MANDATE OF THE BOARD OF DIRECTORS

1. PURPOSE

The fundamental responsibility of the Board of Directors (the "**Board**") of Wesdome Gold Mines Ltd. (the "**Company**") is to provide stewardship and governance over the management of the Company with the objective of enhancing the long-term value of the Company's assets and maximizing share value. This is done in context of the requirements under the Company's incorporating documents, applicable law and regulatory authorities' rules and regulations.

For the purposes of this Mandate of the Board of Directors, the definition of Company shall also include any Subsidiaries, as such term is defined in the *Business Corporations Act* (Ontario).

2. ROLE AND ACCOUNTABILITY

The Board's role is to set direction, assign responsibility to management for achievement of that direction, define executive limitations, and monitor performance against those objectives and executive limitations. In fulfilling this role, the Board will regularly review objectives to ensure that they continue to be responsive to the changing business environment in which the Company operates. In addition, the Board will analyze and prioritize risks the Company may face in light of their likelihood and potential impact.

The Board is accountable to the Company's shareholders and has a duty to act honestly and in good faith with a view to the best interests of the Company.

3. COMPOSITION AND MEMBERSHIP

The Board is elected by the shareholders of the Company at the Company's annual meeting of shareholders.

The Board shall be comprised of that number of directors as shall be determined from time to time by the Board, in accordance with the Company's articles of incorporation, bylaws and applicable laws.

At least a majority of Board members shall be independent directors as defined from time to time under applicable legislation and the rules of any stock exchange on which the Company's securities are listed for trading.

4. QUORUM

A majority of the Directors of the Board shall constitute a quorum. No business may be transacted by the Board except at a meeting of Directors at which a quorum of the Board is present, or by unanimous written consent.

5. MEETINGS AND PROCESS

The Board shall meet at least four times annually, or more frequently as circumstances require. Meetings of the Board may be held in person and/or by telephone or video conference. Directors shall be provided with a minimum of 48 hours' notice of meetings. The notice period may be waived by each individual Director.

The Board Chair, if present, will act as the chair of meetings of the Board and shall establish the agenda of the meeting and, where possible, ensure that materials are circulated sufficiently in advance to provide adequate time for review prior to the meeting.

The Board may ask members of management or others to attend meetings or to provide information as necessary.

In order to properly carry out its responsibilities, the Board may retain outside consultants.

At each meeting of the Board, there shall be an *in camera* session of only the independent Directors.

6. RELATIONSHIP WITH THE CHIEF FINANCIAL OFFICER (THE "CFO")

The CFO is indirectly accountable to the Audit Committee and is responsible for the timeliness and integrity of the financial reporting and information presented to the Board. Board-related responsibilities of the CFO will also include acting as the chief advisor to the Audit Committee of the Board.

7. RELATIONSHIP WITH THE CORPORATE SECRETARY

The Corporate Secretary is accountable to the Board and is responsible for the integrity of i) the Company's corporate records; and ii) the Company's governance framework. Board-related responsibilities of the Corporate Secretary will also include acting as the chief advisor to the Board on matters of corporate governance.

8. DUTIES AND RESPONSIBILITIES

a. Strategic Goals, Performance Objectives and Operational Policies Based on the Best Interest of the Company

- Approve both long-term and short-term vision and strategic plans.
- Review and approve, at least annually, management's operational plans to ensure they are consistent with long-term and short-term vision and strategic plans.
- Approve strategic and operational policies within which management will operate in relation to: acquisitions, risk management, relationships with significant shareholders, and reporting information and determine what, if any, executive limitations may be required in the exercise of the authority delegated to management.
- Conduct a regular review of the operational and capital resources required to implement the Company's business strategy, as well as the regulatory, environmental, social, cultural or governmental constraints on the business.

b. Business Performance Monitoring

- Monitor business performance against both short-term and long-term strategic plans, annual performance targets, compliance with Board policies and the effective management of risk.
- Consider the recommendation of the Audit Committee, approve major changes to the Company's accounting principles, policies and practices as suggested by the independent auditors.
- Consider the recommendation of the Audit Committee, approve the retention of or any discharge of auditors should circumstances warrant.

c. Supervision over Senior Management, Compensation and Succession Planning

- Approve the appointment of the Chief Executive Officer ("**CEO**") and delegate to the CEO the authority to manage and supervise the business of the Company and to do so in a way that promotes an environment of integrity.
- Approve the position description for the CEO that includes the roles and responsibilities of the CEO, including corporate goals and objectives that the CEO has responsibility for meeting, and the basis upon which the CEO is to interact with and report to the Board. At least annually, with the assistance

of the Compensation and Human Resources Committee, review this position description and such goals and objectives.

- Approve the appointment of executive management with complementary skills and expertise to ensure that the Company is supported by an appropriate organizational structure for the sound management of the business and affairs of the Company.

- Considering the recommendation of the Compensation Committee, approve the Company's compensation model, policies and equity incentive plans for the CEO and executive management.

- Review and approve annual performance expectations and corporate goals and objectives for the CEO and executive management, ensuring they are linked appropriately to business performance as well as market conditions.

- Review the performance of the CEO and approve the annual compensation of the CEO on the recommendation of the Compensation and Human Resources Committee.

- Review the performance of executive management and approve the annual compensation for executive management on the recommendation of the Compensation and Human Resources Committee and the CEO.

- Approve all equity-based awards and applicable vesting terms in accordance with the provisions of respective equity plans approved by the board and shareholders, from time to time.

- To the extent feasible, satisfy itself as to the integrity of the CEO and executive management, and that the CEO and executive management create a culture of integrity throughout the organization.

- Approve policies and practices to enable the Company to attract, develop and retain the human resources required to implement the Company's business strategy including a review of leadership development and talent management activities.

- At least annually, review, with the assistance of the Governance and Nominating Committee and the Compensation Committee, succession plans for the Chair of the Board, the CEO and executive management of the Company.

- Review and approve share ownership guidelines for the CEO and senior executives, if applicable.

- Review and approve CEO expenditures and other actions or transactions falling outside of approved authorization limits.

- Review and approve significant outside Board appointments and public service commitments by the CEO.

d. Risk Management (Tolerance, Identification and Monitoring)

- Receive presentations and other information to understand the significant and emerging risks to which the Company is exposed. This includes identifying reputation and legal risks associated with operations, material risks and emerging risk issues and trends.

- Monitor, at least annually, the Company's risk management performance and obtain reasonable assurance that the Company's risk management policies for significant risks are being adhered to.

- Review and approve significant risk management policies and procedures recommended by the Company's management, and review periodically, but at least once a year, the management programs related thereto to oversee compliance with such policies and procedures.

- Incidental to the Board's overall responsibility for risk policies and procedures, review and approve internal control policies and the effectiveness of internal control procedures, with consideration to the recommendations of the Audit Committee.

- Review and approve any other matters required by regulators from time to time.

e. Effective Communications

- Ensure that effective communication is in place between the Board and the Company's shareholders and other stakeholders; however, primary responsibility for communications with shareholders is shared between the CEO and the Board Chair.

- Ensure that the financial performance of the Company is reported to shareholders on a timely, regular and non-selective basis.

- Ensure that there are measures in place for receiving feedback from stakeholders.

f. Corporate Governance

- Set the tone for the integrity, ethics and corporate culture throughout the Company and ensure that the appropriate structures and programs are in place to meet and maintain the highest rules of ethics, compliance and conduct.

- Establish an appropriate system of corporate governance and corporate governance practices and principles, including practices to facilitate the Board's independence.

- Review and approve changes to corporate governance policies associated with ensuring an effective system of corporate governance.

- Approve procedures relating to the conduct of the Company's business and the fulfilment of the responsibilities of the Board. These processes may include those related to the conduct of directors, Board meeting procedures, meeting agenda formulation, management reporting, and evaluation of Board, Board Chair, Board committee, committee chair and individual Director performance.

- Confirm that management processes are in place to address and comply with applicable regulatory, corporate and securities requirements.

- With consideration to the composition guidelines set out in each of their mandates and the recommendation of the Board Chair, the independent members of the Board shall appoint the members and Chairs of the Board's committees annually or as needed to fill vacancies.

- With consideration to recommendations made by the Governance and Nominating Committee, establish or disband Board committees and if appropriate, approve changes to committee charters. The Board may delegate certain functions to these committees and notwithstanding such delegation, the Board retains its oversight function and ultimate responsibility for these delegated functions.

- Approve the necessary and desirable competencies of directors, including the development of a skills matrix identifying the key attributes of director nominees.

- Approve candidates for appointment or nomination to the Board.

- Ensure that all new directors receive a comprehensive orientation and that there are ongoing educational opportunities for directors.

- Clarify and communicate the expectations and responsibilities of individual directors

- Review and approve shareholder proposals to be presented at the shareholder meetings, if any.

- Review and approve any changes to director compensation.

- Approve any recommendations regarding a change in the size of the Board.

- Annually, with the assistance of the Board Chair and the Governance and Nominating Committee, conduct an evaluation of the Board, Board Chair, Board committees, committee chair and individual director performance.

- Appoint a Corporate Secretary with the required skills and expertise to ensure the integrity of the Company's corporate records and governance framework, and supervise the performance of the Corporate Secretary.

- Ensure that a recording secretary is selected for each meeting of the Board and that minutes of meetings are recorded and maintained in the corporate records of the Company.

- Annually, with the assistance of the Board Chair and the Governance and Nominating Committee, review and assess the adequacy of this Mandate and, as necessary, revise the Mandate.

g. Other

- Approve disclosure documents required to be approved by the Board under securities laws, regulations or the rules of any applicable stock exchange, including annual and quarterly financial reports, the management information circular, the annual information form and all material press releases.

- Review and approve all material transactions not in the ordinary course of business.

- Receive any reports on any departures from the Code of Business Conduct and Ethics or other related information.

- Retain accounting, legal, consulting or other expert advice from a source independent of management, at the expense of the Company, as it may from time to time deem necessary or advisable for its purposes.

9. REVIEW AND APPROVAL

The Governance and Nominating Committee shall review annually this Policy and recommend appropriate changes to the Board.

10. CONTACT DETAILS

If you have any questions or concerns regarding this Mandate, please contact the VP, General Counsel & Corporate Secretary via email at robert.kallio@wesdome.com.

Dated: November 4, 2025

Approved by: Board of Directors