

Board Chair's Position Description

A. INTRODUCTION

The Chair of the Board of Directors (the “**Chair**”) is responsible for the management, the development and the effective performance of the Board of Directors (the “**Board**”) of Lundin Mining Corporation (the “Corporation”), and for providing leadership to the Board for all aspects of its work. The Chair acts in an advisory capacity to the President and Chief Executive Officer (the “**CEO**”) and to other officers on all matters concerning the interests and management of the Corporation and, in coordination with the Lead Director and CEO, may play a role in the Corporation’s external relationships.

B. POWERS AND RESPONSIBILITIES

In addition to the authority and responsibilities applicable to all other directors, and in consultation with and subject to the authority and responsibilities of the Lead Director, the Chair’s powers and responsibilities shall include the following:

Board Leadership and Stewardship

1. Providing leadership to the Board and assisting the Board in reviewing and monitoring the strategy, goals, objectives and policies of the Corporation.
2. Helping ensure that the Board is alert to its obligations and responsibilities and overseeing the Board’s discharge of the duties assigned to it by law, in the constating documents of the Corporation, the Board mandate, the committee mandates, and the Corporation’s policies and guidelines.
3. Overseeing the establishment of procedures to govern the Board’s discharge of its mandate, duties and responsibilities.
4. In consultation with the Lead Director, assisting the Corporate Governance and Nominating Committee in constituting the Board and helping ensure a proper committee structure including the assignment of committee members and chairs.
5. In collaboration with the Lead Director helping ensure that, where functions are delegated to appropriate committees of the Board, the functions are carried out and results are reported to the Board in a timely manner.
6. Together with the Lead Director, communicating with the Board to keep it up to date on all major developments and helping ensure that the Board has sufficient knowledge and adequate material on a timely basis to permit it to make informed decisions.
7. Together with the Lead Director, establishing guidelines for the conduct of the Board and encouraging each director to make a significant contribution.

Meetings

8. Presiding over meetings of the shareholders of the Corporation or delegating such responsibility to the Lead Director or, if they are absent or not willing to act, to another Director.
9. Together with the Lead Director, calling and scheduling meetings of the Board.
10. Consulting with the Lead Director in fixing the agenda and determining materials for meetings of the Board.
11. Subject to Item 12, presiding over meetings of the Board or delegating such responsibility to the Lead Director and helping ensure that sufficient time is allotted during Board meetings for effective discussion of agenda items, and fostering a collaborative environment in which directors are free to express their points of view.
12. Providing opportunities for independent directors to meet in camera at each Board meeting in the absence of non-independent directors, with such in camera sessions being presided upon by the Lead Director.
13. Together with the Lead Director, working with committee chairs to coordinate the schedule of committee meetings.

Liaising with Management

14. Together with the Lead Director coordinating with, and where appropriate providing direction regarding the activities of, the Corporate Secretary.
15. Together with the Lead Director, acting as liaison between the Board and management and taking all reasonable steps to help ensure that Board decisions are properly implemented.
16. Working with the CEO to ensure management strategies, plans and performance are appropriately represented to the Board.

Engagement with Lead Director

17. Engaging with the Lead Director to facilitate communication between the Chair and the independent directors.

Communication with Shareholders and External Groups

18. Where appropriate, and in coordination with the Lead Director and the CEO, assisting in representing the Corporation to external stakeholders, including shareholders.

Other

19. Carrying out other duties as requested by the Board as a whole from time to time, depending on need and circumstance.

C. REVIEW

The Corporate Governance and Nominating Committee shall review and assess the adequacy of this position description periodically and recommend to the Board any changes it deems appropriate.

Approved: March 21, 2024