation Committee;

#### Other Duties

- attend meetings of shareholders and responding to such questions from shareholders as may be put to the Chair; and
- carry out such other duties as may be requested by the Board from time to time.

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