

a) GENERATION MINING LIMITED

POSITION DESCRIPTION FOR THE INDEPENDENT LEAD DIRECTOR

This statement describes the appointment, role and responsibilities of the independent lead director (the "Lead Director") of the Board of Directors (the "Board") of Generation Mining Limited (the "Company"). The Company will appoint a Lead Director in circumstances in which the Chairman of the Board is not considered independent under applicable securities laws, in order to provide independent leadership to the Board and for the other purposes set forth below.

1. Purpose

The Lead Director, nominated by the Corporate Governance and Nominating Committee (the "Governance Committee") and appointed by the Board of Directors, shall be an independent director who is designated by the full Board of Directors to aid and assist the Chair and the remainder of the Board in assuring effective corporate governance in managing the affairs of the Board and the Company and to enhance and protect the independence of the Board.

2. Who may be Lead Director

The Lead Director will be selected amongst the independent directors of the Company who have a sufficient level of experience with corporate governance issues to ensure the leadership and independence of the Board.

The Lead Director will be selected by the Board of Directors and may be removed by the Board.

The Governance Committee will review annually this position description and recommend to the Board any changes that it considers appropriate.

3. Responsibilities

The following are the responsibilities of the Lead Director. The Lead Director may delegate or share, where appropriate, certain of these responsibilities with the Corporate Governance Committee and/or any other independent committee/member of the Board:

- a) Chairing Board meetings when the Board Chair/CEO is unavailable or when there is any potential conflict.
- b) Providing leadership to the Board to enhance the Board's effectiveness, including:
 - Ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected;
 - Ensuring that the Board works as a cohesive team and providing the leadership essential for this purpose;
 - Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;
 - Ensuring that a process is in place by which the effectiveness of the CEO, the Chair, the Board and its committees is assessed on a regular basis;
 - Ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed on a regular basis;
 - In association with regularly scheduled Board meetings, the Lead Director shall chair *in*

camera sessions of independent directors to discuss issues relating to the Company's business without the presence of management or the Chair and CEO and communicate with the Chair and CEO and the entire Board, as appropriate, the results of private discussions among outside directors or the results of *in camera* sessions of the independent directors;

- The Lead Director shall act as a communication channel among the directors and between directors and the Chair and CEO in respect of issues not readily or easily discussed in a formal setting;

c) Managing the Board, including:

- Assisting with the preparation of the agenda of the Board meetings;
- Adopting procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
- Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
- Ensuring that a succession planning process is in place to appoint the Chair, Chief Executive Officer, President and other members of management when necessary;
- Working with the Corporate Governance Committee and approaching potential candidates once potential candidates are identified, to explore their interest in joining the board;
- Working with the Corporate Governance Committee to consider questions of possible conflicts of interest or breaches of the Code of Business Conduct of Board members and the Chair/CEO, as such questions arise; and
- Working with the Governance Committee along with the Board to consider questions arising with respect to the Company's Anti-Bribery and Anti-Corruption Policy and Code of Business Conduct and Ethics.

d) Acting as liaison between the Board and management to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chair and CEO and President to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Company is building a healthy governance culture.

e) At the request of the Board and the CEO and/or the Chairman, or in the event of the absence or the incapacity of the Chair/CEO, the Lead Director shall represent the Company to external groups such as shareholders and other stakeholders, including community groups and governments.

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As approved by the Board of Directors on March 28, 2024