



## MANDATE OF THE NON-EXECUTIVE CHAIR

### INTRODUCTION

The non-executive Chair (the “**Chair**”) of the Board of Directors (the “**Board**”) of Versamet Royalties Corporation (the “**Company**”) plays a critical role, leading the Board in its supervision of the management of the business and affairs of the Company. The Chair is primarily responsible for the management and effective performance of the Board and provides leadership to the Board. The Chair acts in an advisory capacity to the senior officers of the Company in all matters concerning the interests and management of the Company.

### RESPONSIBILITIES

#### Leadership

The Chair should provide leadership to the Board, including by:

- a) advancing and articulating the vision and objectives of the Board and speaking on behalf of the Board in respect of its decisions;
- b) fostering a constructive Board culture, facilitating effective oversight and promoting productive relationships among directors and with the senior officers;
- c) ensuring maximum support for the decisions of the Board and that its decisions are effectively communicated and implemented;
- d) leading, managing and organizing the Board, consistent with the approach to corporate governance established by the Board from time to time;
- e) facilitating a strong and transparent relationship with the Chief Executive Officer (the “**CEO**”) through regular meetings with the CEO;
- f) being satisfied that the responsibilities of the Board and the committees of the Board are well understood by the Board;
- g) identifying the desired skills and competencies for the Board and ensuring an effective nomination process to provide such skills and competencies;
- h) reviewing, and making recommendations with respect thereto, from time to time the committees of the Board, the chairs of such committees and the mandates of such committees;
- i) promoting Board and committee effectiveness through engagement with individual directors and committee chairs, including regularly reviewing individual director, committee and Board performance;
- j) assisting the Board in ensuring the integrity of the senior officers and that such senior officers create a culture of integrity throughout the Company;

- k) fostering the Board's role as an oversight and supervisory body and ensuring appropriate engagement with the senior officers to fulfil this role; and
- l) ensuring that the Board, committees of the Board, individual directors and senior officers of the Company understand and comply with the approach to corporate governance established by the Board from time to time.

## **Board Meetings**

In connection with meetings of the Board, the Chair is responsible for the following:

- a) scheduling, or arranging for the scheduling of, meetings of the Board;
- b) coordinating with the chairs of the committees of the Board regarding the scheduling of meetings of such committees;
- c) reviewing matters for consideration by the Board;
- d) ensuring that all matters required to be considered by the Board are presented to the Board, such that the Board is able to supervise the management of the business and affairs of the Company;
- e) setting and coordinating the Board agendas with assistance from management, ensuring the time and resources of the Board are used effectively, and coordinating information packages and related materials for Board meetings with assistance from management and in conjunction with the CEO, with input as deemed appropriate from directors;
- f) monitoring the adequacy of materials provided to the Board;
- g) ensuring that the Board has sufficient time to review the materials provided and to fully discuss the business that is presented to the Board;
- h) presiding over meetings of the Board;
- i) encouraging free and open discussion at meetings of the Board;
- j) promoting independent thinking and decision-making;
- k) building consensus, accepting opposition and preserving relationships throughout the decision-making process; and
- l) fostering a constructive tone between directors during meetings, including individual director conduct and decorum.

## **Information Flow**

- a) The Chair shall promote the delivery of information to the directors of the Company on a timely basis in order that the directors are fully apprised of all matters which are material to the directors.
- b) The Chair shall ensure that information requested by any director of the Company is provided to the director.



## Shareholder Meetings

The Chair shall preside over meetings of the Company's shareholders unless otherwise determined by the Board.

## General

The Chair shall perform such other functions as may be ancillary to the duties and responsibilities described above, and as may be delegated to the Chair by the Board from time to time.

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