

## Position Description – Chairman of the Board of Directors

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### **Mandate**

The Chairman is appointed by the Board of Directors (the “Board”) of Barrick Mining Corporation (the “Company”). The primary functions of the Chairman are to provide leadership and direction to the Board, facilitate the operations and deliberations of the Board and the satisfaction of the Board’s functions and responsibilities under its mandate.

### **Responsibilities**

In addition to the responsibilities applicable to all other directors, and subject to the authority and oversight of the Board, the Chairman’s responsibilities shall include:

#### *Functioning of the Board*

1. In consultation with the Secretary, scheduling and setting the agenda for Board meetings.
2. Presiding over meetings of the Board and assuming primary responsibility for the Board’s operation and functioning.
3. Ensuring the Board has adequate resources, reviewing the adequacy and timing of Board materials and ensuring appropriate flow of information.
4. Providing leadership to the Board in overseeing strategy and supervising management’s progress against the Company’s strategic goals.
5. Monitoring Board committees in carrying out and reporting responsibilities delegated by the Board.
6. Ensuring that sufficient time is allotted during Board meetings for effective discussion of agenda items and key issues and concerns, and fostering an environment in which directors ask questions and express their own viewpoints.
7. Providing input to the Environmental, Social, Governance & Nominating Committee on recommendations to the Board for nomination of new directors and Board committee chairs, and on succession plans for the Chairman, Lead Director and committee chair positions.
8. Facilitating the ongoing formal and informal communication with and among directors.
9. Providing opportunities for independent directors to meet at each Board meeting in the absence of non-independent directors and management. Such meetings shall be presided upon by the Lead Director, until the Chairman is considered

independent under applicable securities laws and the rules of the New York Stock Exchange.

### Leadership

10. Ensuring that Board functions are effectively carried out and, where functions have been delegated to Board committees, that the results are reported to the Board on a timely basis.
11. Ensuring that the interests of various stakeholders are considered by the Board.
12. Receiving concerns addressed to the Board from any key stakeholders about the Company's governance, strategy, corporate conduct, business integrity, sustainability and executive compensation programs, and consulting with the CEO and other directors, where appropriate, to determine appropriate responses.
13. Taking all reasonable steps to ensure that Board decisions are implemented.

### Communication with the Lead Director

14. Engaging with the Lead Director to debrief on decisions reached and suggestions made at meetings or *in camera* sessions of independent directors.
15. Engaging with the Lead Director to facilitate communication between management and the independent directors.

### Relationship with Management

16. Acting as a liaison between the directors and the CEO and taking all reasonable steps to ensure that the expectations of the Board towards management are clearly expressed, understood and respected.
17. Overseeing the development of the Company's succession plans for senior executives.
18. Working with the CEO to ensure management strategies, plans and performance are appropriately presented to the Board.
19. Conducting an annual performance evaluation of the CEO with input from the Lead Director.

### Shareholder and Other Stakeholder Relations

20. Chairing all annual and special meetings of the shareholders.
21. Facilitating communications between the Board and the shareholders.

22. Where appropriate, speaking on behalf of the Board or the Company and representing the Board at official functions and meetings with major shareholders, governments and other key stakeholders.
23. Working with the CEO to ensure that the Company has strong, productive relationships with shareholders, analysts and other stakeholders.

*Evaluating Board Effectiveness*

24. In conjunction with the Environmental, Social, Governance & Nominating Committee, evaluating Board effectiveness and suggesting improvements.
25. Initiating performance discussions with individual directors when appropriate or when requested by the Environmental, Social, Governance & Nominating Committee.
26. Meeting with directors on a one-on-one basis to assess areas where the Board and its committees can operate and individual directors can contribute more effectively.
27. Establishing objectives for the Board and reviewing such objectives with the Environmental, Social, Governance & Nominating Committee prior to soliciting Board approval.