

## LEAD DIRECTOR'S POSITION DESCRIPTION

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### A. INTRODUCTION

The Lead Director shall be an independent director appointed annually by the independent members of the Board of Directors (the "**Board**") of Lundin Mining Corporation (the "**Corporation**") to act as the independent leader of the Board. The Lead Director will have a sufficient level of experience with corporate governance matters to ensure that the Board functions independently of management of the Corporation and the Chair of the Board (the "**Chair**"). If the appointment of the Lead Director is not made annually, the director who is then serving as Lead Director shall continue in that role until his or her successor is appointed.

The primary role of the Lead Director is to facilitate the functioning of the Board independently of management and the Chair, to serve as an independent leadership contact for directors and management and to assist in maintaining and enhancing the quality of the Company's corporate governance.

### B. POWERS AND RESPONSIBILITIES

In addition to the authority and responsibilities applicable to all other directors, the Lead Director's powers and responsibilities shall include the following:

#### ***General Governance and Oversight***

1. Ensuring that the Board functions independently of management and providing leadership to the Board in circumstances where the Chair or any other director has (or may be perceived to have) a conflict of interest.
2. Ensuring that the independent directors are alert to their obligations and responsibilities and fully discharge their duties as independent directors.
3. In consultation with the Chair, assisting the Corporate Governance and Nominating Committee in constituting the Board and ensuring a proper committee structure including the assignment of committee members and chairs.

#### ***Meetings***

4. At his or her discretion, calling and scheduling meetings of the Board or the independent directors.
5. Presiding over meetings of the independent directors or at *in camera* sessions of the independent directors.
6. With the consent of the Chair, presiding over regular meetings of the Board.
7. Presiding over regular meetings of the Board when the Chair is absent or in circumstances where the Chair has (or may be perceived to have) a conflict of interest with respect to matters to be acted upon.
8. Consulting with the Chair in fixing the agenda and determining materials for meetings of the Board and, at his or her discretion, adding additional items to the agenda and/or meeting materials for such meetings.



### ***Engagement with the Chair***

9. Facilitating communication between the independent directors and the Chair.
10. Debriefing the Chair on decisions reached at meetings of independent directors or at *in camera* sessions.
11. Between meetings, acting as a liaison between the independent directors, and the Chair and management of the Corporation.

### ***Other Powers and Responsibilities***

12. Where appropriate, retaining independent advisors on behalf of the Board or the independent directors.
13. Carrying out such other duties as requested by the Board or the independent directors, from time to time, depending on need and circumstance.

### **C. ANNUAL REVIEW**

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

***Approved: February 18, 2021***