



IAMGOLD CORPORATION
NON-EXECUTIVE CHAIR OF THE BOARD
POSITION DESCRIPTION

General

The non-executive Chair of the Board shall be responsible for leadership in the effective functioning of the board of directors of the Corporation. In discharging his/her responsibility, the Chair will, from time to time, (i) provide leadership to the Board on specific issues, (ii) assist the Board in performing its duties and meeting its obligations, including the duties and obligations of the Board specified in the charter of the Board relating to strategic planning, (iii) act as the spokesperson for the Board, (iv) act as an intermediary between the Board and the chief executive officer of the Corporation (the "CEO"), and (v) provide advice and counsel to the CEO.

Specific Responsibilities

Without limiting the generality of the responsibility of the Chair as described in the General section above, the Chair shall:

- 1) schedule the number and timing of Board meetings each calendar year such as to enable the Board to deal on a timely basis with all matters for which the Board is responsible;
- 2) in consultation with the chairs of the Board committees and, after consulting with the CEO and other senior officers of the Corporation ("Management"), establish the agenda for each Board meeting with a view to bringing before the Board (i) matters in respect of which the chairs of Board committees, the CEO or other members of Management require or want Board direction or approval, and (ii) matters with which the Board wishes or is obliged to deal;
- 3) review and assist Management in a reasonable time in advance of each Board meeting to provide all reasonably required and available information relating to each matter to be dealt with by the Board at that meeting;

- 4) where, in the Chair's opinion, the subject matter and expected duration of a Board meeting or the particular circumstances of a member of the Board (a "Director") would so warrant, encourage a Director or Directors to participate in the meeting by means of telephone, teleconference, videoconference or other methodology by which Directors participating in the meeting are able to speak to and be heard by each other;
- 5) approve the general nature and length of all presentations to be made at each Board meeting and review written presentations to be made to the Board before such written presentation is provided to Directors;
- 6) at the Chair's discretion prior to any Board meeting, confer with one or more Directors on any matter to be discussed at the Board meeting

Conduct of Board Meetings

- 7) act as the chair of each Board meeting at which the Chair is present;
- 8) conduct the business of each Board meeting in a manner that would generally result in all matters on the meeting's agenda being dealt with effectively; without limiting the generality of the foregoing, endeavor to frame and focus the discussion of any such matter;
- 9) propose the termination of discussion on any matter at a Board meeting when he/she is of the opinion that the matter has been thoroughly canvassed and that no new points of view or information are being presented (with the understanding that the Chair's discretion in such cases will be exercised so as to err on the side of allowing excessive discussion rather than insufficient discussion);
- 10) allow all Directors who wish to address a matter at a Board meeting, are afforded a reasonable opportunity to do so at that Board meeting;
- 11) attempt to achieve a consensus of Directors on any matter discussed at a Board meeting in respect of which (i) the Board's decision, views or advice has been requested or is required, and (ii) Directors express conflicting positions, views or advice;

- 12) in any case where a Director (the “conflicted Director”)
- a) is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, or
 - b) is a director or an officer of, or has a material interest in, any person who is a party to a material contract or transaction or proposed material contract or transaction with the Corporation, arrange for such conflicted Director to excuse himself/herself from the entirety of that portion of any Board meeting at which the Board votes on any such material contract or transaction;

Board Culture

- 13) use reasonable efforts to promote and support a Board culture characterized by
- i) the Board's acceptance of its accountability for the performance of the Corporation;
 - ii) the acceptance by each Director of his/her responsibility to use his/her best efforts in carrying out his/her duties as a Director;
 - iii) the Board's insistence on the highest level of integrity and honesty in the actions of the Board and Management;
 - iv) respect and trust amongst Directors;
 - v) the open and timely sharing of all relevant information amongst all Directors;
 - vi) acceptance by all Directors of the right of every Director to hold and express dissenting opinions;
 - vii) a genuine commitment by Directors to good governance practices; and
 - viii) a willingness on the part of Directors to function in a collaborative manner;

Shareholder Meetings

- 14) assist the Nominating and Governance Committee and Management in developing the agenda for the annual and special meetings of shareholders;
- 15) as required, communicate with specific shareholders, shareholder advocacy groups and proxy advisory firms on matters to be brought before a shareholders meeting
- 16) Chair each meeting of shareholders;

Spokesperson on Board and Shareholder Matters

- 17) In consultation with Management, represent the Board in meeting with individual shareholders, potential investors, shareholder advocacy groups and proxy advisory firms as requested and required;
- 18) act as the Corporation's spokesperson on board matters

Board Composition, Education and Compensation

- 19) assist the Nominating and Governance Committee of the Board in:
 - i) the identification of appropriate Board candidates to be nominated for election by the shareholders of the Corporation;
 - ii) communicating on behalf of the Board with all proposed nominees for election by the shareholders of the Corporation;
 - iii) arranging for Management to provide new Directors with a comprehensive orientation and education program with respect to the Corporation and its businesses;
 - iv) designing and implementing processes for evaluating the performances of the Board and individual Directors;
 - v) bringing to the Board's attention on a timely basis of changes in the law and/or best practice respecting the duties of the Board and Directors; and

Board Committee Matters

- 20) assist Nominating and Governance Committee in developing recommendations to the Board with respect to the composition and chairs of the committees of the Board;
- 21) assist the Nominating and Governance Committee in regularly reviewing the mandate of the Board with a view to recommending to the Board appropriate amendments to the Board's mandate;

Miscellaneous Matters

- 22) attend as many committee meetings as practicable as an observer for the purpose of assisting the committees to meet their obligations under their charters;
- 23) assist the Board, each committee of the Board and Management in understanding and respecting the boundaries between the responsibilities of the Board and Board committees and the responsibilities of Management;
- 24) at the request of any Director, meet or be available for discussion with that Director between meetings of the Board;
- 25) following each meeting of the Board, settle with the secretary of the meeting draft minutes of the meeting for approval by the Directors;
- 26) advise Management of each decision made by the Board which requires implementation by Management;
- 27) review the corporate secretarial activities of the person who from time to time performs the function of the Corporate Secretary of the Corporation;
- 28) where the Chair deems it appropriate to do so, authorize any Director to retain at the expense of the Corporation legal counsel or other person(s) possessed of relevant expertise to advise the Director in connection with the Director's discharge of his/her duties as a Director of the Corporation;

- 29) maintain a familiarity with the experience, skills, capabilities and successional potential of members of Management;
- 30) provide counsel to, and assessment of the progress of, any new CEO of the Corporation following the implementation of any CEO succession plan approved by the Board; and
- 31) perform such other functions as the Board may reasonably specify from time to time.