

MANDATE OF THE CHIEF EXECUTIVE OFFICER

INTRODUCTION

The Chief Executive Officer (the “**CEO**”) of Versamet Royalties Corporation (the “**Company**”) is responsible for managing the business and affairs of the Company in accordance with the corporate strategy, objectives, policies, mandates and authority limitations established by the Board from time to time.

RESPONSIBILITIES

Corporate Strategy and Leadership

The CEO should:

- a) develop and recommend to the Board a corporate purpose, vision and strategy designed to achieve sustainable, profitable growth with the objective of maximizing value and ensuring the long-term success of the Company;
- b) recommend strategic, operating and financial plans to the Board and ensure that such plans, once approved, are implemented, and report on the progress made and material deviations from such plans to the Board in a timely manner; and
- c) lead the execution and implementation of the Company’s strategic, operational and financial plans to achieve the Company’s long-range and short-range goals and objectives.

Community and Public Relations

The CEO will serve as the principal spokesperson of the Company and be responsible for communicating with, and developing/maintaining relationships with, the investment community, shareholders, the general public and other key stakeholders.

Corporate Culture, Ethics and Integrity

The CEO should:

- a) lead the Company in a manner consistent with its core values (including integrity and trust, flexibility and agility, respect and shared success);
- b) foster a corporate culture that promotes ethical and responsible business practices and decision making and a positive and inclusive work environment based on respect; and
- c) take all reasonable steps to satisfy the Board as to the integrity of the CEO and the other senior officers and ensure that a culture of integrity, honesty and accountability is created throughout the Company.

Governance

The CEO should:

- a) communicate in a timely fashion with the Board on all material matters affecting the Company, and present to the Board for consideration all material transactions not previously approved by the Board in strategic, operating or financial plans, or otherwise;
- b) communicate regularly with the Board on the strategic, operational and financial performance of the Company and ensure that the Board is provided with the information and access to senior officers necessary to fulfill the responsibilities of the Board; and
- c) assist the Board with the development of mandates for the Board and the committees of the Board, and such other corporate policies and mandates as deemed advisable, and in the orientation of new directors and continuing education for all directors.

Disclosure

The CEO should ensure a system is established to ensure appropriate and timely public disclosure of material information with respect to the business and affairs of the Company.

Business Management

The CEO should:

- a) provide general management of the day-to-day operations of the business and affairs of the Company, consistent with the decisions of the Board; and
- b) direct, manage and monitor the key resources of the Company (including financial, human and other resources) consistent with the Company's strategy and the strategic, operating and financial plan approved by the Board from time to time.

Risk Management

The CEO should:

- a) ensure that appropriate systems are in place to identify and manage the business risks of the Company and that such risks have been presented to, and reviewed with, the Audit Committee and/or the Board, as applicable;
- b) participate in the establishment of appropriate policies and procedures to ensure the accuracy, completeness, integrity and appropriate disclosure of the financial statements and other financial information of the Company, including in accordance with applicable securities laws, instruments, rules and policies and regulatory requirements (collectively "**Applicable Laws**");

- c) ensure that all other activities of the Company are conducted in accordance with Applicable Laws, the Company's Code of Ethics and Business Conduct, sound business practices and the policies, mandates and practices approved by the Board; and
- d) together with the Chief Financial Officer of the Company, establish and maintain through appropriate policies and procedures:
 - i. internal controls over financial reporting,
 - ii. disclosure controls and procedures, and
 - iii. if required by Applicable Laws, processes for the certification of public disclosure documents,in each case, in accordance with all Applicable Laws.

Organizational Effectiveness

The CEO should:

- a) develop and maintain a strong organization that can attract, motivate and retain the right people in the right positions to effectively accomplish the strategic objectives of the Company;
- b) ensure that the Company has an effective management team, that the Board has regular exposure to the senior officers and that there exists an effective plan for management development and succession; and
- c) recommend appointments as senior officers, monitor the performance of the senior officers and provide feedback and training as appropriate.

Compensation

The CEO should meet at least once annually with the independent directors or the members of the Company's Compensation Committee, as the case may be, to discuss the goals and objectives for, and the performance of, the other senior officers of the Company and to make a recommendation on their compensation.

CEO Performance

The CEO should meet at least once annually with the independent directors or the members of the Company's Compensation Committee, as the case may be, to discuss any amendments hereto, the goals and objectives for, and the performance of the CEO.

ADOPTED AND APPROVED by the Board on March 9, 2023.