



Hemlo

Position Description
of the Chair of the
Nominating and
Governance Committee

January 2026

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POSITION DESCRIPTION OF THE CHAIR OF THE NOMINATING AND GOVERNANCE COMMITTEE

The chair (“**Chair**”) of the Nominating and Governance committee (the “**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 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 Committee to effectively carry out its duties and responsibilities as described in the Charter, and as may otherwise be appropriate;
- chair meetings of the Committee and encourage a free and open discussion at the meetings;
- assist the Committee and the individual members of the Committee in understanding and discharging their respective duties and responsibilities;

Committee Management

- ensure that the Committee meets as necessary or appropriate to fulfill its mandate;
- establish and oversee procedures to govern the work of the Committee and the discharge of the duties of the Committee, including:
 - the establishment of meeting dates and agendas for meetings of the Committee;
 - coordination with the Corporate Secretary to notify each member of upcoming Committee meetings, including information concerning the business to be conducted at the meeting;
 - the calling of special meetings of the Committee, as needed;
 - access to senior executives of the Company as the Committee may require from time to time;

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