

## Position Description – Lead Director

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### Office of the Lead Director

The Lead Director of Barrick Mining Corporation (the “Company”) shall be appointed from among the independent members of the Board of Directors (the “Board”) by a majority of the independent members of the Board. The Lead Director shall be recommended by the Environmental, Social, Governance & Nominating Committee.

The appointment of the Lead Director shall take place annually, provided that if the appointment of the Lead Director is not so made, the director who is then serving as Lead Director shall continue as Lead Director until his or her successor is appointed.

### Mandate

The primary function of the Lead Director is to facilitate the functioning of the Board independent of management and the Chairman of the Board (“Chairman”), to serve as an independent leadership contact for directors and the senior executives and to assist in maintaining and enhancing the quality of the Company’s corporate governance.

### Powers and Responsibilities

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

#### **Meetings**

1. Consulting with the Chairman regarding the agenda and ultimately approving the agenda and associated materials for Board meetings. The Lead Director may add items to the agenda in his/her discretion.
2. Approving Board meeting schedules to ensure that there is sufficient time for discussion of all agenda items.
3. Presiding over Board meetings when the Chairman is absent or in circumstances where the Chairman is (or may be perceived to be) conflicted.
4. Engaging with other independent directors to identify matters for discussion during *in camera* sessions of the independent directors.
5. Presiding over regular *in camera* sessions of the independent directors or meetings of independent directors.
6. Authorization to call meetings of the independent directors or of the Board.

### ***Communication with the Chairman***

7. Debriefing the Chairman on decisions reached and suggestions made at meetings of independent directors or during *in camera* sessions.
8. Facilitating communication between the independent directors and the Chairman, including by presenting the Chairman's views, concerns and issues to such directors and raising with the Chairman, as appropriate, views, concerns and issues raised by such directors.
9. Engaging with the Chairman between Board meetings and assisting with informing or engaging with independent directors, as appropriate.

### ***Governance Process***

10. Overseeing the annual Board and individual directors evaluation process.
11. As part of the nomination process for election or re-election to the Board, assist the Environmental, Social, Governance & Nominating Committee, by engaging with each director individually regarding the performance and functioning of the Board, its committees and other evaluation matters, as appropriate, and inquiring as to whether any director has concerns about the nomination of other directors.
12. Providing input in respect of the Chairman's annual performance evaluation of the CEO.
13. In consultation with the of the Environmental, Social, Governance & Nominating Committee, providing the Chairman with an annual performance evaluation.

### ***Shareholder Communication***

14. Being available for consultation and direct communication with shareholders and other key constituents, as appropriate.

### ***Position Description Review***

15. The Environmental, Social, Governance & Nominating Committee shall review and assess the adequacy of this Position Description annually and recommend to the Board any changes it deems appropriate.

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

16. The Lead Director shall have authority to retain independent advisors on behalf of the Board as the Board or independent directors may deem necessary or appropriate.

17. Providing leadership to the Board if circumstances arise in which the Chairman may be, or may be perceived to be, in conflict, in responding to any reported conflicts of interest, or potential conflicts of interest, arising for any director.
18. Having such authority and responsibilities as the independent directors may designate from time to time.