

# SSR Mining Inc.

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## 2024 Proxy Statement

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6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237  
[www.ssrmining.com](http://www.ssrmining.com)



April 12, 2024

Dear Shareholder:

We are pleased to invite you to the Annual and Special Meeting of the Shareholders of SSR Mining Inc., which will be held virtually on May 23, 2024 at 10:00 a.m. MDT (Denver).

We will be meeting in May with the Çöpler incident still very much our central focus. Our deepest sympathies and condolences are with the families, friends, colleagues and communities impacted by the incident.

While our Çöpler operations remain suspended and remediation efforts are underway, we continue to remain focused on the rest of the Company's operations. Every day, our people work tirelessly to continue to build a leading free cash flow-generative mining company that operates responsibly and sustainably. The talent, dedication, resilience, and ingenuity of our employees working towards this goal has shone through every step of the way.

We see that in efforts our people are making with the remediation at Çöpler, and we see it in the efforts made every day at each of our facilities. Over the last few months, what continues is the commitment to our core company values — People and Culture, Sustainability, Health, Safety and Risk, Business Excellence, Innovation and Growth. The strength of our values have never been more important as they underpin everything we do and support us in establishing the healthy, dynamic work culture necessary to achieve our vision, a culture where every employee feels safe, valued and empowered to make a positive impact at work.

The Annual and Special Meeting provides us with a valuable opportunity to consider matters of importance to the Company with Shareholders, and we look forward to your participation. The accompanying Notice of Annual and Special Meeting of Shareholders and Proxy Statement describes the business to be conducted at the meeting and provides information on SSR Mining Inc.'s approach to executive compensation and governance practices. We invest significant time and effort to ensure our compensation programs are competitive in the market and appropriately aligned with the achievement of business results and long-term Shareholder interests. Annually, we conduct a Shareholder outreach program and the disclosures contained in the accompanying Proxy Statement reflect feedback received during our outreach efforts.

**Your participation in the affairs of the Company is important to us and we encourage you to vote your Shares.**

If you have any questions about the information contained in this Proxy Statement or require assistance in voting your Shares, please contact Laurel Hill Advisory Group, our proxy solicitation agent, by calling toll-free at 1-877-452-7184 (for Shareholders in Canada or the United States) or 1-416-304-0211 (for Shareholders outside North America) or by e-mail at assistance@laurelhill.com. If you are a holder of SSR Mining Inc.'s CHES depositary interests in Australia, you can contact Laurel Hill Advisory Group by calling toll-free at 1-800-861-409 or by e-mail at assistance@laurelhill.com.

The Board of Directors and management look forward to your participation at the Annual and Special Meeting and thank you for your continued support.

Sincerely,



*/s/ Rod Antal*  
\_\_\_\_\_  
Rod Antal  
Executive Chairman



*/s/ A.E. Michael Anglin*  
\_\_\_\_\_  
A.E. Michael Anglin  
Lead Independent Director

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## NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

**Date and Time:** May 23, 2024, 10:00 a.m. MDT (Denver)

**Place:** The Annual and Special Meeting will be held as a virtual meeting via live webcast on the Internet. Because the meeting is completely virtual and being conducted via the Internet, shareholders will not be able to attend the meeting in person. You will be able to attend the Annual and Special Meeting, vote and submit your questions on the day of the meeting via the Internet by visiting <https://meetnow.global/M2MZMTZ> and entering the control number included on your proxy card.

**Items of Business:**

- To elect the directors named in this Proxy Statement, each to serve until the next annual meeting of shareholders and until their respective successors are elected and qualified, or until their earlier resignation or removal;
- To approve on an advisory (non-binding) basis, the compensation of the Company's named executive officers disclosed in this Proxy Statement;
- To approve, ratify and confirm the Company's 2024 Share Compensation Plan, as more particularly described and set forth in this Proxy Statement;
- To ratify the appointment of PricewaterhouseCoopers LLP, United States as our independent registered public accounting firm for fiscal year ending December 31, 2024;
- To transact other business that may properly come before the Annual and Special Meeting, or any adjournments or postponements thereof.

**Record Date:** The Board of Directors set March 28, 2024 as the record date for the Annual and Special Meeting (the "Record Date"). Only shareholders of record at the close of business on the Record Date are entitled to receive notice of, and to vote at, the Annual and Special Meeting.

**Voting:** **Your vote is very important.** Whether or not you plan to attend the Annual and Special Meeting virtually, we encourage you to read the Proxy Statement and submit your proxy or voting instructions as soon as possible. You can vote your shares electronically via the Internet, by telephone or by completing and returning the proxy card or voting instruction card if you requested paper proxy-related materials. Voting instructions are printed on your proxy card and included in the accompanying proxy statement. You can revoke a proxy at any time prior to its exercise at the Annual and Special Meeting by following the instructions in the Proxy Statement.

Important Notice Regarding the Availability of Proxy Materials for the Annual and Special Meeting: The Company is sending out proxy-related materials to Shareholders using the notice-and-access mechanism that came into effect on February 11, 2013 under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*. Notice-and-access is a set of rules that allows issuers to post electronic versions of proxy-related materials (such as proxy statements and annual financial statements) online rather than mailing paper copies of such materials to Shareholders. Our annual report on Form 10-K for the year ended December 31, 2023 and the 2024 Proxy Statement are available free of charge at [www.ssrmining.com](http://www.ssrmining.com), and the Company's page on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)) and SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). You can also request copies of these documents by contacting the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by telephone at 1-866-962-0498.

By order of the Board of Directors,

/s/ Michael J. Sparks

Michael J. Sparks  
Corporate Secretary  
April 12, 2024

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## ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS CDI VOTING PROCESS

The 2024 Annual and Special Meeting (the “Annual Meeting”) of holders of common shares (“Shareholders”) of SSR Mining Inc. (the “Company”) will be held virtually on May 23, 2024 at 10:00 a.m. MDT (Denver). The Annual Meeting provides Shareholders with an opportunity to participate directly in the affairs of the Company. Please see the accompanying Notice of Annual and Special Meeting for further details.

As the common shares of the Company are listed on the Australian Securities Exchange (the “ASX”) in the form of CHESS Depository Interests (“CDIs”), the Company would like to remind CDI holders of the particular requirements and restrictions that their votes will be subject to. Each CDI represents a beneficial interest in one common share of the Company. CDI holders do not actually own direct legal title to common shares, which is held for and on behalf of CDI holders by CHESS Depository Nominees Pty Ltd. (“CDN”), a wholly owned subsidiary of ASX Limited. This structure exists because the Company is listed on a Canadian exchange with a right to have its securities traded on the ASX by way of CDIs.

This arrangement impacts how CDI holders can record their votes for the matters to be tabled at the Annual Meeting. As CDIs are technically rights to common shares held on behalf of CDI holders by CDN, CDI holders need to provide confirmation of their voting intentions to CDN before the Annual Meeting. CDN will then exercise the votes on behalf of CDI holders. If a CDI holder wishes to vote, they must register their vote with CDN by using the CDI Voting Instruction Form (“VIF”) provided.

CDI holders who have questions about the information contained in this Proxy Statement or require assistance with voting can contact our proxy solicitation agent, Laurel Hill Advisory Group, for assistance by calling toll-free at 1-800-861-409 or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

To have a CDI vote counted, CDI holders must return their completed VIF to CDN no later than 12:00 p.m. on May 20, 2024. This deadline has been set to allow CDN sufficient time to collate the votes of CDI holders and submit them to the Company no later than 5:00 p.m. MDT (Denver) on the second business day preceding the date of the Annual Meeting or any adjournment thereof.

The Company appreciates your support and your interest in the Company and looks forward to your continued support. The Company encourages CDI holders to lodge their votes ahead of the Annual Meeting in the manner specified above.

Yours Sincerely,

SSR MINING INC.

/s/ Rod Antal  
Rod Antal  
Executive Chairman



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# BUSINESS OF THE MEETING

The 2024 Annual and Special Meeting (the “Annual Meeting”) of holders of common shares (“Shareholders”) of SSR Mining Inc. (“SSR Mining,” the “Company,” “we,” “us” and “our”) will take place on May 23, 2024 at 10:00 a.m. MDT (Denver).

This Proxy Statement references policies, guidelines and other documents of the Company that are located on the Company’s website. The information on our website, including specific documents we reference, are not, and shall not be deemed to be, a part of this Proxy Statement or incorporated into any other filings we make with the United States Securities and Exchange Commission (the “SEC”) on EDGAR or with Canadian regulatory authorities through SEDAR+.

## Meeting Format

The Annual Meeting will be a completely virtual meeting of Shareholders through an audio webcast live over the Internet. There will be no physical meeting location. The Annual Meeting will only be conducted via an audio webcast. Please go to <https://meetnow.global/M2MZMTZ> to access and participate in the Annual Meeting. Any Shareholder may attend and listen live to the webcast of the Annual Meeting over the Internet at such website. Shareholders as of the record date may vote and submit questions while attending the Annual Meeting via the Internet by following the instructions listed on your proxy card. The webcast starts at 10:00 a.m. MDT, on May 23, 2024. We encourage you to access the Annual Meeting prior to the start time.

You may vote by telephone, over the Internet or by completing, signing, dating and returning your proxy card as soon as possible. For more information on how to attend and participate in the Annual Meeting online, please refer to the “General Voting Matters” and “Voting Instructions” sections of this Proxy Statement.

Shareholders or duly appointed proxyholders may submit questions during the Annual Meeting via the virtual meeting interface. Any questions regarding procedural matters or directly related to the motions before the Annual Meeting will be addressed after the presentation of all business items. All other questions will be addressed during the question and answer period at the conclusion of the formal part of the Annual Meeting. Specific instructions for accessing the webcast, submitting questions, or for technical support, please refer to “Appendix C: How to Participate in the Meeting Online” attached to this Proxy Statement.

## Record Date and Entitlement to Vote

Only holders of the Company’s common shares (the “Shares”) as recorded in our stock register at the close of business on March 28, 2024 (the “Record Date”), may vote at the Annual Meeting. On March 28, 2024, there were 202,089,818 Shares issued and outstanding. As of the date of this Proxy Statement, the Company has not issued any shares of preferred stock, no Shares have multiple voting rights and there are no non-voting Shares. Each Share is entitled to one vote per Share on any matter submitted to a vote of our Shareholders.

## Items of Business

		Voting Recommendation
Proposal 1:	To elect the directors named in this Proxy Statement, each to serve until the next annual meeting of shareholders and until their respective successors are elected and qualified, or until their earlier resignation or removal.	<b>FOR</b> each nominee
Proposal 2:	To approve on an advisory (non-binding) basis, the compensation of the Company’s named executive officers disclosed in this Proxy Statement.	<b>FOR</b>
Proposal 3:	To approve, ratify and confirm the Company’s 2024 Share Compensation Plan, as more particularly described and set forth in this Proxy Statement.	<b>FOR</b>
Proposal 4:	To ratify the appointment of PricewaterhouseCoopers LLP, United States as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024.	<b>FOR</b>

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Aside from the aforementioned voting matters, the Company's board of directors ("Board of Directors" or the "Board") knows of no matters to be presented at the Annual Meeting. If any other matter is properly brought before the Annual Meeting, Shares represented by all proxies received by the Board will be voted with respect thereto in accordance with the judgment of the persons appointed as proxies.

## Voting Policies

Under the Company's majority voting policy, all general business matters to be considered at the Annual Meeting will each be determined by a majority of votes cast at the Annual Meeting by proxy or in person. General business matters include the election of each nominee proposed for election as a director of the Company in an uncontested election, the advisory say-on-pay vote, and the ratification of the Company's auditors, among other general business matters as set forth in the Company's articles.

Special business matters to be considered at the Annual Meeting will each be determined by two-thirds of votes cast at the Annual Meeting by proxy or in person. Special business matters include, but are not limited to, approval of mergers or business combinations and approval of amendments to the Company's articles.

## General Information

### *Common Shares Outstanding*

As of the close of business on March 28, 2024, there were 202,089,818 Shares outstanding. The Shares trade under the symbol "SSRM" on the Toronto Stock Exchange ("TSX") and the Nasdaq Stock Exchange ("NASDAQ"), and under the symbol "SSR" on the Australian Securities Exchange ("ASX").

### *Principal Holders of Voting Securities*

Based on information available to the Company and to the knowledge of the directors and executive officers of the Company, other than those Shareholders identified in the "Security Ownership of Certain Beneficial Owners and Management" section of this Proxy Statement, no person, firm or Company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities of the Company carrying more than 5% of the voting rights attaching to the total number of issued and outstanding Shares of the Company.

### *Currency*

Unless otherwise specified, all dollar amounts herein are expressed in United States dollars. Canadian dollars will be designated as "C\$." The rates of exchange, as reported by the Bank of Canada, on December 31, 2023 and March 28, 2024, were:

	December 29, 2023		March 28, 2024		
<b>US\$</b>	\$1.00	\$0.76	<b>US\$</b>	\$1.00	\$0.74
<b>C\$</b>	C\$1.32	C\$1.00	<b>C\$</b>	C\$1.36	C\$1.00

### *Date of Information*

Except as otherwise stated, the information contained herein is given as of March 28, 2024.

## Annual Report on Form 10-K and Additional Information

A copy of our annual report on Form 10-K for the year ended December 31, 2023, as filed with the SEC, is available to Shareholders without charge upon written request directed to the Corporate Secretary of SSR Mining Inc. at 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237. The Company makes available on or through our website, free of charge, our annual report on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and all amendments to such reports filed pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended (the "Exchange Act") as soon as reasonably practicable after filing. Such



filings are also available, free of charge, through the SEC's EDGAR system and on the Company's profile on SEDAR+.

Additional information relating to SSR Mining is available on our website at [www.ssrmining.com](http://www.ssrmining.com), and under the Company's profile on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)) and on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). Financial and other information of SSR Mining is provided in its audited consolidated financial statements and management's discussion and analysis for the financial year ended December 31, 2023, and in our annual report of Form 10-K which can be found under our profile on SEDAR+ and will be sent without charge to any security holder upon request by contacting the Corporate Secretary of SSR Mining Inc. at 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237, or by telephone at (303) 292-1299.

## Shareholder Engagement

Shareholder outreach is conducted at least annually in an effort to maintain an open and ongoing dialogue with our Shareholders and understand their expectations. Following the publishing of our proxy statement and prior to the annual meeting, we regularly engage directly with Shareholders to discuss our compensation methodology and/or other subjects.

Shareholder outreach is generally conducted by the chair of our Compensation and Leadership Development Committee (the "Compensation Committee") and our Chief Legal and Administrative Officer, but other members of management and our independent directors participate in these meetings as appropriate to the subject matter of the discussion. In 2023, we engaged with a number of Shareholders who responded to our invitation and discussions generally focused on our compensation programs, governance and diversity. The feedback gathered in these meetings was brought back to the Board for consideration.

We also offer a variety of other forums and opportunities to interact and communicate with our Shareholders, including our quarterly earnings calls, investor meetings, industry conferences, press releases, regulatory filings, the Proxy Statement, the Annual Meeting, and a direct investor relations phone line.

## Communications with the Board

The Board welcomes engagement with our Shareholders. Our Shareholders or other non-affiliated persons may communicate with our Board or individual directors by mail addressed to the Board or an individual director c/o SSR Mining Inc., 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237, Attn: Chief Legal and Administrative Officer. Communications from our Shareholders will be forwarded to the Board or the appropriate director on a timely basis. While all Board members are not required to attend the Annual Meeting, at least one Board member will be in attendance at the Annual Meeting to discuss any concerns and answer any questions from Shareholders. Mr. Anglin, Mr. Antal, Mr. Bates, Mr. Booth, Mr. Fish, Ms. Fisher, and Ms. Priestly attended our 2023 annual meeting of Shareholders.

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# ENVIRONMENTAL, HEALTH, SAFETY, SUSTAINABILITY AND COMMUNITY

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On February 13, 2024, the Company suspended all operations at its Çöpler property as a result of a significant slip on the heap lead pad (the “Çöpler Incident”). Containment and remediation efforts are ongoing, which are being directed by the Turkish government and supported by the Company. The heap leach processing used at the Çöpler mine incorporates a number of chemical properties, including sodium cyanide and other reagents. The Turkish government is conducting environmental monitoring of surface water, groundwater, soil and air quality in the region with respect to potential contamination. Public comments from the Turkish government indicate that, to date, the testing results have been negative with respect to potential contamination in the locations being monitored. These results are preliminary and additional testing will be conducted in the surrounding area. For further information about the Çöpler Incident, see the Company's Annual Report on Form 10-K filed with the SEC on February 27, 2024.

## Commitment to Sustainability

Our vision is to deliver sustainable value for all stakeholders through responsible mining. People and the environment are our most important resources, and we are committed to safeguarding them both now and for the future. We recognize the catalyst role our operations can play in local communities and commit to leaving a positive legacy. We take a long-term view of our sustainability responsibilities and are committed to having strong sustainability standards and targets, as well as plans, procedures and metrics in place, to ensure our commitments are met.

At SSR Mining, ultimate responsibility for our sustainability programs and performance sits with the Board of Directors. The Board is supported in this regard by the Technical, Safety and Sustainability Committee (the “TSS Committee”), which monitors and reviews our practice and performance in areas of safety, community and environmental management (including water management and climate change). The TSS Committee meets formally at least four times a year, with additional meetings held as required. The charter of the TSS Committee is available on our website.

Sustainability is also a key responsibility for our executive and site teams. Our approach to sustainability is underpinned by the principle of collective responsibility and a belief that every employee must contribute to achieving our sustainability commitments. To reflect our commitment to sustainability, for employees eligible to receive annual short-term incentive compensation, a material component of the annual short-term incentive compensation performance metrics for the business are linked to the achievement of environmental, health, safety and sustainability (“EHS&S”) targets across the business.

We also expect our suppliers to respect our commitment to sustainability and the principles outlined in our Code of Conduct, a copy of which is available on the Company's website at [www.ssrmining.com](http://www.ssrmining.com). We also encourage our major suppliers to be certified to industry best practice standards and require evidence that they have health and safety management plans in place.

## Sustainability Report

The Company publishes an ESG and Sustainability Report that sets out in detail the Company's EHS&S initiatives and policies, including our approach to ESG. A copy of the latest SSR Mining ESG and Sustainability Report can be found on our website at: [http://www.ssrmining.com/corporate\\_responsibility](http://www.ssrmining.com/corporate_responsibility). Shareholders are encouraged to read our full ESG and Sustainability Report for more detailed information.

## Environment

Being responsible environmental stewards is a critical part of our business. By using natural resources, water and energy efficiently, recycling waste, and working to protect biodiversity, we expect to be able to deliver long term

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value to all stakeholders and leave a positive legacy. Our approach to environmental management is set out in our Environmental and Sustainability Policy, which is available on our website.

We manage our operations in strict compliance with all relevant environmental standards. One way we monitor our environmental performance is by tracking the number of environmental incidents related to our activities, even when they are minor and contained within the mine site.

Tailings are a common waste product generated by the mining process. We manage our tailings facilities responsibly and in line with international standards and local regulations to meet site specific conditions. In February 2019, the International Council on Mining and Metals, the Principles for Responsible Investment and the UN Environment Programme began developing the Global Industry Standard on Tailings Management (“GISTM”). During 2023, we continued to align our operations and practices to the expectations of the GISTM. As we assess our compliance with the GISTM, we will continue to use the ESG and Sustainability Report to disclose our progress.

Safe and responsible cyanide management is critical to our operations and our social license to operate. We use cyanide in the plants at our gold operations to separate the gold from the ore. Proper and robust cyanide management is essential to prevent risk to both human health and the environment. We strive to adhere to good practice for the safe transportation, storage, use and disposal of cyanide. The foundation of our approach to cyanide management is built on strict operating standards and governed by legal requirements. It is also informed by industry best practices and the requirements of International Cyanide Management Code (“ICMC”). Our Marigold mine in Nevada was the first mine certified to ICMC standard and we are committed to aligning and certifying over time all our operations to ICMC standard.

## Health and Safety

The Company is committed to the overall health and safety of its employees, contractors, and the communities in which they operate. We believe that our employees and business partners are critical to our success as a business, and we are committed to providing a safe working environment for them. We remain committed to the principle of safe production and firmly believe occupational injuries and illnesses are preventable, and to provide a workplace that fulfills such objectives. Our Health and Safety policy applies to all employees and contractors working across our business. The policy is backed up by robust enterprise and site-specific safety management plans and systems which align with the international best practice standards OHSAS18001 and ISO45001. We regularly assess the safety and health-related risks across each part of our mines. These assessments ensure that we are aware of the specific risks in each part of the mine and inform us that the most appropriate critical controls are in place. Further to this, our safety plans follow a risk mitigation hierarchy of control which includes the identification of risk, assessment of controls and the implementation of controls.

In 2023, we focused on improving the safety performance at our operations. Our Total Recordable Injury Frequency Rate (“TRIFR”) per million hours worked, decreased from 3.97 in 2022 to 2.10 in 2023. To improve performance and realign with our targets we developed and began implementation of a revised safety plan to support our objective of continuous improvement in safety performance for 2023 and future years. Key actions to improve safety performance in 2023 focused on employee engagement through our Leadership in the Field (“LIF”) initiative. Introduced in 2022, the LIF program was designed to encourage leaders to have specific targeted conversations with workers in the field, educating them on how to identify safety hazards before they become issues. Other actions taken in 2023 to improve overall safety performance included embedding our Integrated Management System, developing a three-year strategy, implementing a risk management framework, and improving incident reporting and investigations.

We also recognize that there is more to ensuring worker and community health and well-being than simply working to prevent injuries. We are taking a proactive approach to health through environmental, biological and medical monitoring and quantifying occupational exposure risk. Our goal is to minimize health risks to employees, business partners, visitors and communities.

## Community Relations

We recognize the important role our operations can play as catalysts for social and economic development in the communities we operate in and beyond. All our operations support a wide range of community development initiatives, which are based on the local socioeconomic environment and community needs. Our approach to community investment is set out in our ESG and Sustainability Policy. We support local social and economic development in three key ways: hiring from the local community, prioritizing local suppliers, and supporting community projects and initiatives. In 2023, we continued our practice of direct investment in the local community infrastructure where we operate and in related social programs.

For local communities, employment opportunities are one of the primary benefits of our presence. Hiring workers from the communities nearest our mines and the countries we operate in is one of the most important contributions we make to social and economic development. We strive to maximize local hiring at all our operations. We also provide skills development programs for our workers, contractors, and local communities to help them develop the skills needed to work at the mine.

Each year we contribute to the development of our local communities by making direct investments in community infrastructure and social programs. We provide scholarships to local community members around our Çöpler mine, supporting students ranging from vocational high school students to master's degrees, with over 64% of such scholarships awarded to women in 2023. Marigold has provided both financial support to the University of Nevada, Reno, and individual scholarships to dependents of Marigold employees and students from local communities. Through the Colorado School of Mines, we also provide annual Women in Mining Scholarships to support a female mine engineering student to advance her career. At Seabee, we fund a breakfast program in the Gordon Denny School in the nearby town of La Ronge, Saskatchewan, providing a nutritious breakfast in an inclusive caring environment for students. In rural Jujuy near our Puna Operations, we partner with local schools to improve educational outcomes and, since 2012, we have supported the renovation of six local schools. In collaboration with the Argentine Ministry of Education we helped to create a program to enable community members, including our employees, to complete their secondary school education. In 2023, 20 scholarships were awarded to community members from regions near Puna, of which 12 were awarded to women.

Alongside the direct investments noted above, at our operations in Argentina and Türkiye, we have dedicated social development funds. These funds aim to support sustainable projects in the local communities to help diversify economic activity in the local area and reduce reliance on the mine. At our the Çöpler mine in Türkiye, the social development fund provides financial support to local entrepreneurs, including many local women, to set up or grow their own businesses. Projects are selected based on a set of development priorities agreed in consultation with the community and aligned with local development plans and priorities. The Company contributes a portion of the profits from gold produced annually by the Çöpler mine, thereby linking the benefits we share with the community to our success as a company. Our Puna Operations in Argentina also partnered with the local regional government to invest in local communities through a social development fund. This innovative partnership between the mine and the host communities aims to promote inclusion and create opportunities for local entrepreneurs and support a wide range of social and community development projects. Management of the fund is participatory in nature, and the fund's board consists of representatives of local communities to evaluate, approve and deliver financing for the projects.

In 2023, Puna worked with leaders in seven local communities to help them gain the capacity to build a strategic plan for their own community. These plans involve diversifying the local economy by finding additional sources of income and creating new businesses. Our community relations team has supported these communities by bringing in professional planners to assist local leaders in this initiative.

In February 2023, the SSR Mining global community showed their support for affected communities in Türkiye following the devastating earthquake. The earthquake struck hundreds of kilometers away; all employees and contract workers at the Çöpler mine were declared safe and accounted for and there was no physical damage on site. However, the Çöpler team, in particular the site's Emergency Response Team, was heavily involved in disaster relief efforts in the surrounding areas, assisting with search and rescue and providing shelter, transportation, food, supplies, and emotional support to those in need. Global employees were also provided with

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contact information for several reputable aid organizations such as Red Cross and Red Crescent to donate to relief efforts if they chose.

In 2023, the Company continued to promote various inclusion initiatives at our corporate office in Denver, including a variety of in-person events and longer-term initiatives designed to celebrate diversity and inclusion, connect with the community and create more opportunities for employees to come together. In 2023, employee engagement initiatives included quarterly volunteer events at Food Bank of the Rockies, holiday food and toy drives, and sponsorship and participation in other local charitable activities and events.

## HUMAN CAPITAL MANAGEMENT

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Our people are our most valuable resource. More than any other factor, our success depends on their capabilities and commitment. We are focused on attracting and retaining experienced and skilled talent with a culture that puts safety at its core and supports people to reach their potential.

We believe that transparent communication with workers and unions is critical to the effective execution of our operations. We do not impose restrictions on union representation, and we respect the rights of freedom of association and collective bargaining. In total, 37% of our workforce are union members and have collective bargaining agreements in place. In 2023, we enjoyed positive labor relations across all sites.

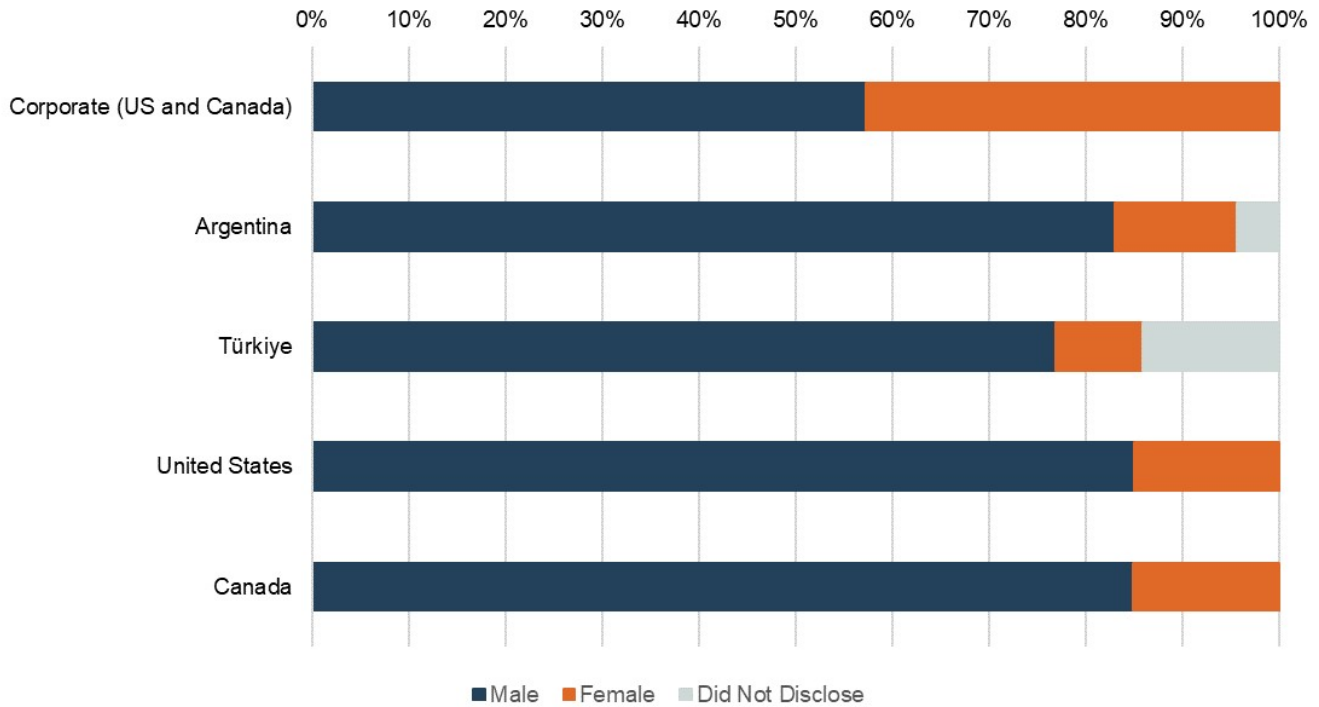
In 2023, the Company undertook several initiatives designed to positively impact its workforce and invest in our talent. These initiatives were aligned with our core values, including a leader-lead discussion for employees to better understand Company values and how to live out those values in their roles at the Company. For our Canadian operations, all salaried employees participated in a “Productive Conflict” workshop to better empower effective communication and increase conflict management skills. For our senior leaders, a pilot leadership development program was initiated, and will continue into 2024. The Company also undertook a comprehensive redesign of its talent management practices by moving to a quarterly review schedule, instituting individual development plans, ensuring priority development actions are being taken and establishing detailed succession plans for our key roles.

Given the broad geographic footprint of the Company’s operations, we benefit from a meaningfully diverse workforce. The Company recognizes that a workforce composed of many individuals with a mix of skills, experience, perspectives, backgrounds and characteristics leads to a more robust understanding of opportunities, issues and risks, and stronger decision-making. Accordingly, the Board has adopted a Diversity Policy and the Compensation Committee is responsible for overseeing diversity initiatives across the Company. We are committed to establishing measurable diversity objectives and assessing on an annual basis the achievement of these objectives, including the representation of women at all levels of the organization. We recognize the industry-wide challenge of attracting women into the mining industry. However, in accordance with our policies we actively seek to increase the number of women we employ at our operations.

As of December 31, 2023, the Company employed approximately 2,500 full-time employees and 2,900 contract employees throughout its global operations. As of December 31, 2023, 17% of the executive officers of the Company were women, approximately 44% of employees at the Company’s corporate office were women (excluding executives) and approximately 14% of the employees across the business were women.

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The table below summarizes the total full-time workforce of the Company by location and gender:



In addition to gender diversity, the Company maintains self-reported ethnicity information for our United States-based and Canadian-based workforce:

2023 US Workforce Ethnicity Self-Disclosure							
Hispanic or Latino	White	American Indian or Alaska Native	Native Hawaiian or Other Pacific Islander	Asian	Black or African American	Two or More Races	Prefer Not to Answer
65	434	10	1	9	3	8	6

2023 Canada Workforce Ethnicity Self-Disclosure								
Hispanic or Latino	Non-Indigenous & Non-Visible Minority	Indigenous	Asian	Black	Native Hawaiian or Other Pacific Islander	Other	Two or More Races	Prefer Not to Answer
7	125	106	6	6	1	69	8	69

The Company also reports employment data in annual U.S. Equal Employment Opportunity Commission EEO-1 reports for our U.S.-based workforce; however, the U.S. EEO-1 reports represent only a small portion of our global workforce.

# PROPOSAL No. 1

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## Election of Directors

Shareholders are asked to elect and/or re-elect ten (10) directors. All nominees have established their eligibility and willingness to serve as directors. The Board has determined that, at the present time, there will be ten (10) directors. For more information on the nominees, please refer to the “*Election of Directors*” section of this Proxy Statement. Nominees will, subject to the Company’s Articles and applicable corporate law, hold office until the next annual meeting of Shareholders or until their successors are elected or appointed in accordance with the Company’s Articles or applicable corporate law.

### *Majority Voting Policy*

The Company’s majority voting policy states that any nominee proposed for election as a director of the Company in an uncontested election must be elected by a majority of the votes cast. If a director is not elected by at least a majority, such director must immediately tender his or her resignation to the Executive Chairman. The Corporate Governance and Nominating Committee (the “Governance Committee”) will consider such resignation and will make a recommendation to the Board and, absent exceptional circumstances, the Board will accept the resignation of such nominee. Within 90 days of the Annual Meeting, the Board will issue a press release disclosing the Board’s decision to accept or reject the nominee’s resignation. If the Board determines not to accept the nominee’s resignation, the press release will fully state the reasons for that decision. The nominee will not participate in any committee or Board deliberations regarding their resignation offer.

**The Board recommends that Shareholders vote FOR each of the proposed nominees (or for substitute nominees in the event of contingencies not known at present). Unless otherwise instructed, the persons designated on the form of proxy intend to vote FOR the proposed nominees (or for substitute nominees in the event of contingencies not known at present).**

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# ELECTION OF DIRECTORS

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## Our Board of Directors

The Board has the responsibility for the stewardship of the Company and to oversee the conduct of the business of the Company. The Board's fundamental objectives are to enhance and preserve long-term shareholder value, ensuring that the Company meets its obligations on an ongoing basis and that the Company operates in a reliable and safe manner.

## Board Leadership Structure

With respect to the roles of Chairman of the Board and Chief Executive Officer, our Board of Directors Charter provides the flexibility for our Board of Directors to modify our leadership structure in the future as appropriate. Mr. A.E. Michael Anglin, who has served as a member of the Board since 2008 and Chairman of the Board since 2016, announced his decision to retire and not stand for re-election at the Annual Meeting and stepped down as Chairman of the Board on June 8, 2023. At that time, the Board unanimously appointed Mr. Rod Antal as Executive Chairman and Mr. Anglin was appointed by the Board to serve as the Lead Independent Director until the Annual Meeting. In light of the Çöpler Incident, Mr. Anglin has agreed to postpone his retirement and stand for re-election at the Annual Meeting. Mr. Thomas R. Bates, Jr. will assume the Lead Independent Director role if re-elected at the Annual Meeting. For more detail around this process, see the "*Corporate Governance - Criteria for Board Membership and Succession Planning*" section of this Proxy Statement. The Board supports this balanced leadership structure as the right structure for the Company at this time, providing strong independent oversight while balancing the need for extensive knowledge of business operations, strategy implementation, effective leadership, management accountability and alignment with long-term interests of Shareholders.

Annually, the Governance Committee reviews the Board leadership structure in light of the Company's current needs and what is in the best interest of Shareholders, and the independent directors select the Chairman of the Board. Currently, the Board believes that Mr. Antal is the most qualified individual to fill the Chair position based on his extensive global mining experience in various mineral and metal businesses, including precious metals, and his intricate knowledge of the Company and the necessary succession planning for Mr. Anglin's role on the Board of Directors. Mr. Anglin's continued service as Lead Independent Director following his long tenure as Chairman of the Board continues to ensure that the Board of Directors benefits from his extensive understanding and experience of the Company's business and operations. The appointment also serves to ensure the continuity of the Company's strategy and successful long-term stakeholder relationships, particularly in Türkiye.

The Board does not believe that combining the Chair and CEO roles creates a conflict of interest or ambiguity about reporting relationships. With the Lead Independent Director appointed to complement the Executive Chairman and other risk mitigators, such as the Board's responsibility to set Mr. Antal's compensation and any performance awards annually, the combined role does not have undue authority over the Board, management, or his personal gain. The Board believes that when it has a combined leadership structure, it is important to have a defined board leadership role for an independent director, which is discussed below.

## Lead Independent Director

The Board recognizes the importance of independent Board oversight of the CEO and management and has appointed a Lead Independent Director to work alongside the Executive Chairman and ensure a balanced leadership structure. The Lead Independent Director and the Executive Chairman collaborate closely on Board meeting schedules, agendas, and information provided to the Board. At the end of each Board meeting, the Board holds an *in camera* session with the Executive Chairman, as well as an *in camera* session led by the Lead Independent Director with only the independent directors in attendance and without the Executive Chairman. The key duties and responsibilities of the Lead Independent Director include:

- presiding at meetings of the Board when the Executive Chairman is absent;
- presiding at, and developing agendas for, executive session of independent directors;



- full authority to call Board meetings, approve sufficiency of meeting materials, engage with shareholders and lead executive session at each meeting with independent directors;
- providing feedback from executive session of independent directors to the Executive Chairman;
- ensuring maintenance of Board and committee independence requirements and promotes corporate governance best practices in consultation with the chair of the Governance Committee;
- reviewing and assessing potential conflicts of interest of all directors;
- providing the Executive Chairman with feedback and counsel concerning the interactions with the Board;
- attending annual shareholder meeting as representative of the Board;
- assisting with aligning governance structures with the Company's strategy;
- recommending to the Board and Committees the retention of advisors; and
- leading or participating in special committees established for extraordinary matters such as investigations, significant transactions and derivative actions.

## Skills Composition of the Board

The Governance Committee is responsible for recommending to the Board the qualifications for Board membership and for identifying, assessing, and recommending qualified director candidates for the Board's consideration. The following pages set out information about the nominees for election as directors, including the specific experience, and qualifications that led to the Board's conclusion that the person should serve as a director of the Company.

Each of the director nominees possesses the qualifications, skills and experiences that the Governance Committee believes are essential to direct and oversee the company's long-term strategy, the management team, and business and performance of the Company. All director nominees have the following attributes:

- public company board experience for at least one year;
- executive leadership experience leading large, complex organizations;
- strategic leadership experience driving strategic direction and growth of an organization, as well as leading significant change management/integration across a global business unit;
- industry knowledge with a broad range of experience and expertise in the resources sector and relevant experience in operating and mineral processing, including production, exploration, reserves, capital projects, logistics and related technology; and
- international experience, including exposure to a range of political, cultural, and regulatory requirements and an understanding of the critical role of partnerships with host governments, local communities, indigenous people, non-governmental organizations, and other stakeholders.

Additionally, mining operations, corporate finance and capital allocation, risk management, human capital management, ESG, information technology, and corporate governance competencies are important skills necessary for overseeing the business operations and performance of the Company and setting the strategic direction. These skills are represented across our director nominees as a group.

The following matrix sets forth the principal skills of our director nominees. This matrix does not intend to be an exhaustive list of their skills or areas of principal contributions to the Board, and each director possesses skills in addition to those identified in the matrix.

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Overview of our Board's Profile		A.E. Michael Anglin	Rod Antal	Thomas R. Bates, Jr.	Brian R. Booth	Simon A. Fish	Leigh Ann Fisher	Alan P. Krusi	Daniel Malchuk	Kay Priestly	Karen Swager	Total
Skills and Core Capabilities	Corporate Finance & Capital Allocation		✓	✓					✓	✓		4
	Risk Management	✓		✓		✓	✓	✓	✓	✓	✓	8
	Mergers & Acquisitions	✓	✓	✓	✓	✓	✓	✓	✓	✓		9
	Mining Operations	✓	✓		✓				✓		✓	5
	Human Capital Management			✓			✓	✓	✓	✓	✓	6
	Financial Reporting			✓			✓			✓		3
	Environmental, Health, Safety & Sustainability	✓		✓	✓	✓		✓	✓		✓	7
	Governance	✓		✓		✓	✓	✓	✓	✓		7
	Information Technology & Cybersecurity						✓	✓				2
	Government Relations	✓	✓	✓	✓	✓			✓	✓	✓	8
	Supply Chain Management			✓							✓	2
Attributes	Public Company Board Experience	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
	Executive Management / Strategic Leadership	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
	Industry Knowledge	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
	International	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	10
Board Composition	Age	68	58	74	64	63	57	69	58	68	53	Average 63
	Board Tenure	16	4	4	8	6	2	4	—	4	1	Average 5
	Independence	✓	CEO	✓	✓	✓	✓	✓	✓	✓	✓	9 90%
	Self-identified Diversity						✓		✓	✓	✓	4 40%
	Current Membership on Other Public Boards	1	0	2	2	0	0	2	0	1	0	Average 1



**Corporate Finance & Capital Allocation** – Executive experience with primary responsibility for developing and implementing capital allocation frameworks and strategies for public companies. Experience to include evaluating investment opportunities and analysis, assessing and mitigating financial risks associated with capital allocation decisions, setting thresholds for financial returns, optimizing asset portfolios, raising equity, and managing debt financing.



**Environmental, Health, Safety & Sustainability** – Executive experience with primary responsibility for EHS&S in a public industrial or extractive company. Experience to include integrating EHS&S practices and initiatives including evaluating key environmental impacts, risks and opportunities. Experience leading social responsibility and community programs, ensuring workplace health and safety, and maintaining licenses to operate.



**Risk Management** – Executive experience with responsibility for enterprise risk management, including identifying, assessing, and monitoring risk controls and exposures, implementing risk mitigation strategies, and ensuring compliance with industry regulations and standards.



**Governance** – Executive experience developing, implementing, and maintaining governance policies and procedures across a public company. Experience to include designing and implementing global compliance and governance programs across various cultures and geographies.



**Mergers & Acquisitions** – Executive experience with responsibility over identifying and executing strategic transactions. Experience to include conducting financial valuations and modeling, negotiating, structuring and executing mergers, acquisitions, assets sales and/or disposals, and leading integration efforts.



**Information Technology & Cybersecurity** – Executive experience managing information technology infrastructure and cybersecurity efforts, including conducting risk assessments and implementing risk mitigation strategies, maintaining disaster recovery and business continuity plans, employing data protection measures and privacy controls.



**Mining Operations** – Executive experience in mining operations. Experience to include extraction, processing, operations, safety and compliance, resource and equipment optimization, budgeting and cost management, environmental stewardship, and stakeholder management.



**Government Relations** – Executive experience navigating the workings of foreign governments or experience in diplomatic relations. Experience to include engaging in face-to-face meetings with foreign government officials and regulators to cultivate relationships, collaborate, and advocate for business interests, particularly in emerging markets.



**Human Capital Management** – Executive experience in human capital management in a public company. Experience to include organizational design, talent acquisition, employee development, succession planning, change management, collective labor, and compliance with HR policies, labor laws, and regulations.



**Supply Chain Management** – Executive experience leading supply chain operations. Experience to include global supply chain management, profit and loss management, securing supply lines and supplier performance, inventory and warehouse management, and process optimization.



**Financial Reporting** – Executive experience as a chief financial officer and/or chief executive officer of a public company, or as an external audit partner. Experience to include financial reporting, compliance with accounting standards, preparation of financial statements, strategic capital management, and internal controls.

In addition to the skills of the Board members set forth above, the Board regularly engages subject matter experts from time to time to supplement the Board’s skills, including compensation consultants, cyber security and information security experts, governance advisors and environmental specialists.

The following profiles summarize the skills, experience and qualifications of each director nominee, and overall Board and committee attendance in 2023. While each of the Board members generally attend all committee meetings, the nominee profiles reflect only their required attendance.



## A.E. Michael Anglin

Mr. Anglin was appointed to the Board of Directors of SSR Mining in August 2008 and in July 2023 stepped down as Chairman of the Board to become the Lead Independent Director. He is a member of the Corporate Governance and Nominating Committee and the Technical, Safety and Sustainability Committee. Mr. Anglin has also served on the board of Antofagasta PLC, a major Chilean copper producer, since April of 2019. Mr. Anglin spent 22 years with BHP Billiton Ltd., most recently serving as Vice President Operations and Chief Operating Officer of the Base Metals Group based in Santiago, Chile, before retiring in 2008. Mr. Anglin graduated with a Bachelor of Science (Honours) degree in Mining Engineering from the Royal School of Mines, Imperial College, London in 1977 and attained a Master of Science degree from the Imperial College in London in 1985.

Lead Independent Director

### Director Skills

Director Since: 2008

- ▶ Risk Management
- ▶ Mining Operations
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Mergers & Acquisitions
- ▶ Governance
- ▶ Government Relations

Independent

Age: 68

Berkeley, California, USA

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Corporate Governance and Nominating Committee	5/5
Technical, Safety and Sustainability Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	Antofagasta plc
2023	95.69%	4.31%	



## Rod Antal

Mr. Antal was appointed Executive Chairman of SSR Mining in June 2023. Previously, Mr. Antal served as President and Chief Executive Officer and a member of the Board of SSR Mining following the merger with Alacer Gold in September 2020. Prior to the merger, Mr. Antal held the position of President and Chief Executive Officer with Alacer Gold since August 2013 and prior to that, he served as Alacer Gold's Chief Financial Officer from May 2012 to August 2013. Mr. Antal has over 30 years of global mining experience in various mineral and metal businesses, including precious metals. This experience spans both corporate roles and at various mine operating sites. Mr. Antal began his mining career working for Placer Dome in Papua New Guinea and then nearly 15 years within the Rio Tinto Group where he held various senior management positions.

Executive Chairman

### Director Skills

Director Since: 2020

- ▶ Corporate Finance & Capital Allocation
- ▶ Mining Operations
- ▶ Mergers & Acquisitions
- ▶ Government Relations

Age: 58

Denver, Colorado, USA

### Board and Committee Membership

### Attendance

Board of Directors	8/8
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	None
2023	99.35%	0.65%	



## Thomas R. Bates, Jr.

Mr. Bates was appointed to the Board of Directors of SSR Mining in September 2020 and is Chair of the Compensation and Leadership Development Committee and a member of the Audit Committee. Mr. Bates was a Director at Alacer Gold from April 2014 to September 2020 and has over 40 years of experience in oil service management and operations. Mr. Bates is currently an adjunct professor and a member of the Board of the Ralph Lowe Energy Institute at the Neeley School of Business at Texas Christian University, a position he has held since 2011. He spent 15 years at Schlumberger in both domestic and international locations, was CEO of Weatherford-Enterra from 1997 to 1998, served as President of the Discovery Group of Baker Hughes from 1998 to 2000, and was later the Managing Director and Senior Advisor for 12 years at Lime Rock Partners, an energy focused private equity investment firm, from 2001 to 2012. Mr. Bates has served on the Board of Directors at Tetra Technologies, Inc. since 2011 and Vantage Drilling International since 2016.

Chair of the Compensation and Leadership Development Committee

Director Since: 2020

Independent

Age: 74

Fort Worth, Texas, USA

### Director Skills

- ▶ Corporate Finance & Capital Allocation
- ▶ Risk Management
- ▶ Mergers & Acquisitions
- ▶ Human Capital Management
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Financial Reporting
- ▶ Government Relations
- ▶ Governance
- ▶ Supply Chain Management

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Audit Committee	6/6
Compensation and Leadership Development Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	
2023	98.46%	1.54%	Tetra Technologies, Inc. Vantage Drilling International

## Brian R. Booth



Mr. Booth was appointed to the Board of Directors of SSR Mining in May 2016 and is a member of the Audit Committee and the Technical, Safety and Sustainability Committee. Mr. Booth is retired from Element29 Resources Inc. where he was the President, CEO and a director, roles in which he served since 2019, and he has served as a director on numerous public and private mining companies for over 15 years. Prior to joining Element29, he was President, CEO and a director of Pembroke Copper Corp. from 2008 to 2018 and LakeShore Gold Corp from 2005 to 2008. Previous to that, Mr. Booth held various exploration management positions at Inco Limited over a 23-year career, including Manager of Exploration - North America and Europe, Manager of Global Nickel Exploration and Managing Director PT Ingold for Australasia. Mr. Booth holds a B.Sc. in Geological Sciences from McGill University (1983) and was awarded an honorary lifetime membership in the Indonesian Mining Association for service as Assistant Chairman of the Professional Division.

Director Since: 2016

Independent

Age: 64

West Vancouver, BC, Canada

### Director Skills

- ▶ Mergers & Acquisitions
- ▶ Mining Operations
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Government Relations

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Audit Committee	6/6
Technical, Safety and Sustainability Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	
2023	99.36%	0.64%	GFG Resources Inc. Peninsula Energy Limited

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## Simon A. Fish

Mr. Fish is a corporate director. He was appointed to the Board of Directors of SSR Mining in 2018. He serves as Chair of the Corporate Governance and Nominating Committee and a member of the Compensation and Leadership Development Committee. A former senior executive with more than 30 years of experience in the mining, energy and financial services sectors. He has served as a director of Heritage Environmental Services since 2022, Alexa Translations since 2021, and the Environmental Law and Policy Center since 2015. Previously, he served as Executive Vice-President & Chief Legal Officer at Bank of Montreal from 2008 to 2020, Vale Base Metals from 2005 to 2008, and Shell Canada Limited from 2002 to 2005. Prior to that, he held various senior positions within Shell plc in the UK, the Netherlands, South Africa and Canada. Earlier in his career, Mr. Fish practiced corporate and securities law with Dechert LLP, an international law firm.

Chair of the Corporate Governance and Nominating Committee

Director Since: 2018

Independent

Age: 63

Wellington, ON, Canada

### Director Skills

- ▶ Risk Management
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Government Relations
- ▶ Mergers & Acquisitions
- ▶ Governance

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Compensation and Leadership Development Committee	5/5
Corporate Governance and Nominating Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	None
2023	83.95%	16.05%	



## Leigh Ann Fisher

Ms. Fisher was appointed to the Board of Directors of SSR Mining in March 2022 and serves as a member of each of the Audit Committee and the Compensation and Leadership Development Committee. Ms. Fisher served as Executive Vice President and Chief Administrative Officer of Alcoa Corporation from 2016 until her retirement in 2020. As Chief Administrative Officer, Ms. Fisher had responsibility for Human Resources, Procurement, Information Technology and Automation Solutions, Global Shared Services and Business Process Optimization. She was a member of the Alcoa Executive Team, responsible for setting strategic direction for the company. From 2013 to 2016, Ms. Fisher held the role of Chief Financial Officer for Alcoa's Global Primary Products Group, responsible for managing finance and business analysis for Alcoa's worldwide primary products system. Throughout her 31 year career with Alcoa, Ms. Fisher held finance and leadership roles in all Alcoa business groups, as well as corporate finance.

Director Since: 2022

Independent

Age: 57

Louisville, Tennessee, USA

### Director Skills

- ▶ Risk Management
- ▶ Human Capital Management
- ▶ Information Technology & Cybersecurity
- ▶ Mergers & Acquisitions
- ▶ Financial Reporting
- ▶ Governance

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Audit Committee	6/6
Compensation and Leadership Development Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	None
2023	98.50%	1.50%	

## Alan P. Krusi



Mr. Krusi was appointed to the Board of Directors of SSR Mining in September 2020. He is Chair of the Technical, Safety and Sustainability Committee and a member of the Corporate Governance and Nominating Committee. Mr. Krusi was a director at Alacer Gold from September 2014 to September 2020. He has nearly four decades of management experience in the engineering and construction industries. Mr. Krusi began his career as a project geologist with Dames & Moore where he gained significant experience and international exposure as lead project engineer and geologist in Latin America and Asia from 1977 to 1983. Throughout his career, Mr. Krusi managed a number of successively larger engineering and consulting businesses, culminating as CEO of Earth Tech, Inc, a global water and environmental services firm with operations in 13 countries, from 2002 to 2008. Most recently, Mr. Krusi was President, Strategic Development at AECOM from 2008 to 2015, where he oversaw the firm's M&A activities and served on the executive committee. Mr. Krusi has served on the Board of Directors of Granite Construction since 2018.

Chair of the Technical, Safety and Sustainability Committee

Director Since: 2020

Independent

Age: 69

Maple Valley, Washington, USA

### Director Skills

- ▶ Risk Management
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Information Technology & Cybersecurity
- ▶ Mergers & Acquisitions
- ▶ Human Capital Management
- ▶ Governance

### Board and Committee Membership

	Attendance
Board of Directors	8/8
Technical, Safety and Sustainability Committee	5/5
Corporate Governance and Nominating Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

Year	For	Withheld
2023	97.23%	2.77%

### Other Public Company Boards

Granite Construction, Inc.

## Daniel Malchuk



Mr. Malchuk was appointed to the Board of Director of SSR Mining in January 2024 and serves as a member of Technical, Safety and Sustainability Committee. Mr. Malchuk brings over 30 years of strategic, operational and financial experience in the natural resource industry to the Board. He currently serves as Senior Advisor with Applan Capital Advisory and as Board Member with Jetli Resources. Mr. Malchuk had a long career with BHP; most recently he served as President Operations, Minerals Americas until his retirement in 2020. In this role, Mr. Malchuk had overall responsibility for the minerals portfolio in the Americas, including operated copper mines in Chile, non-operated joint ventures in numerous South American countries, a multibillion-dollar potash project in Canada and global copper exploration activities. Previously, Mr. Malchuk held various leadership positions at BHP, including President, Copper, President, Aluminum, Manganese, and Nickel, President, Minerals Exploration and Vice President, Strategy and Development. Mr. Malchuk holds a Civil Industrial Engineer degree from Universidad de Chile and an MBA from University of California at Los Angeles (UCLA) Anderson School of Management.

Director Since: 2024

Independent

Age: 58

Las Condes, Santiago, Chile

### Director Skills

- ▶ Corporate Finance & Capital Allocation
- ▶ Mergers & Acquisitions
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Government Relations
- ▶ Risk Management
- ▶ Mining Operations
- ▶ Human Capital Management
- ▶ Governance

### Board and Committee Membership

	Attendance <sup>(1)</sup>
Board of Directors	N/A
Technical, Safety and Sustainability Committee	N/A
<i>Overall Attendance</i>	N/A

### Voting Results<sup>(1)</sup>

Year	For	Withheld
2023	N/A	N/A

### Other Public Company Boards

None

(1) Mr. Malchuk was appointed to the Board of Directors as of January 8, 2024.



## Kay Priestly

Ms. Priestly was appointed to the Board of Directors of SSR Mining in September 2020 and is Chair of the Audit Committee and a member of the Corporate Governance and Nominating Committee. Ms. Priestly was a director at Alacer Gold from August 2019 to September 2020. Ms. Priestly served as CEO of Turquoise Hill Resources Ltd. from 2012 until her retirement in 2015 and as CFO of Rio Tinto Copper from 2008 until 2012. She was VP, Finance and CFO of Rio Tinto's Kennecott Utah Copper operations from 2006 to 2008. Ms. Priestly also served in executive management roles at American Nursing Services, Inc. and Entergy Corporation. Ms. Priestly began her career with Arthur Andersen where she progressed from Staff Accountant to Partner, holding various management and leadership positions, including serving on the global executive team as Global Managing Partner - People. During her 24 years with Arthur Andersen, she provided tax, consulting and M&A services to global companies across many industries, including energy, mining, manufacturing and services. Ms. Priestly has served as a board member of TechnipFMC plc since January 2017.

Chair of the Audit Committee

Director Since: 2020

Independent

Age: 68

Park City, Utah, USA

### Director Skills

- ▶ Corporate Finance & Capital Allocation
- ▶ Risk Management
- ▶ Mergers & Acquisitions
- ▶ Human Capital Management
- ▶ Financial Reporting
- ▶ Governance
- ▶ Government Relations

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Audit Committee	6/6
Corporate Governance and Nominating Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	TechnipFMC plc
2023	97.05%	2.95%	

## Karen Swager



Ms. Swager was appointed to the Board of Directors of SSR Mining in January 2023 and is a member of the Technical, Safety and Sustainability Committee. Ms. Swager currently serves as Executive Vice President – Operations for The Mosaic Company. In this role, Ms. Swager is responsible for global mining and manufacturing operations, including Environment, Health and Safety organization and the North American supply chain. Previously, Ms. Swager held various leadership positions at Mosaic, including Senior Vice President, Supply Chain; Senior Vice President, Potash; Vice President, Phosphates, as well as management roles at multiple operations within the Mosaic portfolio. Ms. Swager has over 28 years of mining experience in various minerals. Ms. Swager is a licensed professional engineer in Florida and holds a Bachelor of Science degree in metallurgical engineering and a Master of Science in metallurgical engineering from Michigan Technological University, where she is a member of the Department of Chemical Engineering's Distinguished Academy. In addition, Ms. Swager holds an MBA from Northwestern University Kellogg School of Management.

Director Since: 2023

Independent

Age: 53

Steinhatchee, Florida, USA

### Director Skills

- ▶ Risk Management
- ▶ Mining Operations
- ▶ Environmental, Health, Safety & Sustainability
- ▶ Human Capital Management
- ▶ Supply Chain Management
- ▶ Government Relations

### Board and Committee Membership

### Attendance

Board of Directors	8/8
Technical, Safety and Sustainability Committee	5/5
<i>Overall Attendance</i>	100%

### Voting Results

### Other Public Company Boards

Year	For	Withheld	None
2023	99.65%	0.35%	



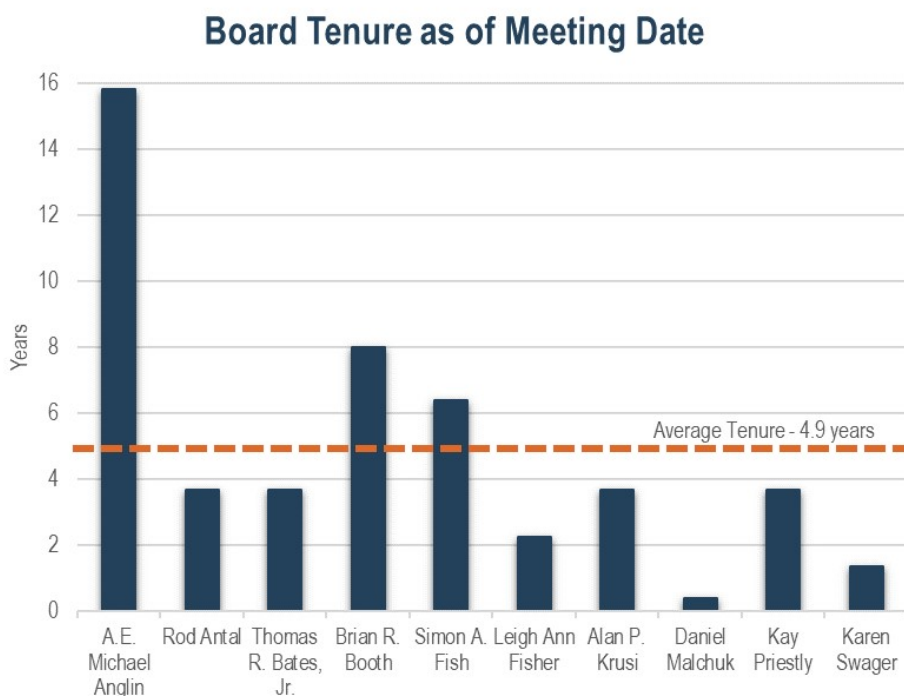
# CORPORATE GOVERNANCE

SSR Mining, its Board, and its management are committed to the highest standards of corporate governance and transparency. As part of the Company's commitment to establishing best corporate governance practices, the standing Governance Committee actively assists the Board throughout the year by developing and monitoring the Company's overall approach to corporate governance issues, monitoring regulatory developments and public disclosures, and implementing and administering the system.

At SSR Mining, we are committed to operating in an ethical, legal, environmentally sensitive and socially responsible manner, while creating long-term value for our Shareholders. Our governance structure enables our experienced and accomplished directors to provide advice, insight and oversight to advance the interests of SSR Mining and our Shareholders. We strive to maintain sound governance standards, to be reflected in our Board of Directors Charter, Code of Business Conduct and Ethics, our systematic approach to risk management, and our commitment to transparent financial reporting and strong internal controls. Copies of the Company's corporate governance policies are available on the Company's website at [www.ssrmining.com](http://www.ssrmining.com).

## Board Tenure and Term Limits

The following chart provides a summary of the tenure of the Board as of the Annual Meeting date. Following the Annual Meeting, should all director nominees be elected, the average Board tenure will be approximately 4.9 years.



The Company believes that imposing term limits on its directors would be unduly restrictive and not in the best interest of the Company and could become an arbitrary mechanism for removing directors, which could result in valuable and experienced directors being forced to leave the Board solely because of length of service. Therefore, the Company has not adopted specific term limits for the directors on its Board, and instead relies upon the effective annual assessment process to ensure the ongoing efficacy of individual directors and the Board and its committees as a whole. The Company does not have a mandatory retirement age.

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## Director Independence

The Board of Directors Charter, which is available on our website at [www.ssrmining.com](http://www.ssrmining.com) requires directors to exercise independent judgment, regardless of the existence of relationships or interests which could interfere with the exercise of independent judgment. Directors are also required to disclose any conflict of interest in any issue brought before the Board and must refrain from participating in the Board's discussion and voting on the matter. The Board assesses the independence of new directors prior to appointment and reviews the independence of all directors at least annually to ensure compliance with all applicable requirements of NASDAQ, the TSX and Canadian and U.S. securities laws.

In considering whether a director is independent, the Board gives regard to the independence criteria and requirements of applicable corporate laws and the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including, without limitation, the SEC and the securities commissions in each of the provinces and territories of Canada, and stock exchanges on which the Company's securities are listed, including without limitation the TSX, NASDAQ and ASX, and other facts, information and circumstances the Board considers relevant. Directors and executive officers of the Company inform the Board as to their relationships with the Company and provide other pertinent information pursuant to questionnaires that they complete, sign and certify on an annual basis. The Board reviews such relationships to identify impairments to director independence and in connection with disclosure obligations under securities laws and stock exchange requirements.

The Board has determined that all director nominees, other than Mr. Antal, the Executive Chairman of the Company, are independent. All Board committees consist of entirely independent directors.

## Criteria for Board Membership and Succession Planning

The Board recognizes that a diverse board of directors makes prudent business sense and enhances oversight and board effectiveness. The Board is committed to a merit-based process, which is based on objective criteria, solicits multiple perspectives and seeks to eliminate conscious or unconscious bias and discrimination, for the identification and selection of nominees. The Board believes that electing directors who have the skills, experience, and expertise that are directly relevant to the Company's business, strategy and operations are key to the success of the Company.

A core responsibility of the Governance Committee is to identify prospective Board members, consistent with Board-approved criteria, and to recommend such individuals to the Board for nomination. The Governance Committee believes that the Board should be comprised of directors who possess a mix of experience and expertise that is relevant to the Company and its operations. As a result, while the emphasis on filling Board vacancies is on finding the best-qualified candidates who exhibit the highest degree of integrity, professionalism, values and independent judgment, a nominee's diversity of gender, race, nationality or other attributes may also be considered favorably in his or her assessment.

The Governance Committee assesses the skills, expertise, experience and backgrounds of our directors annually, in light of the needs of the Board and the Company's strategy, including the extent to which the current composition of the Board reflects the right mix of identified competencies. The Governance Committee and the Board do not adhere to any quotas or minimum qualifications in determining Board membership. However, the Company's Diversity Policy expressly encourages the promotion of diversity through various initiatives. When it becomes apparent that a vacancy on the Board will arise, either from retirement or otherwise, the Governance Committee evaluates the balance of skills, knowledge and experience held by the current directors and officers of the Company and prepares a description of the role and capabilities required for a particular nominee.

From time to time, the Governance Committee will engage a third-party search firm to assist with finding Board candidates, particularly to ensure that the slate of candidates reflects the Company's commitment to Board diversity. Over the last two years, the Governance Committee focused on diversity of the Board, adding Leigh Ann Fisher in March 2022, Karen Swager in January 2023, and Daniel Malchuk in January 2024.

During 2023, the Board conducted extensive work around Board succession planning and the skills matrix to determine what skills are vital to meeting the Company's current needs, as well as those anticipated in the future.

In light of recent and possible changes to the composition of the Board, its efforts have focused on the skills, experience and qualifications of the Board that could be impacted by possible retirements from the Board and the skills and experience that are expected to be needed moving forward based on the Company's growth and long-term strategy.

The Governance Committee does not have a separate policy with regard to the consideration of any director candidates recommended by Shareholders. If a candidate is recommended by Shareholders during the Board's annual renewal and evaluation process, such candidate will be reviewed in accordance with the established Governance Committee policies for reviewing and nominating directors in the same way all other potential director candidates are reviewed. Shareholders should follow the procedure set forth in the "Business of the Meeting - Communications with the Board," section of this Proxy Statement, if they are interested in discussing a potential director candidate during the Board review process.

## Inclusion and Diversity

Our Board recognizes that a board composed of individuals with a mix of differing skills, experience, perspectives, age and characteristics leads to a more robust understanding of opportunities, issues and risks, and to stronger decision-making. A copy of the Company's Diversity Policy is available on its website at [www.ssrmining.com](http://www.ssrmining.com). In March 2019, the Company became a member of each of the Catalyst Accord 2022 and the 30% Club Canada, which are initiatives aimed at accelerating the advancement of women in the workplace with a target goal of at least 30% representation of women on public-company boards. In 2021, the Company also joined the CEO Action for Diversity and Inclusion, an initiative aimed at accelerating the advancement of women in boardrooms and strategic executive roles in Canada. Three of the ten nominees for the Board, or 30%, are women.

The following table details the gender and diversity characteristics self-identified by the nominees to the Board:

Board Diversity Matrix (as of April 12, 2024)											
	A.E. Michael Anglin	Rod Antal	Thomas R. Bates, Jr.	Brian R. Booth	Simon A. Fish	Leigh Ann Fisher	Alan P. Krusi	Daniel Malchuk	Kay Priestly	Karen Swager	TOTAL
<b>Total Number of Directors</b>											10
<b>Gender Identity</b>											
Female						✓			✓	✓	3
Male	✓	✓	✓	✓	✓		✓	✓			7
Did Not Disclose Gender											0
<b>Demographic Background</b>											
African American or Black											0
Alaskan Native or Native American or First Nations											0
Asian											0
Hispanic or Latinx								✓			1
White	✓	✓	✓	✓	✓	✓	✓		✓	✓	9
Two or More Races or Ethnicities											0
LGBTQ+											0
Persons with Disabilities											0
Military Veteran						✓			✓		2
Did Not Disclose Demographic Background											0

Please see our Proxy Statement, filed with the SEC on April 14, 2023, for our Board Diversity Matrix as of April 14, 2023.

The Company is committed to developing a diverse workforce and is continually assessing opportunities to progress all levels of diversity across the organization. While the Company does not believe that adopting numerical quotas is in the best interest of its business nor its Shareholders, the Company has adopted specific and measurable objectives to ensure that the pool of candidates it considers for positions throughout the

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organization, including its Board of Directors, consists of the most diverse and qualified candidates available. To achieve this goal, the Board has adopted the following measurable objectives which are reviewed annually:

► Diversity on the Board: The Governance Committee will require that a thorough outreach and search process be conducted for new positions or vacancies on the Board that ensures that the candidate pool reviewed by the Governance Committee consists of a qualified and diverse group of individuals. The Board has identified the following key areas of focus for Board candidates: experience or skill sets that complement the Board; experience or nationalities related to the geographical regions where the Company has or anticipates business interests; and increasing the representation of female Board members. The Board believes that pursuing its objectives related to the ethnic and gender diversity among its members is consistent with its responsibility to ensure that director nominees possess the skill, experience and qualifications that are necessary to the Board's ability to provide effective oversight of the Company and are directly relevant to the Company's business strategy and operations. The Board will continue to consider all qualified candidates for open Board member positions, with a particular focus on what skills each candidate would bring to the Board and how critical those skills are to the overall makeup of the Board's knowledge and ability.

► Diversity in Executive Management and across the Business: The recruitment and development programs instituted by the Company will focus on ensuring that the Company has a diverse and qualified workforce at all levels of the organization. Recruitment measures will ensure that the pool of candidates considered consists of a group of qualified and diverse individuals and a key focus of the Company's development programs will be the identification and development of diverse individuals, including local nationals at the Company's mines.

## Performance of the Board

Prior to joining the Board, new directors receive a formal letter of appointment setting out clearly what is expected of them in terms of time commitment, committee service and involvement outside of Board meetings. The Governance Committee has developed a process for the annual evaluation of the performance of the Board, its Committees and individual directors. Starting in 2021, the assessment process was administered by an independent third party to promote transparency and openness in the review process. A range of dimensions are considered during the assessment, such as: overall performance of the Board; Board and committee structure and composition; succession planning; strategic planning; risk management; operational performance; Chief Executive Officer or equivalent ("CEO"), performance; director competencies; Board processes; and director involvement. Upon completion of the formal evaluation process, the Board and each of its committees review the findings and determine any desired action items. The Chairman of the Board also meets with each member of the Board to review their individual feedback.

## Director Orientation and Continuing Education

New directors are provided with comprehensive materials with respect to the Company, as well as being oriented on relevant corporate issues, including short-, medium- and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing policies of the Company. New directors also meet with members of the executive management team to educate themselves on the nature and operation of the Company's business. As each director has a different skill set and professional background, orientation and training activities are tailored to the particular needs and experience of each director.

All directors have access to an electronic board portal where Company information is posted and updated. Directors receive monthly reports on the business from management. Board and committee members also meet periodically with management, between regularly scheduled meetings, to receive a review of the operations of the Company.

Directors are provided with continuing education throughout the year on issues that are necessary for them to meet their obligations as Board members and are encouraged to participate in external training courses, as needed. Each year, our directors attend at least one site visit to one of our operating mines. During these site visits, the directors meet with management and actively engage directly with our mine workers to learn about the operations. In 2023, our directors visited our Marigold mine site in Nevada, USA. In conjunction with Board meetings, management and the Company's advisors provide presentations on topics pertinent to our business,

including the impact of significant industry, political, legal and other developments. All of the directors are actively involved in their respective areas of expertise and have full access to our management.

To facilitate access to director education, all of our directors are members of the Institute of Corporate Directors and the National Association of Corporate Directors, organizations that promote the continuing education of directors.

## Board Meetings

The Board meets at least four times annually in person or via teleconference. Directors are also required to attend meetings for committees for which they have been appointed. Information relating to the number of Board meetings held during the reporting period of 2023 and each director's attendance is provided above in the "Election of Directors" section of this Proxy Statement.

### *Quorum*

The quorum for meetings of the Board is a majority of the members of the Board and the quorum for meetings of the Board committees is a majority of the members of the respective committee, in each case present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Board and each Board committee may also act by unanimous written consent of its members.

### *Executive Sessions*

Regularly, at the beginning and/or end of each Board meeting, the Board holds an executive session with the Executive Chairman, as well as an executive session led by the Lead Independent Director with only the independent directors and without the presence or participation of the Executive Chairman. Executive sessions may also take place at other times when the Executive Chairman or the Lead Independent Director believes it is appropriate.

### *Compensation Committee Interlocks and Insider Participation*

No member of our Compensation Committee is presently or has been an officer or employee of the Company. In addition, during the last fiscal year, no executive officer served as a member of the board or the organization and compensation committee (or other board committee performing similar functions or, in the absence of any such committee, the entire board) of any entity in which a member of the Board is an executive officer.

## Board and Committee Chair Position Descriptions

The Board has developed a written position description for the Chairman of the Board. The Board has also developed a written charter for each committee of the Board. These charters include the responsibilities of the committee chair as well as the committee members. The Board has delegated to the chair of each Board committee responsibility for presiding over all meetings of that committee, coordinating compliance with the committee's mandate, working with management to develop the committee's annual work plan and providing the Board with reports of the committee's key activities.

## Board Committees

The Board exercises its duties directly and also through its committees. The Board currently has four standing committees: the Audit Committee, the Compensation Committee, the Governance Committee and the TSS Committee. A brief summary of some of the key duties and responsibilities of each committee is outlined below.

► *Audit Committee.* The Audit Committee assists the Board in reviewing and evaluating (a) the Company's accounting and financial reporting principles, policies, processes and systems of internal accounting and financial controls; (b) the preparation, quality and integrity of the Company's financial statements; (c) the Company's compliance with legal and regulatory requirements; and (d) the independence and performance of the

Company's external auditor. The Company has an internal audit function that reports directly to the Chair of the Audit Committee. The Board has determined that, of the four current committee members, Kay Priestly, Thomas R. Bates, Jr. and Leigh Ann Fisher qualify as an "audit committee financial expert" as defined by the SEC and that each member of the Audit Committee is independent and financially literate, as per the requirements of National Instrument 52-110 – *Audit Committees* ("NI 52-110").

► *Compensation and Leadership Development Committee.* The Compensation Committee assists the Board in reviewing and evaluating (a) the remuneration and benefits of non-executive directors and the remuneration, benefits and performance of executive management; (b) continuity, succession planning and development for executives and other key employees and recommendations to the Board with respect thereto as it deems appropriate; and (c) compensation plans of the Company, including equity award plans, non-executive director compensation plans, and such other compensation plans or structures as are adopted by the Company from time-to-time.

► *Corporate Governance and Nominating Committee.* The Governance Committee assists the Board in reviewing and evaluating the Company's corporate governance practices by (a) proposing new members to the Board, establishing criteria for Board membership, recommending composition of the Board and its committees and assessing directors' performance on an ongoing basis; (b) providing a focus on corporate governance that will enhance corporate performance and ensure on behalf of the Board and Shareholders of the Company that the Company's corporate governance system is effective in the discharge of its obligations to the Company's stakeholders; (c) making recommendations to the Board as to determinations of director independence; and (d) overseeing the evaluation of the performance of the Board and its committees.

► *Technical, Safety and Sustainability Committee.* The TSS Committee assists the Board in upholding the Company's environmental, community and safety responsibilities, including the Company's health and safety performance and objectives, and overseeing the technical aspects of the Company's operations, exploration programs and development projects, including reviewing the resource and reserve estimates of the Company's mineral properties.

#### *Risk Oversight*

SSR Mining faces a number of key risks, including, but not limited to, financial, regulatory, operational, legal, accounting, cybersecurity and reputational risks. Management is responsible for the day-to-day management of risks. The Board has overall responsibility for the oversight of the Company's risk management plans, policies and practices. The Board executes its risk oversight directly and through its committees. The Board as a whole and all Board committees meet periodically with members of senior management to discuss the relevant risks and challenges facing SSR Mining. The Board participates directly in the annual enterprise risk management process and reviews the results.

The Audit Committee monitors the Company's risk management process, focusing primarily on financial and regulatory compliance risk. The Audit Committee receives regular reports of the Company's ethics and compliance activities, including a review of management's compliance risk assessment and the efforts undertaken to mitigate ethics and compliance risks during the year. In addition to ensuring that there are mechanisms for the anonymous submission of ethics and compliance reports generally, the Audit Committee has established specific procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Audit Committee also analyzes and reviews the Company's cybersecurity framework to ensure appropriate measures are in place to monitor, identify and mitigate cyber risk. In addition to cybersecurity risks monitored in the Company's overall risk management process, the Board receives updates on the Company's ongoing cybersecurity risk management efforts at least twice per year, with more frequent updates as requested or needed. For more information related to our cybersecurity risk management, see the Company's Annual Report on Form 10-K filed with the SEC on February 21, 2024. The TSS Committee focuses on environmental, community relations, and safety risks that may impact the Company. Additionally, the Compensation Committee has adopted a number of practices that are aligned with best governance practices and serve to ensure that the compensation program does not encourage excessive risk-taking. For more details, see the "*Compensation Discussion and Analysis*" section of this Proxy

Statement. The Charter for the Board and each Board committee is reviewed annually and can be viewed, along with the Company's Code of Conduct, on the Company's website at [www.ssrmining.com](http://www.ssrmining.com).

*Director Service on Board Committees*

The table below sets forth the current composition of the Board committees.

	Audit Committee	Compensation and Leadership Development Committee	Corporate Governance and Nominating Committee	Technical, Safety and Sustainability Committee
A.E. Michael Anglin			✓	✓
Rod Antal				
Thomas R. Bates, Jr.	✓	Chair		
Brian R. Booth	✓			✓
Simon A. Fish		✓	Chair	
Leigh Ann Fisher	✓	✓		
Alan P. Krusi			✓	Chair
Daniel Malchuk				✓
Kay Priestly	Chair		✓	
Karen Swager				✓

Following the Annual Meeting, the Board may consider adjusting committee membership.

*Director Attendance at Committee Meetings*

Information relating to each director's attendance at appropriate committee meetings is provided above in the "Election of Directors" section of this Proxy Statement.

**Bankruptcies; Corporate Cease Trade Orders**

To the knowledge of the Company and based upon information provided by the proposed director nominees, except as disclosed below, none of the Company's proposed director nominees is, as at the date of this Proxy Statement, or has been, within the 10 years prior to the date of this Proxy Statement: (a) a director, chief executive officer or chief financial officer of any company (including the Company) that, while such person was acting in that capacity (or within a year of that person ceasing to act in that capacity but resulting from an event that occurred while that person was acting in such capacity), (i) was subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation, in each case, for a period of more than 30 consecutive days, or (ii) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) a director or executive of a company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, transaction or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Mr. Bates was a director of Hercules Offshore, Inc. (a U.S. entity listed on the NASDAQ stock market) when it filed for bankruptcy in August 2015. Mr. Krusi was a director of Blue Earth (a U.S. entity listed on the NASDAQ stock market) when it filed for bankruptcy in March 2016. Ms. Priestly was a director of Stone Energy (a U.S. entity listed on the NASDAQ stock market) when it filed for bankruptcy in December 2016.

To the knowledge of the Company and based upon information provided by the proposed director nominees, except for the following, none of the Company's proposed director nominees has (a) been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or (b) been subject to any penalties or

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sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director nominee.

## Procedures for Approval of Related Persons Transactions

Any potential transactions with related persons are reviewed and approved by the Audit Committee, the Compensation Committee for compensation matters, or disinterested members of the Board for transactional matters.

## Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, certain officers and any beneficial owners of more than 10% of the Shares to file reports relating to their ownership and changes in ownership of the Shares with the SEC and NASDAQ by certain deadlines. Based on a review of Section 16 filings with respect to our Company, one Form 4 filed on behalf of Mr. John Ebbett was filed after the applicable reporting deadline due to an administrative error.

## Anti-Hedging Policy

Directors, officers, employees, consultants and their respective, immediate family members are prohibited from selling, purchasing or trading of derivative securities of the Company, including put or call options or other derivative securities, which are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held directly or indirectly. See also “*Compensation Discussion and Analysis—Board Oversight and Compensation Governance—Anti-Hedging.*”

## Ethics & Compliance Training

The Company issues mandatory training on the Company’s Code of Business Ethics & Compliance (“Code of Conduct”) for all directors and employees globally, as well as anti-corruption-specific training for all employees who are managers. These trainings, which are delivered in the employee’s native language, require an attestation by the employee that he or she has read, understood and will comply with the Code of Conduct and the anti-corruption standards. Training for all employees outside of Argentina was conducted online and was completed by 100% of the Company’s managers and over 80% of the wider workforce. Employees in Argentina received training in person. The training includes information on how to access the Company’s global whistleblower hotline, which is available to all employees to enable them to raise issues and potential violations of the Code of Conduct or policies, anonymously, if they wish.

Each year, the Governance Committee reviews the Code of Conduct the process for administering the Code of Conduct and compliance with the Code of Conduct. Any changes to the Code of Conduct are considered by the Board for approval.

The Company has not filed any material change reports during the 2023 financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the Code of Conduct. The Company’s Code of Conduct can be found together with other governance-related documents on the Company’s website at [www.ssrmining.com](http://www.ssrmining.com).

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# DIRECTOR COMPENSATION

The Company establishes director compensation after considering the advice of independent consultants, with a view to establishing compensation that is competitive with similar North American based mining companies. Only non-executive directors are compensated for service on the Board. All non-executive directors receive quarterly cash and equity retainers for their service on the Board. The annual equity retainer is paid in the form of Deferred Share Units (“DSUs”). Directors may also elect to receive all or a portion of their annual cash retainer in DSUs. In addition, the Board may award special remuneration to any director undertaking any special services on our behalf other than services ordinarily required of a director. The following summarizes the current compensation arrangements for non-executive directors. Executive directors, including Mr. Antal in his role as Executive Chairman, do not receive compensation for serving on the Board.

2023 Annual Cash Retainer:	
Executive Chairman of the Board	\$ —
Non-Executive Board Members (other than the Chair)	\$ 100,000
Lead Independent Director	\$ 35,000
Chair of Audit Committee	\$ 25,000
Chair of Compensation Committee	\$ 20,000
Chairs of Other Committees	\$ 15,000

2023 Annual Equity Retainer:	
Executive Chairman of the Board	\$ —
Non-Executive Board Members (other than the Chair)	\$ 110,000
Lead Independent Director	\$ 110,000

The Board adopted a DSU plan effective July 1, 2008, as amended from time to time, to more closely align the interests of our directors with the interests of the Shareholders. Under the DSU Plan, DSUs are paid in cash when a director retires from the Board, based on the market value of the Company’s Shares at such time. DSUs are not considered Shares of the Company and, as such, they do not confer the rights to their holders which Shareholders of the Company are normally entitled to; however, dividend equivalent payments will be awarded in respect of DSUs held by a participant on the same basis as dividends declared and paid on Shares as if the participant was a Shareholder of record of Shares on the relevant record date. Our directors may elect to receive all or a portion of their annual cash retainer in DSUs; however, they may not elect to receive any part of their annual equity retainer in cash.

Compensation paid to directors in 2023 is outlined in the below table.

Name	Fees Earned <sup>(1)</sup> (\$)	Share-Based Awards <sup>(2)</sup> (\$)	All Other Compensation (\$)	Total (\$)
A.E. Michael Anglin	147,500	140,000 <sup>(3)</sup>	—	287,500
Rod Antal <sup>(4)</sup>	—	—	—	—
Thomas R. Bates, Jr.	120,000	110,000 <sup>(5)</sup>	—	230,000
Brian R. Booth	100,000	110,000 <sup>(6)</sup>	—	210,000
Simon A. Fish	115,000	110,000 <sup>(7)</sup>	—	225,000
Leigh Ann Fisher	100,000	110,000 <sup>(8)</sup>	—	210,000
Alan P. Krusi	115,000	110,000 <sup>(9)</sup>	—	225,000
Kay Priestly	125,000	110,000 <sup>(10)</sup>	—	235,000
Karen Swager <sup>(11)</sup>	95,833	105,417 <sup>(12)</sup>	—	201,250

(1) Directors may elect to receive all, a portion, or none of their cash retainer in DSUs. For 2023, our Non-Executive Directors elected to receive the following portion of their cash retainer in DSUs: Mr. Anglin, \$147,500; Mr. Booth, \$20,000; Mr. Fish, \$115,000; Ms. Fisher, \$50,000; Ms. Priestly, \$25,000; and Ms. Swager, \$95,833.

- (2) The share-based awards column represents the aggregate grant date fair value of the DSUs that were granted in four equal quarterly installments during the fiscal year as computed in accordance with ASC 718. For each director, the number of DSUs granted was determined by dividing the grant date value of the award by the volume weighted average price ("VWAP") on the NASDAQ for the five trading days immediately preceding the date of grant.
- (3) The aggregate number of DSUs held by Mr. Anglin on December 31, 2023 was 239,608
- (4) Mr. Antal did not receive compensation for his service as Executive Chairman. For Mr. Antal's compensation as an executive, see the "Summary Compensation Table" section of this Proxy Statement.
- (5) The aggregate number of DSUs held by Mr. Bates on December 31, 2023 was 93,355.
- (6) The aggregate number of DSUs held by Mr. Booth on December 31, 2023 was 61,185.
- (7) The aggregate number of DSUs held by Mr. Fish on December 31, 2023 was 79,991.
- (8) The aggregate number of DSUs held by Ms. Fisher on December 31, 2023 was 18,993.
- (9) The aggregate number of DSUs held by Mr. Krusi on December 31, 2023 was 91,301.
- (10) The aggregate number of DSUs held by Ms. Priestly on December 31, 2023 was 32,718.
- (11) Ms. Swager was appointed to the Board effective January 16, 2023, and her compensation was prorated accordingly.
- (12) The aggregate number of DSUs held by Ms. Swager on December 31, 2023 was 13,862.

## Non-Executive Director Share Ownership Guidelines

The Board has established share ownership guidelines for its non-executive directors. We expect each non-executive director to accumulate at least three (3) times the value of their annual cash retainer in the Shares and/or DSUs, valued based on the greater of the closing market price of the Shares on the TSX, or the value at the time of the grant or purchase. These guidelines are to be satisfied by the date that is five (5) years from the date the applicable director is appointed or elected as a director of the Company. Because Mr. Antal also fills an executive role, his share ownership is discussed in more detail in the "Compensation Discussion and Analysis—Executive Share Ownership Guidelines" section of this Proxy Statement.

Non-Executive Director Share Ownership as of December 31, 2023 is outlined in the below table. We acknowledge there has been a Share price decline since the end of 2023; however, as of the date of this Proxy Statement, all directors continue to be in compliance, or have time to be in compliance, with the Share ownership guidelines.

Name	Annual Cash Retainer (\$)	Minimum Value Required (\$)	Common Shares (#)	DSUs (#)	Total of Common Shares and DSUs (#)	Market Value of Common Shares and DSUs <sup>(1)</sup> (\$)	Meets Share Ownership Guidelines
A.E. Michael Anglin	147,500	442,500	52,306	239,608	291,914	3,140,995	Yes
Thomas R. Bates, Jr.	120,000	360,000	26,230	93,355	119,585	1,286,735	Yes
Brian R. Booth	100,000	300,000	18,724	61,185	79,909	859,821	Yes
Simon A. Fish	115,000	345,000	—	79,991	79,991	860,703	Yes
Leigh Ann Fisher	100,000	300,000	—	18,993	18,993	204,365	Yes <sup>(2)</sup>
Alan P. Krusi	115,000	345,000	25,091	91,301	116,392	1,252,378	Yes
Daniel Malchuk	100,000	300,000	—	—	—	—	Yes <sup>(3)</sup>
Kay Priestly	125,000	375,000	—	32,718	32,718	352,046	Yes <sup>(4)</sup>
Karen Swager	100,000	300,000	—	13,862	13,862	149,155	Yes <sup>(5)</sup>

(1) Assumes a market value of \$10.76 for each share, which is the close price on the NASDAQ as of December 29, 2023.

(2) Ms. Fisher has until March 3, 2027, five (5) years from the date of her election, to meet the Share Ownership Guidelines.

(3) Mr. Malchuk was appointed on January 8, 2024, so he has no share holdings as of December 31, 2023. He has until January 8, 2029, five (5) years from the date of his election, to meet the Share Ownership Guidelines.

(4) Ms. Priestly has until September 16, 2025, five (5) years from the date of her election, to meet the Share Ownership Guidelines.

(5) Ms. Swager has until January 16, 2028, five (5) years from the date of her election, to meet the Share Ownership Guidelines.

# PROPOSAL No. 2

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## Approval, on an Advisory (Non-Binding) Basis, of the Compensation of the Company's Named Executive Officers Disclosed in the 2024 Proxy Statement

In accordance with Section 14A of the Exchange Act, we are requesting Shareholders' vote to approve or not approve, on an advisory (non-binding) basis, our executive officer compensation. The Company is committed to continually enhancing our corporate governance practices and endorses a "pay for performance" approach for executive compensation in order to reinforce the linkages between compensation and the Company's strategic objectives and risk management processes. We believe that a "pay for performance" philosophy achieves the goal of attracting and retaining talented executives by rewarding behaviors that reinforce the Company's values while also delivering on its corporate objectives, thereby aligning executives' interests with those of our Shareholders. Given the evolution of the Company, and the importance the Board places on executive compensation, the Board has approved a say on pay advisory vote policy with respect to executive officers. The purpose of the say on pay advisory vote is to give Shareholders the opportunity to vote at each annual Shareholders meeting on the Company's approach to executive compensation, as further described in the "Compensation Discussion and Analysis" section of this Proxy Statement.

Given that the vote is held on an advisory basis, it will not be binding upon the Board or create or imply any additional fiduciary duty for the Company or the Board. However, the Board will consider the outcome of the vote when reviewing and approving executive compensation policies and decisions. The form of resolution that Shareholders will be asked to vote on at the Annual Meeting is as follows:

*RESOLVED, on an advisory basis and not to diminish the role and responsibilities of the Board of Directors that the Shareholders accept the approach to executive compensation disclosed in the Company's information Proxy Statement delivered in advance of the 2024 Annual Meeting of Shareholders.*

**The Board recommends you vote FOR the compensation of the Company's named executive officers disclosed in this Proxy Statement. Unless otherwise instructed, the persons designated on the proxy card intend to vote FOR the Company's approach to executive compensation.**

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# PROPOSAL No. 3

Approval and adoption of the Company's 2024 Share Compensation Plan, as more particularly described and set forth in this Proxy Statement

## *Adoption of the 2024 Share Compensation Plan*

At the Annual Meeting, Shareholders will be asked to consider and, if deemed appropriate, adopt, with or without variation, an ordinary resolution, as set forth below, approving, ratifying and confirming the Company's 2024 Share Compensation Plan, a copy of which is set forth in "Appendix B" to this Proxy Statement, and authorizing the Company's Board of Directors to grant share units which may be redeemed as Shares of the Company up to a maximum of 6,000,000 share units. In addition, the aggregate number of Shares that may be issuable pursuant to the 2024 Share Compensation Plan in combination with the Company's legacy equity plans shall not at any time exceed 3.75% of the issued and outstanding Shares.

If the 2024 Share Compensation Plan is approved by Shareholders at the Annual Meeting, no additional grants will be made under any legacy equity plans and all outstanding grants under such plans will only remain in place until they are vested, redeemed, or cancelled.

Currently, none of our executives hold any options. Under our current compensation plan, we do not issue options, and similarly, the proposed 2024 Share Compensation Plan will not issue options. The Board made the decision to stop granting options in 2020 due to changes in accounting standards, the complexity of administering options for both the Company and its employees, and to better align the Company's compensation strategy with its strategic objectives and employee performance.

## *New Plan Benefits*

Future grants under the 2024 Share Compensation Plan, if any, that will be made to eligible participants are subject to the discretion of the Compensation Committee and, therefore, are not determinable at this time.

The terms of the 2024 Share Compensation Plan are substantially similar to the 2021 Share Compensation Plan. However, the number of share units which may be redeemed as Shares under the 2024 Share Compensation Plan has been decreased in relation to that of the 2021 Share Compensation Plan. The following is a summary of the key terms of the 2024 Share Compensation Plan. Defined terms not defined below shall have the meaning ascribed to them in the 2024 Share Compensation Plan. For more detailed information, Shareholders should refer to the full text of the 2024 Share Compensation Plan, a copy of which is attached hereto as "Appendix B".

### 2024 Share Compensation Plan Summary

<b>Awards</b>	The 2024 Share Compensation Plan (the "Plan") provides for the award of Restricted Share Units ("RSU") and Performance Share Units ("PSU").
<b>Participant</b>	An employee of the Company or any of its Affiliates to whom an Award has been granted under this Plan. Approximately 2,459 employees are eligible to participate. Notwithstanding, we have only granted equity to 125 employees.
<b>Grant Period/Vesting - RSUs</b>	The Board will determine the vesting criteria applicable to RSUs. Generally, one-third of the awarded RSUs vest on each of the first, second and third anniversaries of the date of grant.
<b>Grant Period/Vesting - PSUs</b>	The Board will determine the vesting criteria applicable to PSUs. Generally, PSUs will cliff vest after 36 months.
<b>Term</b>	The Board will determine the expiry date for RSUs and PSUs, provided that such date may not be later than the earlier of: (i) the date which is the tenth anniversary of the date on which such RSU or PSU was granted; and (ii) the latest date permitted under the applicable rules and regulations of applicable Regulatory Authorities.

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<b>Payment/Redemption</b>	At the Board's sole discretion, the Company shall redeem the RSUs and PSUs by: (i) paying a cash amount equal to the Market Price of the vested RSUs and PSUs on the vesting date; (ii) issuing such number of Shares as is equal to the number of vested RSUs or PSUs; or (iii) purchasing such number of Shares as is equal to the number of vested RSUs or PSUs in the market and delivering them to the participant.
<b>Market Price</b>	The volume weighted average trading price of Shares on the NASDAQ (or any other Stock Exchange on which the majority of the volume of trading of the Common Shares has occurred over the relevant period) over the 30 Trading Days immediately preceding such date.
<b>Dividends</b>	Whenever cash dividends are paid on the Company's Shares, additional RSUs and PSUs will be credited to a Participant. The additional RSUs and PSUs shall be subject to the same terms and conditions, including vesting and settlement terms, as the corresponding RSUs or PSUs, as the case may be.
<b>Performance Target Milestones</b>	The Target Milestones for each Performance Period will be determined by the Board, in its sole discretion, based on measurable performance criteria established by the Board in advance. The performance achievement of the Target Milestones shall be determined by assigning a percentage from 0% to 200% (or such other range as the Board may determine from time to time) reflecting such performance.
<b>Right to RSUs and PSUs in the Event of a Change of Control</b>	The Plan provides for accelerated vesting in the event of a Change of Control. The Board has the right to make any determinations as it considers appropriate in the circumstances upon a Change of Control to ensure the fair treatment of Participants including with respect to vesting provisions.
<b>Cessation of Entitlements</b>	<p>Participants may cease to be Eligible Persons under the Plan in the event of their termination (for Cause or without Cause), their death, a Disability, or pursuant to their resignation.</p> <p>If a Participant ceases to be an Eligible Person due to their termination without Cause, certain portions of any unvested RSUs or PSUs granted to such Participant shall vest pursuant to formulas more fully described in the Plan and all vested RSUs and PSUs shall be redeemed immediately in accordance with the Plan. All unvested RSUs and PSUs shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of such Participant as of their Termination Date.</p> <p>If a Participant ceases to be an Eligible Person due to their termination for Cause (including where such Participant resigns from their employment as an alternative to being terminated for Cause), all of the Participant's vested outstanding RSUs and PSUs shall be redeemed immediately and any unvested RSUs and PSUs shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of such Participant as of their Termination Date.</p> <p>If a Participant ceases to be an Eligible Person other than for Cause (or resignation for good reason) within twelve months after a Change of Control, all RSUs and PSUs will immediately vest.</p>
<b>Amendment</b>	The Board may at any time suspend or terminate the Plan and may make certain amendments without Shareholder approval, including amending any vesting provisions, Target Milestones, Performance Periods, expirations dates, or persons eligible to participate in the Plan. Shareholder approval would be necessary to increase the number of Shares or rolling maximum reserved for issuance under the Plan, to amend, remove or exceed the insider participation limit, to extend the term of an Award, to permit the transfer or assignment of RSUs or PSUs other than in accordance with the provisions of the Plan, or to expand the scope of Eligible Persons.
<b>Common Shares Available for Awards</b>	The number of Shares that may be issued pursuant to this Plan, shall not exceed 6,000,000 Shares, provided that the aggregate number of Common Shares that may be issuable pursuant to the Aggregate Plans shall not exceed 3.75% of the then issued and outstanding Shares. Additionally, (i) the aggregate number of Shares issuable to any one (1) Participant pursuant to the Aggregate Plans within any one (1) year period shall not exceed 3.75% of the then issued and outstanding Shares; and (ii) the aggregate number of Shares that (A) are issuable at any time to Participants that are Insiders and (B) that are issued to Participants that are Insiders within any one (1) year period pursuant to the Aggregate Plans shall not exceed 3.75% of the then issued and outstanding Shares.
<b>Assignability of Awards</b>	Awards of RSUs and PSUs are not transferable or assignable, other than pursuant to the Plan in the event of the death, incapacity or infirmity of the Participant.
<b>Availability of Awards</b>	As of the Record Date for this proxy, after taking into account the awards granted under the Aggregate Plans, an aggregate of 8,033,371 awards are available for Grant pursuant to the Plan, representing approximately 3.98% of the Company's issued and outstanding Shares.

The 2024 Share Compensation Plan has been conditionally approved by the Board, NASDAQ and the TSX, subject to Shareholder approval at the Annual Meeting. To be effective, the 2024 Share Compensation Plan must be approved by a majority of the votes cast by the Shareholders present or represented by proxy at the Annual Meeting. If the 2024 Share Compensation Plan is approved at the Annual Meeting, the 2024 Share Compensation Plan will take effect at the close of business on the date of the Annual Meeting.

The Board believes that the approval of the 2024 Share Compensation Plan is in the best interests of the Company and recommends that Shareholders vote FOR the following resolution approving the Company's 2024 Share Compensation Plan:

*BE IT RESOLVED, that the share compensation plan (the “2024 Share Compensation Plan”), a summary of which is set forth in the proxy statement of SSR Mining Inc. (the “Company”) dated April 12, 2024 (the “Proxy Statement”) and a copy of which is attached as “Appendix B” to the Proxy Statement is hereby approved, ratified and confirmed as the share compensation plan of the Company;*

*FURTHER RESOLVED, that as set forth in the 2024 Share Compensation Plan, a maximum of 3.75% of all of the common shares of the Company’s issued and outstanding from time to time is hereby allotted and reserved for issuance under the 2024 Share Compensation Plan, subject to the limitations set forth therein;*

*FURTHER RESOLVED, that the Company has the authority to continue granting share units under the 2024 Share Compensation Plan, until May 3, 2027, which is the date that is three (3) years from the date of the Annual Meeting at which such Shareholder approval is being sought.*

*FURTHER RESOLVED, that any one officer or director of the Company be and is hereby authorized and directed for and on behalf and in the name of the Company to execute, whether under the corporate seal of the Company or otherwise, and deliver all such documents and instruments, and to do or cause to be done all such other acts and things, as may be necessary or desirable to give effect to the foregoing.*

**The Board recommends you vote FOR the resolutions to approve the 2024 Share Compensation Plan. Unless otherwise instructed, the persons designated on the proxy card intend to vote FOR the resolutions to approve the 2024 Share Compensation Plan.**

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# REPORT OF THE COMPENSATION & LEADERSHIP DEVELOPMENT COMMITTEE

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On behalf of the Board, the Compensation Committee is responsible for the review and oversight of the Company's executive compensation program, to ensure that it aligns with the Company's strategic objectives and Shareholder value creation. The Compensation Committee reviews the remuneration and benefits of directors and executive management, establishes continuity plans for executives and other key employees, and makes recommendations to the Board as it deems appropriate.

Mr. Rod Antal is appointed Executive Chairman; however, he also serves as the principal executive officer of the Company. For purposes of this Compensation Discussion and Analysis, we refer to this role as the CEO.

Each of the members of the Compensation Committee has experience leading, and/or consulting with, various mining and extractive minerals companies and has a thorough understanding of the competitive environment of recruiting and retaining executive officers in these industries. All of the directors who currently comprise the Compensation Committee are independent according to the independence criteria of NASDAQ and as set forth in National Instrument 58-101 – *Disclosure of Corporate Governance Practices* for Canadian companies.

## Shareholder Outreach

The Compensation Committee is committed to ensuring our executive compensation program is aligned with the performance of the Company and that we provide a forum for active dialogue with our Shareholders. The Company conducts a robust Shareholder outreach effort both before and after our annual Shareholder meeting. This effort includes outreach letters focused on explaining our compensation philosophy as well as a number of in-person meetings with various Shareholders. The Chair of the Compensation Committee and the Chief Legal & Administrative Officer, who is responsible for human resources across the business, attend each of these meetings.

## Recommendations

The Compensation Committee has reviewed and discussed with management the Company's Compensation Discussion and Analysis section of this Proxy Statement. Based on such review and discussions, the Compensation Committee has recommended to the Board that the Company's Compensation Discussion and Analysis section be included in this Proxy Statement and the Company's Annual Report on Form 10-K for the year ended December 31, 2023.

*The foregoing Report of the Compensation Committee does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act of 1933, as amended (the "Securities Act"), or the Exchange Act, except to the extent the Company specifically incorporates such information by reference.*

Submitted by the Compensation and Leadership Development Committee

Thomas R. Bates, Jr., Chair  
Simon A. Fish  
Leigh Ann Fisher

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# COMPENSATION DISCUSSION AND ANALYSIS

The following is a discussion of our executive compensation program for 2023 and is intended to be read in conjunction with the executive compensation tables that immediately follow, which provide further compensation information. All compensation information is presented as of December 31, 2023.

## Compensation Philosophy

The Company’s overarching goal in setting executive compensation is to provide competitive compensation with a view to attract, motivate and retain highly qualified executive officers capable of achieving both the Company’s strategic and short-term performance objectives while ultimately creating and preserving long-term Shareholder value. This is accomplished with the following:

- Market competitive positioning relative to peers balanced by compensation arrangements that are internally equitable, reflecting that the Company’s executives function as an integrated team;
- Controlling G&A expenses by streamlining senior executive positions, with each NEO (as defined below) managing a significant portfolio of responsibilities;
- Focus on “at-risk” compensation: a significant portion of NEO compensation is delivered in variable incentive compensation that is tied to the Company’s financial and operational performance; and
- Minimize excessive or inappropriate risk-taking behavior with a focus on long-term compensation and significant share ownership guidelines. The largest component of incentive compensation for NEOs is delivered through long-term incentives with vesting periods of three (3) years.

### What We Do

✓ We pay for performance	✓ We maintain a robust clawback policy
✓ We regularly review compensation	✓ We conduct an annual Say-on-Pay advisory vote
✓ We promote retention with equity awards that vest over three years	✓ We have an anti-hedging policy and an insider trading policy
✓ We have a double-trigger severance and equity vesting upon a change of control	✓ We have director and executive officer share ownership guidelines
✓ We design our compensation plans to mitigate undue risk-taking	✓ We have an independent Compensation and Leadership Development Committee, with all members being independent directors

### What We Do Not Do

✗ We do not guarantee incentive compensation	✗ We do not grant options
✗ We do not reprice underwater options	✗ We do not provide tax gross ups to executives



## Named Executive Officers

The following table lists our named executive officers (“NEOs”), their ages and a description of their business expertise, including positions held within SSR Mining and its predecessors. The NEOs are presented as of December 31, 2023, which is prior to the implementation of the leadership transition described below.

On March 8, 2024, the Company announced a reorganization of key roles and responsibilities within its leadership team. As part of this reorganization, the Company appointed Michael J. Sparks, previously Executive Vice President, Chief Legal and Administrative Officer of the Company, as Executive Vice President, Chief Financial Officer, effective March 7, 2024. Mr. Sparks is retaining his responsibilities over legal and compliance. In addition, effective March 7, 2024, F. Edward Farid, previously Executive Vice President, Chief Corporate Development Officer, has been appointed to Executive Vice President, Chief Strategy Officer. Finally, effective March 7, 2024, Alison White, previously Executive Vice President, Chief Financial Officer, left the Company to pursue other opportunities. The terms of Ms. White’s departure are detailed in her separation agreement, which will be included as an exhibit to the Company’s Quarterly Report on Form 10-Q for the first quarter of 2024.

There are no family relationships between any of our directors and NEOs, by blood, marriage or adoption.



**Rod Antal** *Executive Chairman*

Age: 58

Mr. Antal was appointed Executive Chairman of SSR Mining in June 2023. Previously, Mr. Antal serviced as President and Chief Executive Officer and a member of the Board of SSR Mining following the merger with Alacer Gold in September 2020. Prior to the merger, Mr. Antal held the position of President and Chief Executive Officer with Alacer Gold since August 2013 and prior to that, he served as Alacer’s Chief Financial Officer from May 2012 to August 2013. Mr. Antal has over 30 years of global mining experience in various mineral and metal businesses, including precious metals. This experience spans both corporate roles and at various mine operating sites. Mr. Antal began his mining career working for Placer Dome in Papua New Guinea and then nearly 15 years within the Rio Tinto Group where he held various senior management positions.

**Alison White**

*Executive Vice President – Chief Financial Officer*

Age: 44

Alison White was appointed Executive Vice President, Chief Financial Officer of SSR Mining in March 2021 and her employment with the Company ended in March 2024. She oversaw accounting, finance, treasury, information technology and enterprise risk management. Alison has over 20 years of experience as a versatile finance professional with a track record of success in financial and operational roles. Prior to joining SSR Mining, Alison held various corporate and regional roles at Newmont Mining including serving as the Regional Chief Financial Officer for North America. Prior to joining Newmont, she was the Vice President of Internal Audit for a global water and natural resources engineering firm. Alison has leadership and financial experience across various industries holding roles at MWH Global (now Stantec), KPMG, ConAgra Foods, Sun Microsystems and Ernst and Young. Alison has a B.S. in Finance from the University of Colorado, Boulder, and a Master’s degree with an emphasis in accounting and is a licensed Certified Public Accountant.



**F. Edward Farid** *Executive Vice President – Chief Corporate Development Officer*

Age: 39

F. Edward Farid was appointed Executive Vice President, Chief Corporate Development Officer of SSR Mining in September 2020. Edward is responsible for the company’s strategy, M&A activities, commercial negotiations and investor relations functions. Edward previously served as the Senior Vice President, Business Development and Investor Relations for Alacer Gold since May 2017. He has nearly two decades of experience in mergers and acquisitions, business strategy and capital markets. Before joining Alacer Gold, Edward was a senior officer in the Metals and Mining group at Credit Suisse. In his capacity as an investment banker, he advised leaders in the mining sector on a variety of transactions including acquisitions, divestitures, joint ventures, streaming transactions, fairness opinions, defense advisory, and debt and equity financings. Edward holds a Bachelor of Commerce degree in Finance from McGill University in Canada.

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**Michael J. Sparks**

Age: 42

*Executive Vice President – Chief Legal and Administrative Officer*

Michael Sparks was appointed Executive Vice President, Chief Legal and Administrative Officer & Corporate Secretary of SSR Mining in September 2020. Michael has global responsibility for the Company's legal, human capital and administration functions. Previously, Michael served as the Chief Legal Officer for Alacer Gold Corp. since 2012. Michael has more than ten years of international legal and management experience, primarily in the natural resources industry. Before joining Alacer Gold, Michael worked at King & Spalding LLP in Houston, Texas and subsequently at Davis Graham & Stubbs LLP in Denver, Colorado. He holds a Bachelor's degree in Human Resource Management from Utah State University, a Juris Doctorate degree from Vanderbilt University Law School, and a Master of Business Administration from the University of North Carolina Kenan-Flagler Business School.



**William MacNevin**

Age: 58

*Executive Vice President – Operations and Sustainability*

William (Bill) MacNevin was appointed Executive Vice President, Operations and Sustainability of SSR Mining in January 2023. Bill has over 35 years of international experience in the mining industry, having held senior operational and corporate roles across Placer Dome, Newmont and most recently Barrick Gold. He has worked in Papua New Guinea, Australia, Tanzania, Zambia, Peru, Dominican Republic, Argentina and USA. Prior to joining SSR Mining Bill held the position of Processing and Engineering Lead for Barrick Gold which came after he worked as the Executive General Manager of the Pueblo Viejo Joint Venture. Bill's previous roles include CEO of Barrick Nevada and General Manager at Lumwana, among other senior positions. Bill attended James Cook University and received a Graduate Diploma in Mineral Processing Technology from Latrobe University.

## Board Oversight and Compensation Governance

On behalf of the Board, the Compensation Committee is responsible for the review and oversight of the Company's executive compensation program, to ensure that it aligns with the Company's strategic objectives and Shareholder value creation. The Compensation Committee's purpose, with respect to compensation matters, is to review the remuneration and benefits of directors and executive management, to establish a plan of continuity for executives and other key employees, and to make recommendations to the Board as it deems appropriate.

The Board has overall responsibility for the oversight of the Company's risk management plans, policies and practices. The Compensation Committee is responsible for overseeing compensation policies and practices to ensure incentives do not encourage executives to take risks that would be reasonably likely to have a material adverse effect on the Company. The Compensation Committee has adopted a number of practices that are aligned with best governance practices and serve to ensure that the compensation program does not encourage excessive risk-taking. The Company has adopted the following governance programs to assist in the management of its compensation program:

- ▶ *Say on Pay and Shareholder Engagement:* The Company has voluntarily adopted an annual say on pay vote to strengthen shareholder engagement and conducts an extensive shareholder outreach program.
- ▶ *External Independent Advice:* The Compensation Committee engages an independent compensation consultant to provide an external perspective on market and best practices, governance and regulation, and compensation pay levels and practices.
- ▶ *Peer Group Benchmarking:* The Company benchmarks compensation against a comparator group of similarly sized and situated mining companies, as described in more detail in the "Compensation Decision-Making Process" section of this Proxy Statement, below.
- ▶ *Anti-Hedging:* NEOs are prohibited from selling, purchasing or trading of derivative securities of the Company, including put or call options or other derivative securities, which are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly, by the NEO.
- ▶ *Executive Incentive Compensation Recoupment Policy ("Clawback Policy"):* The Company has revised its Clawback Policy to align with the final clawback rules adopted by the SEC in October 2022. Under the

revised Clawback Policy, except in very limited circumstances defined by the SEC rules, the Company requires the reimbursement of any performance-based incentive compensation paid to a current or former executive officer in the event of a financial statement restatement that either corrects an error that is material to previously issued financial statements, or corrects an error that would result in a material misstatement if the error were corrected, or left uncorrected, in the current period. Under the Clawback Policy, the Company will recoup incentive compensation received during the three (3) fiscal years preceding the restatement which is in excess of the compensation that would have been paid to the executive under the restatement. The Clawback Policy also provides for an additional discretionary clawback if an executive officer commits certain bad acts set forth in the policy, even if such bad acts do not result in a restatement. A copy of the Company's Clawback Policy is attached as an exhibit to the Company's Annual Report on Form 10-K.

▶ *Robust Insider Trading Policy:* The policy restricts executives, the Board and certain other officers and employees from trading, directly or indirectly, in the Company's securities or in derivatives related to the Company's securities during times when "material information" concerning the Company exists that has not been disseminated. The Company's Insider Trading Policy is available on the Company's website and is also attached as an exhibit to the Company's Annual Report on Form 10-K.

▶ *Conflicts of Interest:* Directors and executives are required to disclose any potential conflict of interest in any issue brought before the Board and must refrain from participating in any discussion and voting on the matter. Any potential conflict of interest is resolved by directors or executives, as applicable, independent of such conflict.

## Compensation-Related Risk

A significant portion of NEO compensation is delivered in variable incentive compensation that is tied to the Company's financial and operational performance and personal performance objectives. The Company's incentive programs are designed to motivate high performance and deliver value to executives that is aligned with Shareholders while also effectively recognizing, and mitigating, risk. Examples of these designs include:

▶ *Capped Incentive Opportunities; No Guaranteed Minimums.* Annual short-term incentive compensation is capped at two times target. Long-term incentive awards track the share price, cap the performance multiplier at two times target and include the possibility of zero payout.

▶ *Relative Performance Measurement.* A significant portion of our NEOs' long-term incentive opportunity is based on the Company's total shareholder return ("TSR") performance relative to its industry peers, ensuring that executive compensation aligns to long-term share performance.

▶ *Vesting Periods.* Long-term incentive awards vest over a three-year period.

▶ *Stress-testing Outcomes.* Actual and potential performance scenarios are analyzed to ensure that the value of the incentive awards granted to NEOs is appropriately linked to performance and value created for Shareholders.

The Compensation Committee also conducted a thorough risk assessment with its outside advisers to determine if our executive compensation programs and practices are reasonably likely to have a material adverse effect on the Company. No material risks were identified.

## Compensation Decision-Making Process

The Compensation Committee receives advice from its independent compensation consultant and reviews competitive compensation data on a regular basis to help inform pay decisions and program changes for the following fiscal year, but ultimately relies on its own independent judgment in determining compensation arrangements for NEOs. The Compensation Committee approves compensation adjustments by taking into consideration competitive market data, corporate and individual performance, succession plans and other factors, as appropriate.

NEO compensation, other than that of the CEO, is recommended by the CEO and reviewed and approved by the Compensation Committee. The compensation of the CEO is recommended by the Compensation Committee and

approved by the Board, in each case without the CEO present during discussions and voting. The Compensation Committee also reviews and recommends performance targets related to the annual and long-term incentive programs for approval by the Board each year.

#### *Peer Group*

We believe that NEO compensation should align with the Company's size and operational characteristics. Each year the Compensation Committee benchmarks the compensation of its NEOs against a peer group comprised of mining companies that are generally of similar size (revenue and market capitalization), operate with a similar geographic span and are at the same stage of development as the Company. As part of our normal practice and in consultation with our independent compensation consultant, the Compensation Committee regularly reviews compensation levels and compensation programs for our NEOs against compensation levels of the comparator companies. Our peer group for 2023 consists of the following companies:

Peer Group		
Agnico Eagle Mines Limited	Eldorado Gold Corporation	Kinross Gold Corporation
Alamos Gold Inc.	Endeavour Mining Corporation	Newcrest Mining Limited
B2Gold Corp.	Equinox Gold Corp.	OceanaGold Corporation
Centerra Gold Inc.	Hecla Mining Corporation	Pan American Silver Corp.
Coeur Mining Inc.	IAMGOLD Corporation	

Our peer group was adjusted in 2023 to remove Yamana Gold Inc. as a result of its acquisition by Pan American Silver Corp. In place of Yamana Gold Inc., the Company has added Coeur Mining to its peer group. The Company reviews the peer companies list annually, recommending any changes for consideration and approval by the Compensation Committee. The competitive market data is one input the Compensation Committee considers in making pay decisions for NEOs, in addition to a number of incumbent-specific considerations.

#### *Compensation Consultants*

Compensation Advisory Partners has been retained by the Compensation Committee to be the Company's independent compensation advisor and reports to the Chair of the Compensation Committee. Compensation Advisory Partners provides independent advice on compensation matters and input on the Company's compensation philosophy and programs. Compensation Advisory Partners also completes the competitive compensation benchmarking for the Company's executives and directors and assists with governance and disclosure matters. The Board has determined that Compensation Advisory Partners does not have any conflicts of interest with the Company or the Board. The Company transitioned to Compensation Advisory Partners in June 2023, and paid \$113,395 in fees for the services provided since June 2023, all of which represented executive compensation-related fees. Prior to retaining Compensation Advisory Partners, the Company's compensation advisor was Meridian Compensation Partners, and paid \$25,345.38 for the services provided in the first half of 2023. The bulk of the Company's needs for compensation advisement arises in the second half of the year, which accounts for the variance in fees paid.

#### *Say on Pay*

The Board believes in continually enhancing our corporate governance practices and values the Shareholder perspective. Accordingly, we provide Shareholders the opportunity to vote on the Company's approach to executive compensation through an annual "Say on Pay" advisory vote. At the Company's 2023 annual meeting, 89.53% of shares voted were in favor of the Company's non-binding resolution on executive compensation. This result is substantially similar to the approval rate over the previous five years and evidences strong Shareholder support for the Company's executive compensation program.

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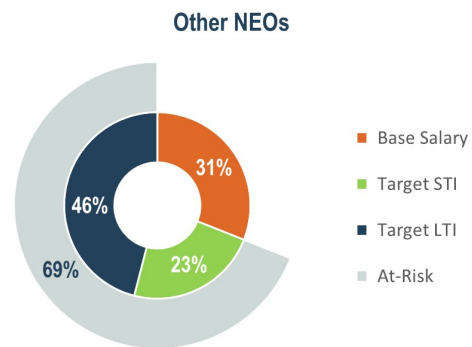
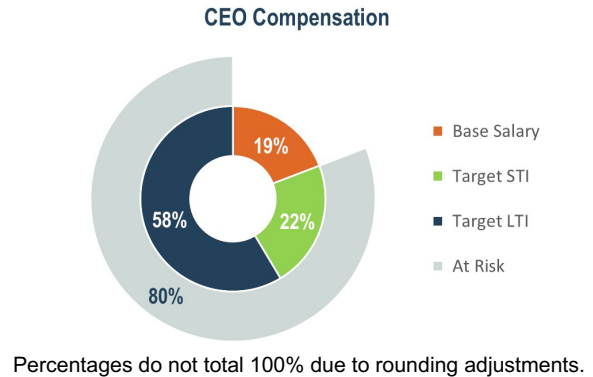
## Elements of Compensation

The Company's executive compensation plan is designed to emphasize share ownership and at-risk compensation. For 2023, compensation for NEOs consisted of:

- a competitive base salary,
- an annual incentive opportunity,
- long-term incentives in the form of PSUs and RSUs,
- standard retirement and insurance benefits paid to all employees in their domiciles, and
- de minimis perquisites.

The design of the annual cash and long-term equity incentives provides an effective and appropriate mix of incentives to help ensure performance is focused on long-term value creation and does not encourage the taking of short-term risks at the expense of long-term results.

The charts on the right set forth the relative weighting of the target compensation package for our President and CEO and the average of our other NEOs.



### Base Salary

Base salary is an element of fixed compensation that is competitive in the marketplace and intended to attract and retain individuals who can contribute to our growth as an operating mining company. Individual base salary recommendations for each NEO are primarily based on the experience of the executive officer, past performance, anticipated future contribution, internal value of the executive officer's position and comparisons to the base salaries offered by comparable North American based mining companies, as well as other relevant considerations. These salaries were as of December 31, 2023:

NEO	2023	2022	Percentage Change
Rod Antal	1,075,000	1,000,000	8 %
Alison White	550,000	525,000	5 %
F. Edward Farid	550,000	515,000	7 %
Michael J. Sparks	540,000	500,000	8 %
Bill MacNevin <sup>(1)</sup>	525,000	—	— %

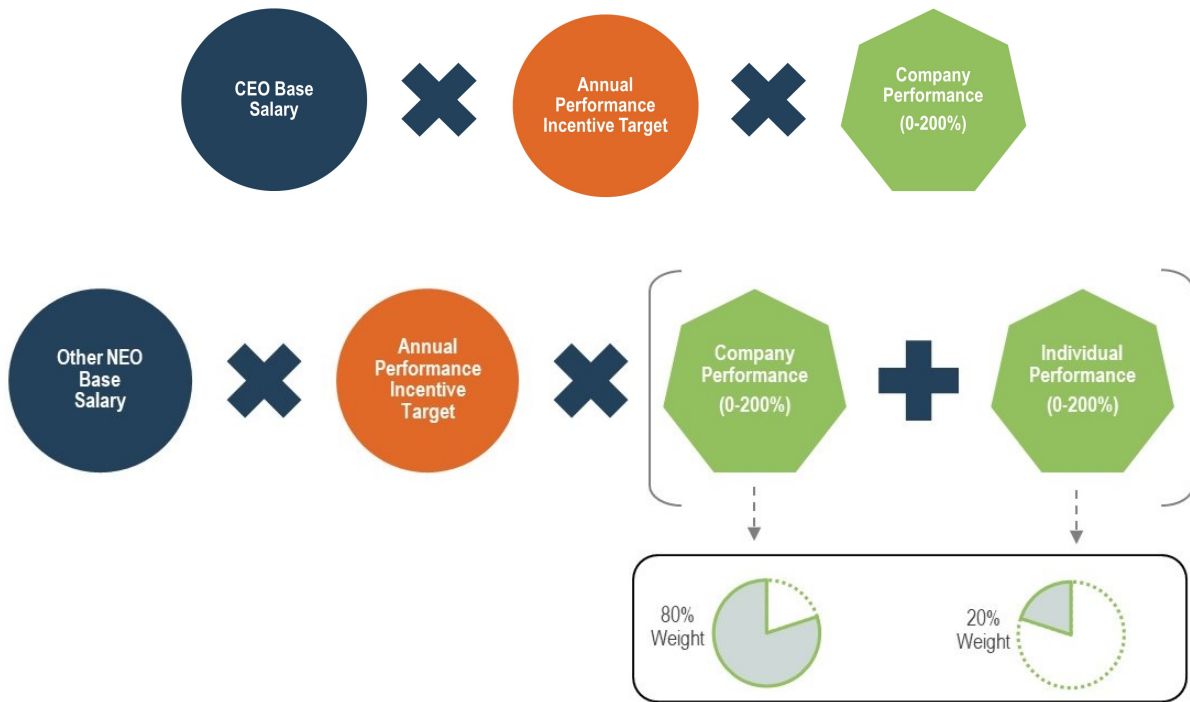
(1) Mr. MacNevin joined the Company effective January 1, 2023.

Mr. Antal has not received any additional compensation for his service on the Board and he has not, and will not, receive any additional compensation for his continued service as the Executive Chairman. Mr. Antal will be paid solely in his capacity as CEO.

### Short-Term Incentive Compensation

Short-term incentive compensation ("STI") awards are based on the Company's financial and operational results, as well as individual performance. Each NEO's target awards are expressed as a percentage of base salary, while performance results are weighted between company goal achievement and personal goal achievement. The

CEO's performance results are weighted 100% on company performance. The performance results for the other NEOs are weighted 80% on company performance and 20% on personal performance.



Actual payouts under the STI plan could range from zero to two times an executive's target incentive opportunity, based on the achievement of performance goals. For 2023, the following table illustrates the minimum, target, and maximum payout opportunity for each NEO:

NEO	% of Salary		
	Minimum	Target	Maximum
Rod Antal	0%	115%	230%
F. Edward Farid	0%	75%	150%
Alison White	0%	75%	150%
Michael J. Sparks	0%	75%	150%
Bill MacNevin	0%	75%	150%

No changes were made to the NEOs' STI minimum, target, and maximum payout opportunities in 2023 as compared to those in 2022.

#### Long-Term Incentive Compensation

The Company's long-term incentive program is designed to align executive compensation with the Company's long-term performance and consists of annual grants of PSUs (60% weight) and RSUs (40% weight). Each NEO is eligible for a target annual long-term incentive plan ("LTIP") award expressed as a percentage of base salary. The following table illustrates the 2023 LTIP opportunities for each NEO:

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NEO	Target Award (% of salary)		
	PSUs	RSUs	Total
Rod Antal	180%	120%	300%
Alison White	90%	60%	150%
F. Edward Farid	90%	60%	150%
Michael J. Sparks	90%	60%	150%
Bill MacNevin	90%	60%	150%

No changes were made to the NEOs' LTIP opportunity percentages in 2023 as compared to those in 2022.

PSUs represent notional units that track the market value of the Company's Shares during the vesting period, providing strong alignment with Shareholder interests. PSU performance metrics expand beyond TSR relative to the Company's compensation peer group to also include gold production and a return on capital invested metric thereby strengthening the link between compensation and sustainable long-term performance. PSU awards cliff vest after three years and are subject to three-year performance objectives. The Board has determined that vested PSU awards will be redeemed in cash.



RSUs also represent notional units that track the market value of the Company's Shares. RSU awards are intended to provide a highly retentive element of compensation and are time-based, vesting one-third each year over a three-year period. The Board has determined that vested RSUs will be redeemed in Shares.

From time to time, the Compensation Committee may approve special incentive programs for the Company's executives in the form of project-related grants of RSUs, PSUs or a cash incentive. These incentive programs are reserved for significant projects and performance results are tied to specific project milestones, such as project capital, timeline delivery, etc. Prior to approving a project-based incentive program, the Compensation Committee considers the program's alignment with Shareholder interests and the Company's goals and performance.

*Benefits and Perquisites*

NEOs are eligible for benefits provided to all salaried employees, including health care coverage and life/disability insurance protection. Generally, it is not the practice of the Company to provide NEOs with perquisites including housing and/or car allowances. However, on a case-by-case basis, the Company may provide such benefits if required to attract key executives.

## 2023 Compensation Results

### *STI Compensation Results*

The Board approves STI performance objectives each year based upon the recommendation of the Compensation Committee. When setting the objectives, the Board strives to make them challenging but achievable. The Compensation Committee receives reports at each regularly scheduled meeting on the progress towards achievement of the corporate objectives and consults with other Board committees on performance related to various STI objectives as appropriate. The design of the STI performance framework relies on a balanced scorecard addressing key categories of safety, environmental and sustainability, production and costs, and strategic initiatives. The strategic initiatives for the Company are set by the Board annually, prior to the start of the applicable calendar year, and may include, among others, growth in production, reduction in costs, reserve and resource growth, new asset discovery and rationalizing the asset portfolio.

The achievement of STI performance objectives are evaluated in respect of each applicable calendar year, with final results measured as of December 31 of the applicable calendar year. The results for the 2023 Company STI metrics take into account achievements of the Company during the 2023 calendar year, during which the Company achieved production guidance and record gold ounces produced at our Marigold mine operation and record silver ounces produced at our Puna mine operation. The Company delivered strong capital returns to Shareholders, and completed the year with a strong balance sheet, including a substantial cash balance and an increased revolving credit facility. Safety performance at our operation sites also improved in 2023 as compared to 2022 with the development of new site safety plans, including prevention and incident reporting, and a stronger focus on employee engagement in safety discussions. With respect to the strategic component of the 2023 Company STI metrics, the Company delivered on multiple strategic goals, including strong near-mine exploration success, refreshed mineral reserve and resource figures, and updated technical report summaries for all material assets.

The Board also considered several strategic transactions completed by the Company during the 2023 calendar year, including the Company's entry into agreements to sell its Sunrise Lake Property and San Luis Project for a 4% net smelter return royalty on each project, and the reinvestment of non-core asset-sale proceeds in high return and low capital intensity projects such as the acquisition of an interest in, and operational control of, the Hod Maden gold-copper development.

As a result, the Company STI metrics scorecard resulted in a 77.59% payout.

The Çöpler Incident occurred after the 2023 Company STI metrics were measured and will, therefore, be considered in the Board's evaluation of the 2024 Company STI results.

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The results for the 2023 Company STI metrics are illustrated in the following table:

2023 STI Goal	Metric Weight	Threshold <sup>(1)</sup> Goal (50%)	Target Goal (100%)	Stretch Goal (200%)	2023 Performance	2023 Payout %
<b>Safety</b>						
TRIFR <sup>(2)</sup>	5%	TRIFR - 2021 2.47	TRIFR - 2021 5% reduction 2.35	TRIFR - 2021 10% reduction 2.22	2.1	10.00%
Leadership in the Field (LIF) <sup>(3)</sup>	5%	Quality LIF training completed. >90% of interactions completed against target (Approximately 46,000)(3)	100% of interactions completed against target (Approximately 51,000)(3)	135% of interactions completed against target (Approximately 69,000)(3)	78,697	10.00%
<b>Environmental &amp; Sustainability</b>		<b>Threshold<sup>(1)</sup> Goal (50%)</b>	<b>Target Goal (100%)</b>	<b>Upper Target (150%)</b>		
Improving Environmental Performance	5%	>70% of Water Management Plan Complete	>85% of Water Management Plan Complete	>100% of Water Management Plan Complete	100%	10.00%
Sustainability	5%	Maintain local employment and procurement opportunities at 2022 baseline levels	Increased local employment and/or procurement opportunities by 5%	Increased local employment and procurement opportunities by 5%	Increased local employment and procurement opportunities by 5%	10.00%
<b>Production and Costs</b>		<b>Threshold<sup>(1)</sup> Goal (50%)</b>	<b>Target Goal (100%)</b>	<b>Upper Target (150%)</b>	<b>Stretch Goal (200%)</b>	
Gold-Equivalent Ounces Produced (100% basis)	30%	700,000 (Lower Guidance)	740,000 (Mid-point Guidance)	780,000 (Upper Guidance)	810,000 (Upper Guidance plus 30,000 ounces)	706,894 17.59%
AISC per ounce (IFRS basis) <sup>(4)</sup>	30%	\$1425/ounce (Upper Guidance)	\$1395/ounce (Mid-point Guidance)	\$1365/ounce (Lower Guidance)	\$1335/ounce (Lower Guidance minus \$30/ounce)	\$1,461/ounce 0.00%
<b>Strategic</b>		<b>Threshold<sup>(1)</sup> Goal (50%)</b>	<b>Target Goal (100%)</b>	<b>Upper Target (200%)</b>		
As defined by the Board <sup>(5)</sup>	20%	Board determination at year end	Board determination at year end	Board determination at year end	100%	20.00%
<b>Total</b>	<b>100%</b>					<b>77.59%</b>

(1) If actual Company performance falls between the Threshold Goal and Target Goal or between the Target Goal and the Stretch Goal performance categories, the actual performance will be calculated based upon a straight line interpolation.

(2) If fatality occurs at any company location, the TRIFR metric defaults to 0.

(3) Number of interactions based on organizational structures and defined metrics.

(4) AISC is a non-GAAP measure. For an explanation of the calculation, please refer to "Appendix A" attached to this Proxy Statement.

(5) Annually, the Board determines a set of key strategic initiatives for the Company. These initiatives may include metrics around resource replacement, system efficiencies, talent development, or other transformational initiatives. These strategic initiatives are reviewed and evaluated as part of the year-end process and are discussed briefly above.

The individual performance component for each NEO consisted of financial and operational measures specific to each NEO's area of responsibility. These may include, but are not limited to, production, project management, cost reduction, health and safety, organizational development, and other strategic objectives. The CEO reviewed individual performance for the other NEOs and recommended to the Compensation Committee an individual performance factor ranging from 0% - 200% of target.

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NEO	Corporate			Individual			2023 Score (% of Target)
	Weight	Score		Weight	Score		
Rod Antal	100%	77.59%		N/A	N/A		77.59%
Alison White	80%	77.59%		20%	70%		76.07%
F. Edward Farid	80%	X 77.59%	+	20%	X 105%		83.07%
Michael J. Sparks	80%	77.59%		20%	100%		82.07%
William MacNevin	80%	77.59%		20%	115%		85.07%

### LTI Compensation Results

The 2021 PSU performance metrics consist of three equally weighted metrics: gold-equivalent ounces produced, return on investment (“ROI”) and relative total shareholder return. Each metric is measured over the applicable three-year performance period. The production and cost metrics measure performance against the weighted average of the three (3) one-year budgets. The ROI metric measures the Company’s investment return over the performance period against a target percentage set by the Board at the time of grant. The relative TSR measures the stock price performance over the performance period relative to our peer group. The table below outlines the results of the performance metrics for the 2021 PSU Awards over the performance period ended on December 31, 2023 (the “2021 PSUs”). The 2021 PSUs vest on January 1, 2024.

LTI Performance Metric	Target	Performance	Weighting	Result	Weighted Result
<b>Production (1/3)</b>					
2021	760,099	794,456	33.609 %	145.201 %	48.801 %
2022	740,536	623,819	32.744 %	0.000 %	0.000 %
2023	760,957	706,894	33.647 %	28.954 %	9.742 %
<b>Total</b>	<b>2,261,592</b>	<b>2,125,169</b>	<b>100 %</b>		<b>58.543 %</b>
<b>Production Score Achieved</b>					<b>19.51413819</b>
<b>ROI (1/3)</b>					
2021	—	—	33.333 %	200 %	66.667 %
2022	—	—	33.333 %	0.000 %	0.000 %
2023	—	—	33.333 %	200 %	66.667 %
<b>Total</b>			<b>99.999 %</b>		<b>133.334 %</b>
<b>ROI Score Achieved</b>					<b>44.44422222</b>
<b>TSR (1/3)</b>					
	<25 Percentile	50 Percentile	>75 Percentile	Percentile Achieved	Score Achieved
	0%	100%	200%	14.3 %	0.000 %
<b>TSR Score Achieved</b>					<b>0.000</b>
<b>PSU Score Achieved</b>					<b>63.96 %</b>

The performance metrics outlined above equate to a 63.96% performance score for the 2021 PSUs. For the NEOs who were granted PSUs in 2021, the following table sets out the actual payouts to be made after such PSUs vest.

Name	2021 PSU Grants (#)	Vest Date 30-Day VWAP (C\$)	Vest Date Value (C\$)	FX Rate (\$)	Vest Date Value (\$)	Performance Score (%)	Payout Value (\$)
Rod Antal	91,579	15.017	1,375,242	0.7561	1,039,820	63.96	665,069
Alison White	50,737	15.017	761,918	0.7561	576,086	63.96	368,465
F. Edward Farid	24,068	15.017	361,429	0.7561	273,277	63.96	174,788
Michael J. Sparks	22,596	15.017	339,324	0.7561	256,563	63.96	164,098

## Executive Share Ownership Guidelines

We strongly support Share ownership by our executives and the Board reviews our Share ownership guidelines annually. Each NEO is expected to reach a prescribed level of Share ownership within five (5) years from their date of hire or appointment based on their role. The CEO is expected to own Shares representing at least five times his or her annual base salary; all other NEOs are expected to own Shares representing at least two times their respective annual base salaries. In addition to Shares beneficially owned, the full value of RSUs held by an executive officer are included when determining the value of Shares held by an executive. Executive officers are expected to use the after-tax cash proceeds from the exercise of options or the redemption of vested PSUs and RSUs to achieve their share ownership requirement.

NEO Share Ownership as of December 31, 2023 is outlined in the below table. We acknowledge there has been a Share price decline since the end of 2023; however, as of the date of this Proxy Statement, all NEOs continue to be in compliance, or have time to be in compliance, with the Share ownership guidelines.

NEO	Base Salary (\$)	Shareholding Requirements (\$)	Common Shares Beneficially Owned (#)	Number of RSUs Subject to Vesting (#)	Number of PSUs <sup>(1)</sup> Subject to Vesting (#)	Value of Total Holdings <sup>(2)</sup> (\$)	Shareholding Requirements Met
Rod Antal	1,075,000	5,375,000	691,505	153,641	162,946	10,847,064.54	Yes
Alison White	550,000	1,100,000	16,666	45,683	55,681	1,270,002.80	Yes
F. Edward Farid	550,000	1,100,000	76,625	39,525	42,089	1,702,646.26	Yes
Michael J. Sparks	540,000	1,080,000	102,268	38,445	40,661	1,951,584.24	Yes
Bill MacNevin	525,000	1,050,000	—	91,482	16,011	1,156,624.68	Yes

(1) Pursuant to our Share Ownership Guidelines, 50% of granted PSUs are included in the calculation to meet the guidelines.

(2) Assumes a market value of \$10.76 for each share, which is the close price on the NASDAQ as of December 29, 2023.

## Employment Agreements

The Company has employment agreements with each of the NEOs, which provide for participation in any bonus or incentive compensation plans that are available to senior management, as well as participation in any long-term incentive programs introduced for senior management. Termination payments in these agreements may be suspended or terminated if the NEO breaches any of the restrictive covenants in the agreement. For a description of the severance benefits provided in the employment agreement, see the narrative description following the “*Potential Payments upon Termination or Change in Control*” section of this Proxy Statement.

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# EXECUTIVE COMPENSATION TABLES

## Summary Compensation Table

The following table summarizes the compensation granted and/or earned by our NEOs for the 2023, 2022, and 2021 fiscal years.

Name and Principal Position	Year	Salary (\$)	Share-Based Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation <sup>(2)</sup> (\$)	All Other Compensation (\$)	Total Compensation (\$)
<b>Rod Antal</b>	2023	1,075,000	3,225,000	959,206	26,400 <sup>(3)</sup>	5,285,606
<i>Executive Chairman</i>	2022	1,000,000	3,000,000	586,500	24,400	4,610,900
	2021	932,000	2,796,000	1,821,202	23,200	5,572,402
<b>Alison White<sup>(4)</sup></b>	2023	550,000	825,000	313,797	26,400 <sup>(3)</sup>	1,715,197
<i>Executive Vice President &amp; Chief Financial Officer</i>	2022	525,000	787,500	251,213	24,400	1,588,113
	2021	302,888 <sup>(5)</sup>	1,200,000	500,808	23,200	2,026,896
<b>F. Edward Farid</b>	2023	550,000	825,000	342,672	23,704 <sup>(3)</sup>	1,741,376
<i>Executive Vice President &amp; Chief Corporate Development Officer</i>	2022	515,000	772,500	254,153	22,379	1,564,031
	2021	490,000	735,000	617,164	39,200	1,881,364
<b>Michael J. Sparks</b>	2023	540,000	810,000	332,392	26,400 <sup>(3)</sup>	1,708,792
<i>Executive Vice President &amp; Chief Legal and Administrative Officer</i>	2022	500,000	750,000	239,250	24,400	1,513,650
	2021	460,000	690,000	575,929	47,717	1,773,646
<b>Bill MacNevin</b>	2023	525,000 <sup>(6)</sup>	1,837,500	334,971	9,900 <sup>(3)</sup>	2,707,371
<i>Executive Vice President Operations and Sustainability</i>	2022	—	—	—	—	—
	2021	—	—	—	—	—

(1) The amounts in this column represent the USD fair value of the RSUs and/or PSUs on the grant date computed in accordance with Financial Accounting Standards Board Accounting Standards Codification Topic 718 (ASC 718). The assumptions made, if any, when calculating the amounts in this column are found in Note 7 to the Consolidated Financial Statements of SSR Mining Inc. and its subsidiaries, as filed with the SEC on Form 10-K for 2021. The amounts reported in the Summary Compensation Table for the PSUs are the value at the grant date as determined in accordance with ASC 718, which assumes a payout at target. The maximum value of the PSUs is 200% of target.

(2) The amounts in this column represent STI plan awards.

(3) Amount includes the Company's matching contribution portion of the NEOs voluntary contributions to the 401(k) plan and group RRSP.

(4) Ms. White's employment with the Company ended effective March 7, 2024. The terms of Ms. White's departure are detailed in her Separation Agreement, which will be included as an exhibit to the Company's Quarterly Report on Form 10-Q for the first quarter of 2024, which will be filed with the SEC and will be available on the Company's page on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)).

(5) Ms. White joined the Company effective March 31, 2021 and her compensation for 2021 was prorated accordingly.

(6) Mr. MacNevin joined the Company effective January 1, 2023.

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## Grants of Plan-Based Awards

The table below presents information regarding incentive-based awards granted to each NEO during the year ending December 31, 2023, including the short-term incentive plan and the Company's share-based compensation plans.

Name	Grant date	Estimated future payouts under non-equity incentive plan awards <sup>(1)</sup>			Estimated future payouts under equity incentive plan awards <sup>(2)</sup>			All other stock awards: Number of shares of stock or units (#)	Grant date fair value of stock and option awards (\$)
		Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
<b>Rod Antal</b>									
2023 STI	—	0	1,236,250	2,472,500				—	
2023 PSU (payable in 2026)	7-Mar-23				0	129,196	258,392	—	1,935,000 <sup>(3)</sup>
2023 RSU	7-Mar-23							86,130	1,290,000 <sup>(3)</sup>
<b>Alison White</b>									
2023 STI	—	0	412,500	825,000				—	
2023 PSU (payable in 2026)	7-Mar-23				0	33,050	66,100	—	495,000 <sup>(3)</sup>
2023 RSU	7-Mar-23							22,033	330,000 <sup>(3)</sup>
<b>F. Edward Farid</b>									
2023 STI	—	0	412,500	825,000				—	
2023 PSU (payable in 2026)	7-Mar-23				0	33,050	66,100	—	495,000 <sup>(3)</sup>
2023 RSU	7-Mar-23							22,033	330,000 <sup>(3)</sup>
<b>Michael J. Sparks</b>									
2023 STI	—	0	405,000	810,000				—	
2023 PSU (payable in 2026)	7-Mar-23				0	32,449	64,898	—	486,000 <sup>(3)</sup>
2023 RSU	7-Mar-23							21,632	324,000 <sup>(3)</sup>
<b>Bill MacNevin</b>									
2023 STI	—	0	393,750	787,500				—	
Sign-On RSU Grant	1-Jan-23							68,749	1,050,000 <sup>(4)</sup>
2023 PSU (payable in 2026)	7-Mar-23				0	31,547	63,094	—	472,500 <sup>(3)</sup>
2023 RSU	7-Mar-23							21,031	315,000 <sup>(3)</sup>

(1) Amounts shown represent threshold, target and maximum amounts for 2023 STI bonuses, which are paid in cash. STI bonuses have a threshold payout of zero and a maximum payout of 200%. Actual amounts earned are shown in Summary Compensation Table.

(2) At the time of settlement, PSUs are redeemed in cash and that cash value is multiplied by the performance percentage, which has a threshold payout of zero and a maximum payout of 200%.

(3) Market value at the time of grant was \$14.98 for each share, which is the 30-day volume weighted average price ("VWAP") on the NASDAQ.

(4) Market value at the time of grant was \$15.27 for each share, which is the 30-day volume weighted average price ("VWAP") on the NASDAQ.

The Company has entered into employment agreements with each of our NEOs. In addition to providing for participation in the Company benefit plans in effect from time to time, these agreements provide for an annual base salary as described above, as well as eligibility to receive an annual performance bonus and equity award based on a percentage of base salary. The target and maximum annual bonus opportunities available to each NEO per their employment agreement is described in "Compensation Discussion and Analysis – Elements of Compensation – Short-Term Incentive Compensation."

Each employment agreement also provides for certain payments upon a "qualifying termination," as well as post-employment restrictive covenants. The material elements of these provisions are described below under "Potential Payments Upon Termination or Change in Control."

## Outstanding Equity Awards at Fiscal Year-End

The following table summarizes all option-based and share-based awards outstanding at the end of December 31, 2023.

Name	Grant Date	Share-based awards <sup>(1)</sup>			
		Number of shares or units that have not vested (#)	Market value of shares or units of stock that have not vested <sup>(2)</sup> (\$)	Equity incentive plan awards: number of unearned shares, units or other rights that have not vested (#)	Equity incentive plan awards: market or payout value of unearned shares, units or other rights that have not vested <sup>(2)</sup> (\$)
<b>Rod Antal</b>	1-Jan-21 <sup>(3)</sup>	20,356	219,031		
	7-Mar-22 <sup>(4)</sup>	45,856	493,411		
	7-Mar-23 <sup>(5)</sup>	87,429	940,736		
	1-Jan-21 <sup>(6)</sup>	91,579	985,390		
	7-Mar-22 <sup>(7)</sup>			103,167	1,110,077
	7-Mar-23 <sup>(8)</sup>			131,145	1,411,120
	<b>Alison White</b>	31-Mar-21 <sup>(9)</sup>	11,280	121,373	
	7-Mar-22 <sup>(4)</sup>	12,038	129,529		
	7-Mar-23 <sup>(5)</sup>	22,365	240,647		
	31-Mar-21 <sup>(10)</sup>	50,737	545,930		
	7-Mar-22 <sup>(7)</sup>			27,078	291,359
	7-Mar-23 <sup>(8)</sup>			33,547	360,966
<b>F. Edward Farid</b>	1-Jan-21 <sup>(3)</sup>	5,352	57,588		
	7-Mar-22 <sup>(4)</sup>	11,808	127,054		
	7-Mar-23 <sup>(5)</sup>	22,365	240,647		
	1-Jan-21 <sup>(6)</sup>	24,068	258,972		
	7-Mar-22 <sup>(7)</sup>			26,562	285,807
	7-Mar-23 <sup>(8)</sup>			33,547	360,966
<b>Michael J. Sparks</b>	1-Jan-21 <sup>(3)</sup>	5,024	54,058		
	7-Mar-22 <sup>(4)</sup>	11,464	123,353		
	7-Mar-23 <sup>(5)</sup>	21,957	236,257		
	1-Jan-21 <sup>(6)</sup>	22,596	243,133		
	7-Mar-22 <sup>(7)</sup>			25,789	277,490
	7-Mar-23 <sup>(8)</sup>			32,937	354,402
<b>Bill MacNevin</b>	1-Jan-23 <sup>(11)</sup>	70,135	754,653		
	7-Mar-23 <sup>(5)</sup>	21,347	229,694		
	7-Mar-23 <sup>(8)</sup>			32,022	344,557

(1) All share-based awards accrue dividend units, which vest per the terms of the parent award.

(2) Assumes a market price of \$10.76 for each share, which is the close price on the NASDAQ on December 29, 2023.

(3) Vest date is January 1, 2024.

(4) Vest dates are March 7, 2024 and 2025.

(5) Vest dates are March 7, 2024, 2025 and 2026.

(6) Cliff-vest after three years on January 1, 2024; performance period ended on December 31, 2023. For information on actual payout results see "2023 Compensation Results - LTI Compensation Results" above.

(7) Cliff-vest after three years on March 7, 2025.

(8) Cliff-vest after three years on March 7, 2026.

(9) Vest date is March 31, 2024.

(10) Cliff-vest after three years on March 31, 2024; performance period ended on December 31, 2023. For information on actual payout results see "2023 Compensation Results - LTI Compensation Results" above.

(11) Vest dates are January 1, 2024, 2025 and 2026.

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## Option Exercises and Stock Vested

The following table summarizes the value of all share-based awards vested or earned for each NEO during the 2023 fiscal year.

Name	Option Awards		Stock Awards	
	Number of shares acquired or exercised (\$)	Value realized on exercise (\$)	Number of shares acquired on vesting (#)	Value realized on vesting (\$)
Rodney P. Antal	—	—	140,926	1,709,325 <sup>(1)</sup>
Alison White	—	—	17,027	249,948 <sup>(1)</sup>
F. Edward Farid	—	—	38,463	464,121 <sup>(1)</sup>
Michael J. Sparks	—	—	33,754	410,407 <sup>(1)</sup>
Bill MacNevin	—	—	—	— <sup>(2)</sup>

(1) Amount includes the actual payout results of the 2020 PSUs that vested on January 1, 2023 for the performance period from January 1, 2020 through December 31, 2022. For more information on actual payout results see "2023 Compensation Results - LTI Compensation Results" above.

(2) Mr. MacNevin joined the Company effective January 1, 2023 and no share-based awards were vested or earned during the 2023 fiscal year.

## Securities Authorized for Issuance under Equity Compensation Plan

The following table shows details of equity compensation plans as of March 28, 2024:

	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the first column) (#)
Equity compensation plans approved by Shareholders	458,788 <sup>(1)</sup>	21.02	8,635,254
Equity compensation plans not approved by Shareholders	—	—	—
<b>Total</b>	<b>458,788</b>	<b>21.02</b>	<b>8,635,254</b>

(1) As of March 11, 2024, there were 24,469 options and 434,319 RSUs outstanding under the equity plans, which represents 0.23% of the issued and outstanding Shares of the Company. PSUs are not included in the number of securities issued because they are settled in cash.

The Company's equity compensation plans provide for notional units that track the Market Value of the Company's Shares during the vesting period. Awards of PSUs are settled in cash upon vesting; awards of RSUs are settled in Shares upon vesting.

## Pension Benefits and Nonqualified Deferred Compensation Tables

The Company does not provide a defined benefit pension plan to its executives. As is common with most companies based in the United States, the Company provides an employer-sponsored defined contribution retirement account to all of its US-based employees, which includes a company-match for retirement contributions made by employees. The percentage match is the same for all US-based employees with annual regulatory caps to the amount of the matching contribution. The amounts contributed by the Company and employee to the 401(k) account are immediately vested and contributed to a third-party provider. As such, there is no ongoing liability to the Company associated with the amounts contributed to the Company's employer-sponsored retirement accounts.

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## Potential Payments upon Termination or Change in Control

As discussed above, we are party to employment agreements with each of our NEOs that provide for certain termination payments upon a qualifying termination of employment, which are laid out in the table below.

Compensation Element	Separation Event				
	Resignation/ Retirement	Death/Disability	Termination for Cause <sup>(1)</sup>	Termination without Cause or for Good Reason <sup>(2)</sup>	Termination without cause or for good reason within 12 months following a change in control <sup>(3)</sup>
<b>Salary</b>	Base salary through termination	Base salary through termination	Base salary through termination	Base salary through termination	Base salary through termination
<b>Prorated Bonus</b>	Prorated bonus for employed portion of year	Prorated bonus for employed portion of year	None	Prorated bonus for employed portion of year	Prorated bonus for employed portion of year
<b>Other Compensation</b>	None	None	None	Lump sum amounts equal to (i) 24 months' base salary, and (ii) 24 months' average annual bonus paid during previous two years (or 24 months' target bonus if length of service is less than two years)	Lump sum amounts equal to (i) 24 months' base salary, and (ii) 24 months' average annual bonus paid during previous two years (or 24 months' target bonus if length of service is less than two years)
<b>RSUs</b>	Board discretion whether unvested shares (or a portion) vest upon the date of termination	All unvested shares vest upon the date of termination; for grants under the legacy SSR share comp plans, in the case of US-Participant disability, all unvested shares are forfeited	All unvested shares are forfeited	Prorated vesting for portion of each grant earned while employed	All unvested shares vest upon the date of termination
<b>PSUs</b>	Board discretion whether unvested shares (or a portion) vest upon the date of termination	All unvested shares vest upon the date of termination and performance percentage is assumed to be 100%; for grants under the legacy SSR share comp plans, in the case of US-Participant disability, all unvested shares are forfeited	All unvested shares are forfeited	Prorated vesting for portion of each grant earned while employed	All unvested shares vest upon the date of termination and performance percentage is assumed to be 100%
<b>Pension, Benefits, &amp; Perquisites</b>	Coverage Ceases	Coverage Ceases	Coverage Ceases	Insurance benefits continue until the earlier of (i) 24 months after termination or (ii) the date the NEO becomes eligible for substantially similar benefits under a benefit plan, program or arrangement through a different employer of the NEO or spouse	Insurance benefits continue until the earlier of (i) 24 months after termination or (ii) the date the NEO becomes eligible for substantially similar benefits under a benefit plan, program or arrangement through a different employer of the NEO or spouse

(1) "Cause" means any of the following done by an NEO: (i) the breach of a material term of an applicable employment, engagement or consulting agreement; (ii) the repeated and demonstrated failure to perform the material duties of the position in a competent manner; (iii) the conviction of a criminal offense involving fraud or dishonesty, the conviction of a felony, or which otherwise adversely impacts the reputation of the Company or a related entity; (iv) the failure to act honestly or in the best interest of the Company or a related entity; (v) failure to comply with any Company rules or policies of a material nature; (vi) failure to obey reasonable instructions provided in the course of employment, within 5 calendar days after receiving written notice of such disobedience; or (vii) any actions or omissions constituting gross misconduct or negligence resulting in a risk of material harm to the Company or a related entity.

(2) "Good Reason" means the NEO was induced by the actions of the Company to resign or terminate their employment other than on a purely voluntary basis as a result of the occurrence of one or more of the following events without the NEO's written consent: (i) a materially adverse change in the NEO's position, duties, powers, rights, discretion, or responsibilities; (ii) a materially adverse change in the NEO's reporting relationship that is inconsistent with the NEO's title or position; (iii) a reduction by the Company of the base salary of the NEO; (iv) a material reduction by the Company in the aggregate level of health & welfare benefits made available to the NEO; or (v) the permanent relocation by the Company of the NEO's principal office by more than 80 kilometers from the location where the NEO worked when a Change of Control has occurred.



- (3) A “Change in Control” means the occurrence of one or more of the following events:
- (a) individuals who, as of the date of the applicable compensation plan, constitute the Board (the “Incumbent Directors”) cease for any reason to constitute at least a majority of the Board, provided that any person becoming a director after the date of the applicable compensation plan and whose election or nomination for election was approved by a vote of at least a majority of the Incumbent Directors then on the Board shall be an Incumbent Director; provided, however, that no individual initially elected as a director of the Company as a result of an actual or threatened election contest with respect to the election or removal of directors (“Election Contest”) or other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board, including by reason of any agreement intended to avoid or settle any Election Contest or proxy contest, shall be deemed an Incumbent Director;
  - (b) any change in the holding, direct or indirect, of shares in the capital of the Company as a result of which a person or group of persons acting jointly or in concert, or person associated or affiliated with any such person or group within the meaning of the *Securities Act* (British Columbia), becomes the beneficial owner, directly or indirectly, of shares and/or other securities in excess of the number which, directly or following conversion thereof, would entitle the holder thereof to cast more than 50% of the voting rights attaching to all shares of the Company which may be cast to elect directors of the Company (the “Company Voting Securities”), provided, however, that the events described in this paragraph (ii) shall not be deemed to be a Change of Control by virtue of any of the following acquisitions of Company Voting Securities: (i) by the Company or a subsidiary; (ii) by any employee benefit plan sponsored or maintained by the Company or any subsidiary; (iii) by any underwriter temporarily holding securities pursuant to an offering of such securities; (iv) pursuant to a Non-Qualifying Transaction (as defined in the applicable plan); or (v) from the Company pursuant to a transaction (other than one described in (iii) below), if a majority of the Incumbent Directors approve a resolution providing expressly that the acquisition pursuant to this clause shall not constitute a Change of Control.
  - (c) the consummation of a merger, consolidation, share exchange or similar form of corporate transaction involving the Company or any of its subsidiaries (a “Business Combination”), unless immediately following such Business Combination:
    - (i) Company Voting Securities that were outstanding immediately prior to the consummation of such Business Combination (or, if applicable, securities into or for which such Company Voting Securities were converted or exchanged pursuant to such Business Combination) represent more than 50% of the combined voting power of the then outstanding securities eligible to vote for the election of directors or trustees (“voting power”) of (1) the entity resulting from such Business Combination (the “Surviving Entity”), or (2) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership of 100% of the voting securities eligible to elect directors of the Surviving Entity (the “Parent Entity”);
    - (ii) no person (other than any employee benefit plan sponsored or maintained by the Surviving Entity or the Parent Entity) is the beneficial owner, directly or indirectly, of 50% or more of the voting power of the Parent Entity (or, if there is no Parent Entity, the Surviving Entity); and
    - (iii) at least a majority of the members of the board of directors of the Parent Entity (or, if there is no Parent Entity, the Surviving Entity) were Incumbent Directors at the time of the Board’s approval of the execution of the initial agreement providing for such Business Combination;

(any Business Combination which satisfies all of the criteria specified in (i), (ii) and (iii) above shall be deemed to be a “Non-Qualifying Transaction”);
  - (d) the approval by the Board or Shareholders of a complete liquidation or dissolution of the Company;
  - (e) a sale or other disposition of all or substantially all of the property or assets of the Company, other than to an Affiliate or pursuant to a Non-Qualifying Transaction; or
  - (f) any determination by the majority of incumbent directors of the Company that a Change of Control has occurred.

The employment agreements with each NEO also include the following restrictive covenants: (1) an indefinite confidentiality agreement for material undisclosed information; (2) a non-solicitation agreement for the greater of either one year or the number of months of termination pay received; (3) a one-year non-competition agreement; and (4) an indefinite non-disparagement agreement.

In accordance with the compensation treatment under the various termination events, the following table sets out the potential incremental amounts that may be payable to each NEO, assuming a termination date of December 31, 2023. The actual amounts that would be paid to any NEO can only be determined at the time of an actual termination of employment and would vary from those listed in the following table. Upon her departure from the Company, and as detailed in her separation agreement, Ms. White received certain termination payments pursuant to her employment agreement. A copy of the separation agreement will be filed as an attachment to the Company’s Quarterly Report on Form 10-Q for the first quarter of 2024 and will be available for review on the Company’s page on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)).

	Bonus <sup>(1)</sup> (\$)	Share-Based Awards <sup>(2)</sup> (\$)	All Other Compensation (\$)	Total (\$)
<b>Rod Antal</b>				
<i>Resignation</i>	1,203,851	—	—	1,203,851
<i>Termination for cause</i>	—	—	—	—
<i>Termination without cause or resignation for good reason</i>	1,203,851	2,141,550	4,557,702 <sup>(3)</sup>	7,903,103
<i>Retirement</i>	1,203,851	1,204,420	—	2,408,271

<i>Disability</i>	1,203,851	3,955,343	—	5,159,194
<i>Death</i>	1,203,851	5,159,764	—	6,363,615
<i>Termination without cause or resignation for good reason within 12 months following a change in control</i>	1,203,851	5,159,764	4,557,702 <sup>(3)</sup>	10,921,317
<b>Alison White</b>				
<i>Resignation</i>	376,010	—	—	376,010
<i>Termination for cause</i>	—	—	—	—
<i>Termination without cause or resignation for good reason</i>	376,010	1,061,175	1,852,021 <sup>(3)</sup>	3,289,206
<i>Retirement</i>	376,010	667,303	—	1,043,313
<i>Disability</i>	376,010	1,022,501	—	1,398,511
<i>Death</i>	376,010	1,689,804	—	2,065,814
<i>Termination without cause or resignation for good reason within 12 months following a change in control</i>	376,010	1,689,804	1,852,021 <sup>(3)</sup>	3,917,835
<b>F. Edward Farid</b>				
<i>Resignation</i>	435,658	—	—	435,658
<i>Termination for cause</i>	—	—	—	—
<i>Termination without cause or resignation for good reason</i>	435,658	557,835	1,971,317 <sup>(3)</sup>	2,964,810
<i>Retirement</i>	435,658	316,559	—	752,217
<i>Disability</i>	435,658	1,014,474	—	1,450,132
<i>Death</i>	435,658	1,331,033	—	1,766,691
<i>Termination without cause or resignation for good reason within 12 months following a change in control</i>	435,658	1,331,033	1,971,317 <sup>(3)</sup>	3,738,008
<b>Michael J. Sparks</b>				
<i>Resignation</i>	407,590	—	—	407,590
<i>Termination for cause</i>	—	—	—	—
<i>Termination without cause or resignation for good reason</i>	407,590	299,811	1,895,179 <sup>(3)</sup>	2,602,580
<i>Retirement</i>	407,590	297,191	—	704,781
<i>Disability</i>	407,590	991,501	—	1,399,091
<i>Death</i>	407,590	1,288,692	—	1,696,282
<i>Termination without cause or resignation for good reason within 12 months following a change in control</i>	407,590	1,288,692	1,895,179 <sup>(3)</sup>	3,591,461
<b>Bill MacNevin</b>				
<i>Resignation</i>	393,750	—	—	393,750
<i>Termination for cause</i>	—	—	—	—
<i>Termination without cause or resignation for good reason</i>	393,750	64,098	1,837,500 <sup>(3)</sup>	2,295,348
<i>Retirement</i>	393,750	—	—	393,750
<i>Disability</i>	393,750	1,328,903	—	1,722,653
<i>Death</i>	393,750	1,328,903	—	1,722,653
<i>Termination without cause or resignation for good reason within 12 months following a change in control</i>	393,750	1,328,903	1,837,500 <sup>(3)</sup>	3,560,153

(1) Bonus represents a prorated bonus for the employed portion of the year, which, as of December 31, 2023, equates to the average bonus paid to the NEO for the two years prior. If the NEO does not have two prior years of service, the average annual bonus is calculated based on target bonus for any incomplete years.

(2) Assumes a market price of \$10.76 for each share, which is the close price on the NASDAQ on December 29, 2023.

(3) Includes lump sum amounts equal to (i) 24 months' base salary, and (ii) 24 months' average annual bonus paid during previous two years (or 24 months' target bonus if length of service is less than two years).

## CEO Pay Ratio

Pursuant to the Dodd-Frank Wall Street Reform and Consumer Protection Act (the “Dodd-Frank Act”), certain U.S. public companies must disclose the ratio of the CEO’s annual total compensation to the median annual total compensation of all employees (excluding the CEO). For 2023, we determined that the total compensation of our median employee, a camp worker at our Seabee mine, was \$22,446 and the total compensation of our CEO was \$5,285,606. Based on the foregoing, for 2023, the ratio of the total compensation of our CEO to the total compensation of our median employee is 235:1. This pay ratio is a reasonable estimate, calculated in a manner consistent with SEC rules and based on our payroll and employment records.

We identified our median employee as of December 31, 2023. SSR Mining’s employee population at the time of determination consisted of approximately 2,540 full-time and part-time employees globally, including all seasonal and temporary employees employed as of that date. To determine the total compensation of our median employee, we used a consistently applied compensation measure defined as the annualized base salary, excluding overtime and other incentives, of an employee starting employment in 2023, but not adjusted for part-time status. Local currency was consistently converted as of December 31, 2023 using the average daily exchange rate for the applicable currency to United States dollars as of such date. No cost-of-living adjustment was applied and employees in all locations in which the Company has operations were included in the calculation. Based on this methodology, an employee was identified as the median employee from the total SSR Mining population, who was then used as the 2023 median employee.

The SEC rules for identifying the median employee, and calculating the pay ratio based thereon, allow companies to adopt a variety of methodologies, exclusions, and assumptions that reflect their compensation practices. As such, the pay ratio reported above may not be comparable to the pay ratio reported by other companies, even those in a related industry or of a similar size and scope. Other companies may have different employment practices, regional demographics or may utilize different methodologies and assumptions in calculating their pay ratios.

## Pay Versus Performance

As required by Section 953(a) of the Dodd-Frank Act and Item 402(v) of Regulation S-K, the following table summarizes the compensation of our CEO, and the average compensation of the other NEOs (“Non-CEO NEOs”), as reported in the Summary Compensation Table, as well as their “compensation actually paid” (“CAP”) as calculated pursuant to recently adopted SEC rules and certain performance measures required by the rules.

Year <sup>(1)</sup>	Summary Compensation Table Total for CEO <sup>(2)</sup>	Compensation Actually Paid to CEO <sup>(3)</sup>	Average Summary Compensation Table Total Paid to Non-CEO NEOs <sup>(2)</sup>	Average Compensation Actually Paid to Non-CEO NEOs <sup>(3)</sup>	Value of Initial Fixed \$100 Investment Based on:			Gold-Equivalent Ounces Produced <sup>(6)</sup>
					Cumulative Total Shareholder Return <sup>(4)</sup>	Peer Group Total Shareholder Return <sup>(5)</sup>	Net Income	
	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(\$)	(#)
2023	5,285,606	(149,067)	1,968,184	300,972	56.16	87.18	(120,225,000)	706,894
2022	4,610,900	787,873	2,395,370	1,306,548	80.17	74.98	210,428,000	623,819
2021	5,572,402	1,379,663	1,945,563	826,874	89.08	84.11	425,922,000	794,456

- (1) SSR Mining became a reporting company pursuant to Section 13(a) or 15(d) of the Exchange Act in 2021. Therefore, the above table presents information for 2021, 2022, and 2023 in line with SEC requirements.
- (2) Mr. Antal served as CEO for 2023, 2022 and 2021; Ms. White, Mr. Farid, Mr. Sparks, and Mr. MacNevin served as our Non-CEO NEOs for 2023. Ms. White, Mr. Farid, Mr. Sparks, and Mr. Stewart Beckman served as our Non-CEO NEOs for 2022 and 2021.
- (3) CAP, as required under SEC rules, reflects adjusted values of unvested and vested equity awards during the years shown in the table based on year-end stock prices, various accounting valuation assumptions, and projected performance modifiers, but does not reflect actual amounts paid out for those awards. CAP generally fluctuates due to stock price achievement and varying levels of projected and actual achievement of performance goals. For a discussion of the methodology and calculation of NEO pay each year, please see the “Compensation Discussion and Analysis” section of this Proxy Statement and that of years prior. The Summary Compensation Table totals reported for the CEO and the average of the Non-CEO NEOs for each year were subject to the following adjustments, as computed in accordance with Item 402(v) of Regulation S-K, to calculate CAP:

	CEO	Non-CEO NEOs Averages
	2023	2023
Total Compensation as reported in Summary Compensation Table (SCT)	5,285,606	1,968,184
Pension values reported in SCT <sup>(a)</sup>	—	—
Fair value of equity awards granted during fiscal year	3,225,000 <sup>(b)</sup>	1,074,375 <sup>(b)</sup>
Change in fair value of equity awards granted in current year: <i>change in value of awards from time of grant to end of year-end</i>	(908,676)	(306,316)
Change in fair value of awards that vested during current fiscal year: <i>change in value of awards from end of prior fiscal year to vest date</i>	(54,641)	(12,039)
Change in fair value of awards that were unvested at end of current fiscal year: <i>change in value of awards from end of prior fiscal year to end of current fiscal</i>	(1,281,304)	(286,985)
Dividends or other earnings paid on stock awards in the covered fiscal year prior to the vesting date that are not otherwise included in the total compensation for the covered fiscal year	34,948	12,503
Fair value of awards forfeited in current fiscal year determined at end of prior fiscal year	—	—
Compensation Actually Paid	(149,067)	300,972

- (a) The Company does not offer a pension plan or nonqualified deferred compensation to its employees, including NEOs. As such, no adjustment was needed with respect to pensions and nonqualified deferred compensation.
- (b) Market value at the time of grant was \$14.98 for each share, which is the 30-day volume weighted average price ("VWAP") on the NASDAQ as of March 6, 2023. Mr. MacNevin received an additional sign-on grant, for which the market value at the time of grant was \$15.27 for each share, which is the 30-day VWAP on the NASDAQ as of December 30, 2022.

- (4) The Cumulative Total Shareholder Return is based on SSR Mining's NASDAQ trading volume.
- (5) The peer group for each listed fiscal year consists of the companies identified as our compensation benchmarking peer group, as reported in the Compensation Discussion & Analysis in each applicable proxy statement for the subject fiscal years. For 2021 the companies include Agnico Eagle Mines Limited, Alamos Gold Inc., B2Gold Corp., Centerra Gold Inc., Eldorado Gold Corporation, Endeavour Mining Corporation, Hecla Mining Corporation, IAMGOLD Corporation, Kinross Gold Corporation, Kirkland Lake Gold Ltd, Newcrest Mining Limited, OceanaGold Corporation, Pan American Silver Cop. and Yamana Gold Inc. For 2022, all of these companies are included except Kirkland Lake Gold Ltd, which was removed due to its acquisition by Agnico Eagle Mines Limited and replaced by Equinox Gold Corp. For 2023, all of the 2022 peer group companies are included except Yamana Gold Inc., which was removed due to its becoming a private company and replaced by Coeur Mining Inc.
- (6) The Company has identified gold-equivalent ounces produced as the company-selected measure, as it represents the most important financial performance measure used to link NEO CAP to the Company's performance.

#### *Relationship Between Compensation Actually Paid and Performance Measures*

The table below reflects the relationship between the CEO and the average Non-CEO NEO CAP and the performance measures shown in the pay versus performance table from 2021 to 2022 and 2022 to 2023:

Period	Compensation Actually Paid to CEO	Average Compensation Actually Paid to Non-CEO NEOs	Cumulative Total Shareholder Return	Peer Group Total Shareholder Return	Net Income	Gold-Equivalent Ounces Produced
2022 to 2023	(119)%	(77)%	(30)%	16%	(157)%	13%
2021 to 2022	(43)%	58 % <sup>(1)</sup>	(10)%	(11)%	(51)%	(21)%

- (1) Average Compensation Actually Paid to Non-CEO NEOs include the transition payments and equity payouts made to Mr. Beckman after his employment with the Company ended in December 2022. Removing Mr. Beckman from the calculation results in a 30% decrease in the Average Compensation Actually Paid to Non-CEO NEOs who are continuing employment with the Company.

From 2022 to 2023, the CAP to our CEO decreased by 119%, compared to a 30% decrease in our TSR over the same time period, a 157% decrease in our Net Income over the same time period, and a 13% increase in our gold-equivalent ounces produced over the three-year period. The TSR for the peer group disclosed in the table above increased by 16% from 2022 to 2023 as compared to the Company's TSR, which decreased by 30% over the same time period.

*Performance Measures used to Link CAP to the NEOs in 2023 to the Company's Performance*

The following table describes the most important financial measures that we use to assess Company performance each year and determine CAP to our NEOs:

Measure	Nature	Explanation
Gold-Equivalent Ounces Produced	Financial measure	Actual gold and gold-equivalent ounces produced.
Cost of Sales	Financial measure	The total of all costs associated with producing gold and gold-equivalent ounces, and does not include depreciation, depletion and amortization. The Company uses cost of sales as the GAAP equivalent to the non-GAAP metric all-in sustaining costs (AISC).
Relative TSR	Financial measure	Total shareholder return relative to the Company's peer group.
Return on Invested Capital	Financial measure	The rate of return on cash invested in the Company's business.

In the "Compensation Discussion and Analysis" section of this Proxy Statement, we provide greater detail on the elements of our executive compensation program and our "pay-for-performance" compensation philosophy. We believe the Company's executive compensation program and the executive compensation decisions included in the 2023 Summary Compensation Table and related disclosures appropriately reward our CEO and the Non-CEO NEOs for Company and individual performance, assist the Company in retaining our senior leadership team and support long-term value creation for our shareholders. The values included in the columns for Compensation Actually Paid to our CEO and the Non-CEO NEOs, calculated in accordance with newly adopted SEC disclosure rules, in each of the fiscal years reported above and over the two-year cumulative period demonstrate how the compensation awarded fluctuated year-over-year, primarily based on our stock price as of the last day of the listed fiscal year, among other factors. Given a significant amount of the values in the columns for Compensation Actually Paid to our CEO and the Non-CEO NEOs are based on our stock price as of the last day of the listed fiscal year, it is important to note that the values could have been dramatically different if other dates were chosen.

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# PROPOSAL No. 4

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## Ratification of Appointment of Independent Registered Public Accounting Firm

Subject to applicable law, the Audit Committee is directly responsible for the compensation and oversight of the work of the independent external auditor. The Audit Committee has adopted procedures for the approval of engagements for services of its external auditor. In addition, the Audit Committee requires pre-approval of all non-audit services provided by the external auditor. For more information on the Audit Committee and the auditor, please refer to the “*Report of the Audit Committee*” section of this Proxy Statement.

On September 15, 2023, the Audit Committee approved the dismissal of PricewaterhouseCoopers LLP, Canada (“PwC Canada”) as the Company’s independent registered public accounting firm following the completion of the audit for the year ended December 31, 2023 and approved the appointment of PricewaterhouseCoopers LLP, United States (“PwC United States”) as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2024. The change to PwC United States, which follows the Company’s transition to U.S. domestic reporting status from foreign private issuer status, which became effective January 1, 2021, is being made in connection with the transition of the Company’s principal executive offices to Denver, Colorado from Vancouver, Canada.

The Audit Committee of the Board has approved the retention of PwC United States as our independent registered public accountants to audit our financial statements for fiscal year 2024. We expect that a representative of PwC United States will attend the Annual Meeting to answer appropriate questions and to make a statement if he or she desires.

Shareholders are asked to ratify the appointment of PwC United States, although your ratification is not required, as the auditor of the Company to hold office until the next annual meeting of Shareholders and to authorize the Board to fix the remuneration of the auditor.

**The Board recommends you vote FOR the ratification of the appointment of PwC United States as the independent registered public accounting firm for the Company for the fiscal year ending December 31, 2024.**

**Unless otherwise instructed, the persons designated on the proxy card intend to vote FOR the resolution to appoint PwC United States, as auditor of the Company.**

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# REPORT OF THE AUDIT COMMITTEE

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SSR Mining strongly values the importance of accurate and transparent financial disclosure and effective internal controls on financial reporting. To that end, the Company is continually working to maintain sound accounting practices, internal controls and risk management practices. The Audit Committee is responsible for the oversight of the Company's financial reporting and audit processes and related internal controls on behalf of the Board. The Audit Committee actively assists the Board in fulfilling its oversight responsibilities to ensure: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; (iii) the qualification and independence of the Company's independent auditor; and (iv) the effective performance of the Company's independent auditor. In addition to its audit function, the Audit Committee also reviews the risk identification and management process developed by management.

The Board has determined that all members of the Audit Committee are independent according to the Board's independence standards as set forth in the Board of Directors Terms of Reference, NASDAQ requirements and NI 52-110. The Board has also determined that all members of the Audit Committee are "financially literate" within the meaning of and as required by NI 52-110. NI 52-110 further prescribes rules regarding the responsibilities, composition and authority of the Audit Committee.

At least annually, the Audit Committee reviews the Company's various disclosure and internal control policies, plans and procedures. The Audit Committee has reviewed and discussed with management and PwC Canada, the Company's independent auditor, the organizational structure, procedure and practices that support the objectivity of the Company's internal audit function and the effectiveness of the Company's internal controls over financial reporting as of December 31, 2023. The Audit Committee has also reviewed and discussed with management and PwC Canada the audited financial statements of the Company for the fiscal year ended December 31, 2023, including the quality and acceptability of the Company's financial reporting practices and the completeness and clarity of the related financial disclosures.

## Risk Management and Conflicts of Interest

SSR Mining faces many risks including, but not limited to: financial, regulatory, operational, compliance, and reputational risks. Management is responsible for the day-to-day management of risk and has an enterprise risk management program. The Audit Committee monitors the Company's risk management process, focusing primarily on financial and regulatory compliance risk. The Audit Committee receives regular reports of the Company's ethics and compliance activities, including a review of management's compliance risk assessment and the efforts undertaken to mitigate ethics and compliance risks during the year. In addition to ensuring that there are mechanisms for the anonymous submission of ethics and compliance reports generally, the Audit Committee has established specific procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters. The Audit Committee also analyzes and reviews the Company's cybersecurity framework to ensure appropriate measures are in place to mitigate cyber risk.

The Company's Code of Conduct requires that all employees and directors avoid any activity that may interfere or conflict, or have the appearance of interfering or conflicting, with their business responsibility. The Audit Committee has the responsibility of reviewing any related-party transactions and in accordance with our Whistleblower Policy responds to any conflict-of-interest situations that may arise.

## Independent External Auditor

PwC Canada has been the Company's independent auditor since 1989. On September 15, 2023, the Audit Committee approved the dismissal of PwC Canada following completion of the audit for the year ended December 31, 2023, and the appointment of PwC United States effective for the fiscal year ended December 31, 2024.

The change to PwC United States as the Company's independent registered public accounting firm became effective on February 27, 2024, upon the completion of PwC Canada's audit of the Company's consolidated financial statements as of and for the year ended December 31, 2023 and the effectiveness of internal control over financial reporting as of December 31, 2023, and the issuance of their reports thereon. The change to PwC United States, which follows the Company's transition to U.S domestic reporting status from foreign private issuer status, which became effective in January 1, 2021, was made in connection with the transition of the Company's principal executive offices to Denver, Colorado from Vancouver, Canada.

The reports of PwC Canada on the Company's consolidated financial statements as of and for the fiscal years ended December 31, 2023 and 2022 did not contain an adverse opinion or disclaimer of opinion and were not qualified or modified as to uncertainty, audit scope or accounting principles. During the fiscal years ended December 31, 2023 and 2022, and in the subsequent interim periods through February 27, 2024, there were no disagreements with PwC Canada on any matter of accounting principles or practices, financial statement disclosure or auditing scope or procedures which, if not resolved to the satisfaction of PwC Canada, would have caused PwC Canada to make reference to the subject matter of the disagreements in connection with its reports on the Company's consolidated financial statements for such years. There were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K during the fiscal years ended December 31, 2023 and 2022, or in the subsequent interim periods through February 27, 2024. During the fiscal years ended December 31, 2023 and 2022 and in the subsequent interim periods through February 27, 2024, neither the Company nor anyone on its behalf has consulted with PwC United States with respect to (i) the application of accounting principles to a specified transaction, either completed or proposed, or the type of audit opinion that might be rendered on the Company's consolidated financial statements, and neither a written report nor oral advice was provided to the Company that PwC United States concluded was an important factor considered by the Company in reaching a decision as to any accounting, auditing, or financial reporting issue; (ii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) and the related instructions of Regulation S-K; or (iii) any reportable event as that term is described in Item 304(a)(1)(v) of Regulation S-K. Additional details regarding this transition are available in the Company's Current Report on Form 8-K filed with the SEC on September 15, 2023.

The Company's independent auditor reports directly to the Audit Committee, which has the designated authority to appoint, oversee, evaluate and discharge the independent auditor and to approve fees paid for their services. At Audit Committee meetings, the Audit Committee candidly discusses the Company's financial reporting with the independent auditor, often without management present. The Audit Committee reviews, with the independent auditor, the results of the independent auditor's annual audit and quarterly reviews of the Company's financial statements and related disclosures. The Audit Committee annually reviews the independent auditor's performance and independence in connection with the Audit Committee's determination of whether to retain the independent auditor or engage another firm as the independent auditor. As part of the review, the Audit Committee considers the independent auditor's performance, tenure and familiarity with the Company's global operations and business, and their capabilities and expertise in handling the breadth and complexity of these operations.

Subject to applicable law, the Audit Committee is directly responsible for the compensation and oversight of the work of the independent auditor. The Audit Committee has adopted procedures for the approval of engagements for services of its external auditor and the Audit Committee's policy requires pre-approval of all non-audit services provided by the external auditor.

The following table presents fees for services rendered by PwC Canada:

For the Year Ended December 31,	2023	2022
	(\$)	(\$)
Audit Fees	1,645,409	1,760,699
Audit-related Fees	75,000	7,692
Tax Fees	—	—
All Other Fees	—	—
<b>Total</b>	<b>1,720,409</b>	<b>1,768,391</b>



### *Audit Fees*

Audit fees for services to be rendered by PwC United States are expected to be substantially in line with the previous fees of PwC Canada. Audit fees represent fees for the audit of our annual consolidated financial statements, the review of condensed consolidated financial statements, and the services that an independent auditor would customarily provide in connection with subsidiary audits, statutory requirements, regulatory filings, and similar engagements for the fiscal year. Audit fees also include advice about accounting matters that arose in connection with or as a result of the audit or the review of periodic financial statements and statutory audits that non-U.S. jurisdictions require.

### *Audit-Related Fees*

Audit-related fees consist of assurance and related services that are reasonably related to the performance of the audit or review of our consolidated financial statements or internal control over financial reporting, such as comfort letters, attest services, consents, and assistance with review of documents filed with the SEC. This category may include fees related to the performance of audits and attest services not required by statute or regulations; due diligence related to mergers and acquisitions; and accounting consultations about the application of GAAP to proposed transactions.

### *Tax Fees*

Tax fees generally consist of tax compliance and return preparation, and tax planning and advice. Tax compliance and return preparation services consist of preparing original and amended tax returns and claims for refunds. Tax planning and advice services consist of support during income tax audits or inquiries.

### *All Other Fees*

This category consists of fees for products and services other than the services reported above, including fees for subscription to PwC Canada's online research tool.

The Audit Committee has determined that the non-audit services rendered by PwC Canada were compatible with maintaining its independence. All such non-audit services were pre-approved by the Audit Committee pursuant to the Company's pre-approval policy.

## Recommendations

Based on the review and discussions discussed above, the Audit Committee recommended to the Board that the audited annual financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2023, for filing with the SEC and on SEDAR+.

The Audit Committee has also discussed with PwC Canada the matters required to be discussed by the applicable rules and requirements of the Public Company Accounting Oversight Board ("PCAOB"). The Audit Committee has received and reviewed the written disclosures and the letter from PwC Canada required by applicable requirements of the PCAOB regarding the independent accountant's communications with the Audit Committee concerning independence, and has discussed with PwC Canada its independence from SSR Mining.

The Audit Committee also recommends the appointment of PwC United States as the Company's independent auditor to serve until the 2025 annual meeting of Shareholders.

*This Audit Committee Report does not constitute soliciting material and shall not be deemed filed or incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent the Company specifically incorporates such information by reference.*

Submitted by the Audit Committee

Kay Priestly, Chair  
Thomas R. Bates, Jr.

Brian R. Booth  
Leigh Ann Fisher

# SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information known to the Company regarding the beneficial ownership of the Shares as of March 28, 2024, by:

- Each person who is known by the Company to be the beneficial owner of more than five percent (5%) of the outstanding Shares of the Company;
- Each NEO and director nominee of the Company; and
- All current executive officers and director nominees of the Company, as a group.

Beneficial ownership is determined according to the rules of the SEC, which generally provide that a person has beneficial ownership of a security if he, she or it possesses sole or shared voting or investment power over that security, including options and warrants that are currently exercisable or exercisable within 60 days.

The beneficial ownership percentages set forth in the table below are based on 202,089,818 Shares issued and outstanding as of March 28, 2024.

Unless otherwise noted in the footnotes to the following table, and subject to applicable community property laws, the persons and entities named in the table have sole voting and investment power with respect to their beneficially owned Shares.

Directors <sup>(1)</sup> and Executive Officers	Common Shares	Other Shares That May be Acquired Within 60 days	Total Shares Beneficially Owned	Percentage of Class
A.E. Michael Anglin	52,306		52,306	0.026 %
Thomas Bates, Jr.	26,230		26,230	0.013 %
Brian R. Booth	18,724		18,724	0.009 %
Simon A. Fish	—		—	— %
Leigh Ann Fisher	—		—	— %
Alan P. Krusi	25,091		25,091	0.012 %
Daniel Malchuk	—		—	— %
Kay Priestly	—		—	— %
Karen Swager	—		—	— %
Rod Antal	734,215		734,215	0.363 %
Alison White	25,548 <sup>(2)</sup>		25,548	0.013 %
F. Edward Farid	86,388		86,388	0.043 %
Michael J. Sparks	112,226		112,226	0.056 %
Bill MacNevin	20,106		20,106	0.010 %
All Directors and Executive Officers as a Group (15 persons)	1,093,512	—	1,093,512	0.541 %

(1) Director share units ("DSUs") were awarded to all non-executive directors. DSUs are immediately fully vested and non-forfeitable and, upon retirement from the Board of Directors, the holder of DSUs is entitled to receive the cash value for each DSU. Because DSUs are not settled in Shares of the Company, they are not included in this table.

(2) This amount is based on Ms. White's last Form 4 as an insider of the Company, which was filed on March 11, 2024. Ms. White's employment with the Company ended effective March 7, 2024.

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### Certain Beneficial Owners

The following table shows all holders known to SSR Mining that are beneficial owners of more than 5 percent of the outstanding Shares of SSR Mining as of March 28, 2024.

Name	Common Shares	Percentage of Class
Van Eck Associates Corporation 666 Third Ave. - 9th Floor New York, New York 10017	21,155,287	10.47 %
BlackRock, Inc. 55 East 52nd Street New York, New York 10055	18,321,830	9.07 %

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# CERTAIN RELATIONSHIPS AND RELATED PARTY TRANSACTIONS

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## Related Party Transactions

To the knowledge of the Company, other than as disclosed elsewhere in this Proxy Statement, no officer or director of the Company, any subsidiary, any insider, any nominee director, or any Shareholder owning more than 10% of the voting Shares of the Company (or any associate or affiliate of any of the foregoing), has had any interest, direct or indirect, in any transaction or proposed transaction with the Company or any of its subsidiaries since the commencement of the Company's most recently completed financial year.

## Interest of Certain Persons in Matters to be Acted Upon

With respect to matters to be acted upon at the Annual Meeting, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial interest or otherwise, of any director or executive officer of the Company, or any associate or affiliate of the foregoing, in any matter to be acted upon at the Annual Meeting.

To the knowledge of the Company, other than as disclosed elsewhere in this Proxy Statement, no informed person of the Company, proposed director of the Company, or any associate or affiliate of any informed person or proposed director has had any interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would affect the Company or any of its subsidiaries.

## Management Contracts

All management functions of the Company or any of its subsidiaries are performed by the directors and executive officers of the Company and its subsidiaries.

## Indebtedness of Officers and Directors

As of the date of this Proxy Statement, no individual who is, or at any time during the most recently completed financial year was, a director or an officer of the Company, and no associate of any such officer or director, or proposed nominee is, or at any time since the beginning of the most recently completed financial year of the Company has been, indebted to the Company or any of its subsidiaries.

# OTHER MATTERS

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We do not presently know of any matters to be acted upon at the Annual Meeting other than the matters referred to in this Proxy Statement. If any other matter is properly presented, proxy holders will vote on the matter in their discretion.

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# FORWARD-LOOKING INFORMATION

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Certain statements contained in this Proxy Statement (including information incorporated by reference herein) are "forward-looking statements" within the meaning of Section 27A of the Securities Act and Section 21E of the Exchange Act, and are intended to be covered by the safe harbor provided for under these sections. Forward looking statements can be identified with words such as "may," "will," "could," "should," "expect," "plan," "anticipate," "believe," "intend," "estimate," "projects," "predict," "potential," "continue" and similar expressions, as well as statements written in the future tense. When made, forward-looking statements are based on information known to management at such time and/or management's good faith belief with respect to future events. Such statements are subject to risks and uncertainties that could cause actual performance or results to differ materially from those expressed in the Company's forward-looking statements. Many of these factors are beyond the Company's ability to control or predict. Given these uncertainties, readers are cautioned not to place undue reliance on forward-looking statements. Forward-looking statements include, without limitation: all information related to the Çöpler Incident, including any statements about the impact of the Çöpler Incident on our business, financial condition, results of operations and cash flow, affected individuals and the surrounding community, forecasts and outlook; timing, production, cost, operating and capital expenditure guidance; the Company's intention to return excess attributable free cash flow to shareholders; the timing and implementation of the Company's dividend policy; the implementation of any share buyback program; statements regarding plans or expectations for the declaration of future dividends and the amount thereof; future cash costs and all-in sustaining costs ("AISC") per ounce of gold, silver and other metals sold; the prices of gold, silver, copper, lead, zinc and other metals; mineral resources, mineral reserves, realization of mineral reserves, and the existence or realization of mineral resource estimates; the Company's ability to discover new areas of mineralization; the timing and extent of capital investment at the Company's operations; the timing of production and production levels and the results of the Company's exploration and development programs; current financial resources being sufficient to carry out plans, commitments and business requirements for the next twelve months; movements in commodity prices not impacting the value of any financial instruments; estimated production rates for gold, silver and other metals produced by the Company; the estimated cost of sustaining capital; availability of sufficient financing; receipt of regulatory approvals; the timing of studies, announcements, and analysis; the timing of construction and development of proposed mines and process facilities; ongoing or future development plans and capital replacement; estimates of expected or anticipated economic returns from the Company's mining projects, including future sales of metals, concentrate or other products produced by the Company and the timing thereof; the Company's plans and expectations for its properties and operations; and all other timing, exploration, development, operational, financial, budgetary, economic, legal, social, environmental, regulatory, and political matters that may influence or be influenced by future events or conditions.

Such forward-looking information and statements are based on a number of material factors and assumptions, including, but not limited to, timing, exploration, development, operational, financial, budgetary, economic, legal, social, geopolitical, regulatory and political factors that may influence future events or conditions. While we consider these factors and assumptions to be reasonable based on information currently available to us, they may prove to be incorrect. The above list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and information, and such statements and information will not be updated to reflect events or circumstances arising after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

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# GENERAL VOTING MATTERS

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## Voting Rights

### *Shareholder of Record*

If your Shares are registered directly in your name with our transfer agent, Computershare, you are considered the “shareholder of record,” with respect to those Shares. As a shareholder of record, you may vote in person at the Annual Meeting or vote by proxy. Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote on the Internet or by phone or mail as instructed in the proxy card to ensure your vote is counted.

### *Beneficial Owner*

If your Shares are held in a stock brokerage account or by a bank or other nominee, you are considered the “beneficial owner” of Shares held in street name. The organization holding your account is considered the shareholder of record for purposes of voting at the Annual Meeting. As a beneficial owner, you have the right to direct your broker, bank, or other agent on how to vote the Shares in your account. Your brokerage firm, bank, or other agent will not be able to vote in the election of directors unless they have your voting instructions, so it is very important that you indicate your voting instructions to the institution holding your Shares. **As a beneficial owner of Shares, you are also invited to attend the Annual Meeting virtually. However, since you are not the shareholder of record, you may not vote your Shares unless you appoint yourself as a proxyholder to attend the virtual meeting (for Canadian beneficial holders) or request and obtain a valid legal proxy from your broker, bank, or other agent (for US-based beneficial holders).**

## How to Vote

For Proposal 1, you may vote “For” or “Withhold” with respect to each nominee to the Board. For Proposal 2, you may vote “For”, “Against” or “Withhold” from voting. For Proposals 3 and 4, you may vote “For” or “Withhold” from voting. The procedures for voting are outlined below.

If you are a Shareholder as of the Record Date, you may vote during the Annual Meeting by (i) attending the Annual Meeting virtually and following the instructions attached as “Appendix C” to this Proxy Statement, (ii) or by proxy (x) over the Internet at [www.investorvote.com](http://www.investorvote.com) (for Registered Shareholders) or [www.proxyvote.com](http://www.proxyvote.com) (for Non-Registered Shareholders); (y) by phone by calling 1-866-732-VOTE (8683) from a touch-tone phone (for Registered Shareholder) or calling the toll-free number listed on your voting instruction form (“VIF”) from a touch tone phone (for non-Registered Shareholders; or (z) by signing and returning the form of proxy or voting instruction form in the enclosed envelope. For additional information regarding voting, see the “Voting Instructions” section of this Proxy Statement.

Whichever method you use, giving us your proxy means you authorize us to vote your Shares at the Annual Meeting in the manner you direct. If you submit a proxy but do not specify how to vote, the Company representative named in the proxy will vote your Shares in favor of the director nominees identified in this Proxy Statement and “For” Proposals 2, 3 and 4.

Whether or not you plan to attend the Annual Meeting virtually, we urge you to vote by proxy to ensure your vote is counted. You may still attend the Annual Meeting virtually and vote during the Annual Meeting if you have already voted by proxy.

If you are a beneficial owner and hold Shares through another party, such as a bank or brokerage firm, you may receive material from them asking how you want to vote. Simply follow the instructions to ensure that your vote is counted. To vote in person at the Annual Meeting you must appoint yourself as a proxyholder (for Canadian beneficial owners) or obtain a valid legal proxy from your broker, bank, or other agent (for US beneficial owners). Follow the instructions from your broker, bank, or other agent included with the notice, or contact your broker, bank, or other agent.

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You may receive more than one set of proxy-related materials depending on how you hold your Shares. Please vote all of your Shares. To ensure that all of your Shares are voted, for each set of proxy-related materials, please submit your proxy by phone, via the Internet, or by signing, dating and returning the enclosed proxy card in the enclosed envelope.

## Revoking a Proxy

A shareholder of record may revoke any proxy which is not irrevocable by submitting a new proxy bearing a later date, by voting by telephone or over the Internet, or by delivering to the Corporate Secretary of the Company a revocation of the proxy in writing so that it is received by the Company at 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237, prior to the Annual Meeting.

A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power.

If you are a beneficial owner, you may revoke your proxy by submitting new instructions to your broker, bank, or other agent, or if you have received a proxy from your broker, bank, or other agent giving you the right to vote your Shares at the Annual Meeting, by attending the Annual Meeting virtually and voting during the Annual Meeting.

## Solicitation

These proxy-related materials are being provided in connection with the solicitation of proxies by the Company and are first being sent to Shareholders on or about April 12, 2024. We have engaged Laurel Hill Advisory Group, to assist in the solicitation of proxies for the Annual Meeting. We have agreed to pay Laurel Hill Advisory Group a fee of C\$42,500. We will also reimburse Laurel Hill Advisory Group for reasonable out-of-pocket expenses and will indemnify Laurel Hill Advisory Group and its affiliates against certain claims, liabilities, losses, damages and expenses. In addition to these mailed proxy-related materials, our directors and officers may also solicit proxies in person, by telephone or by other means of communication. These parties will not be paid any additional compensation for soliciting proxies. We may also reimburse brokerage firms, banks and other agents for the cost of forwarding proxy-related materials to beneficial owners.

## Votes Required

The vote required for Proposal 1 for the election of directors by Shareholders shall be the plurality of the votes cast with respect to a director nominee. This means that the director nominees receiving the highest number of affirmative 'For' votes will be elected. Abstentions and "broker non-votes" (as defined below) will not count as votes either 'For' or 'Against' a nominee.

Proposal 2 is advisory only and will not be binding on the Company or the Board.

Approval of Proposals 3 and 4 requires the affirmative vote of the holders of a majority of the voting power of the shares of stock present at the virtual Annual Meeting or represented by proxy and entitled to vote on the subject matters. For Proposals 3 and 4, an abstention will have the same effect as a vote against the proposal because an abstention represents a share considered present and entitled to vote.

If your Shares are held by a broker, the broker will ask you how you want your Shares to be voted. If you give the broker instructions, your Shares must be voted as you direct. If you do not give instructions for Proposal 4 to ratify selection of the Company's independent registered public accounting firm, the broker may vote your Shares at its discretion. For the remaining proposals, including the election of directors, the broker cannot vote your Shares at all. When that happens, it is called a "broker non-vote." Broker non-votes are counted in determining the presence of a quorum at the Annual Meeting, but they will have no effect on the voting for Proposals 1 and 2 because they do not represent Shares present and entitled to vote for those proposals.

## Quorum

In order to carry on the business of the Annual Meeting, we must have a quorum. This means that the holders of record of at least one-third of the voting power of the issued and outstanding Shares entitled to vote at the Annual Meeting must be represented at the Annual Meeting, either by proxy or present at the virtual meeting. Once a quorum is present to organize a meeting, it shall not be broken by the subsequent withdrawal of any Shareholders.

## Notice-and-Access

The Company is sending out proxy-related materials to Shareholders using the notice-and-access mechanism that came into effect on February 11, 2013 under National Instrument 54-101 – *Communications with Beneficial Owners of Securities of a Reporting Issuer*. The Company anticipates that notice-and-access will directly benefit the Company through a reduction in both postage and material costs and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders will be provided with electronic access to our Notice of Meeting, this Proxy Statement, the proxy card (if you are a Registered Shareholder) or a VIF (if you are a Non-Registered Holder) and our financial statements for the year ended December 31, 2023 on the Company's page on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)), SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)) and also on the Company's website at <http://ir.ssrmining.com/investors/agm>. The Company has not adopted a stratification procedure whereunder printed copies of the proxy-related material are delivered to certain Shareholders and not to others.

The Company does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and therefore, in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the proxy-related materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

## Householding

The SEC allows companies and intermediaries (such as brokers) to implement a delivery procedure called "householding." Householding is the term used to describe the practice of delivering a single set of notices, proxy statements and annual reports to any household at which two or more Shareholders reside. This procedure reduces the volume of duplicate information Shareholders receive and also reduces a company's printing and mailing costs. Householding will continue until you are notified otherwise or you submit contrary instructions. Each Shareholder retains a separate right to vote on all matters presented at the Annual Meeting.

If, at any time, you wish to receive a separate copy of this Proxy Statement or other proxy-related materials, free of charge, or if you wish to receive separate copies of future annual reports or proxy-related materials, please mail your request to the Corporate Secretary of the Company.

## Shareholder Proposals for the 2025 Annual Meeting of Shareholders

Shareholders who wish to present proposals at our 2025 annual meeting of Shareholders (the "2025 Annual Meeting") and wish to have those proposals included in the proxy-related materials to be distributed by us in connection with our 2025 Annual Meeting must submit their proposals to the Company at 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237 on or before December 13, 2024. Any such proposal must conform to and include the information required by SEC Rule 14a-8 in order for such proposal to be eligible for inclusion in our 2025 proxy statement. We are not required to include in our proxy statement and form of proxy a shareholder proposal that was received after that date or that otherwise fails to meet the requirements for shareholder proposals established by SEC regulations.

## Future Annual Meeting Business

In order to be properly brought before the 2025 Annual Meeting, regardless of inclusion in our Proxy Statement, notice of a matter a Shareholder wishes to present, including any director nominations, must be delivered to the



Company at 6900 E. Layton Avenue, Suite 1300, Denver, Colorado 80237, not less than 90 days nor more than 120 days prior to the one-year anniversary of this year's Annual Meeting date, which would be no later than the close of business on February 22, 2025 and no earlier than the close of business on January 23, 2025.

Further, if you intend to nominate a director other than the Board's nominee and solicit proxies in support of such director nominee at the 2025 Annual Meeting, you must also provide the notice and additional information required by Rule 14a-19 under the Exchange Act to the Company at the address noted above no later than the close of business on March 24, 2025. This deadline for the supplemental notice and information required under Rule 14a-19 does not supersede any of the timing requirements described in this section.

If, however the date of the 2025 Annual Meeting is advanced by more than 30 days, or delayed by more than 60 days, from the anniversary of this year's Annual Meeting date, then (i) such written advance notice of a matter that a Shareholder wishes to present at an annual meeting must be received by the Company at the address indicated above not earlier than 90 days prior to the 2025 Annual Meeting and not later than the close of business on the later of the 90th day prior to such annual meeting or 10th day following the day on which public announcement of the date of such meeting is first made by the Company and (ii) the notice and information required by Rule 14a-19 must be received by the Company no later than close of business on the later of the 60th day before the date of the 2025 Annual Meeting or the 10th day following the date on which public announcement of the date of such meeting is first made by the Company.

The Shareholder must also provide all of the information required by our articles and Rule 14a-19.

### Voting Results

The results of the Annual Meeting Shareholder vote will be disclosed via a press release and Current Report on Form 8-K and will be available on the Company's page on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)) and SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)). The Company will also make available a recording of the Annual Meeting on the Company's website at <http://ir.ssrmining.com/investors/agm>, along with the Company's answers to all appropriate questions received during the Annual Meeting.

# VOTING INSTRUCTIONS

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You are a “Registered Shareholder” if your Shares are held in your name. The Company has made a list of all persons who were registered holders of Shares as of the close of business on March 28, 2024, and the number of Shares registered in the name of each person on that date.

Each Shareholder on the Record Date will be entitled to one vote for each Share held by such Shareholder on all matters proposed to come before the Annual Meeting, except to the extent that such Shareholder has transferred any such Shares after the Record Date and the transferee of such Shares establishes ownership thereof and makes a written demand, not later than ten (10) days before the Annual Meeting, to be included on the list of Shareholders entitled to vote at the Annual Meeting, in which case the transferee will be entitled to vote such Shares at the Annual Meeting.

## Registered Shareholder Voting

### *Voting During the Annual Meeting*

If you wish to vote while the virtual Annual Meeting is in session, do not complete or return the proxy form. To attend and vote at the Annual Meeting:

- log in at <https://meetnow.global/M2MZMTZ> at least 15 minutes before the meeting starts
- select “Shareholder” on the login screen
- enter the 15-digit Control Number located on the form of proxy or in the email notification you received

If, as a Registered Shareholder, you are using your control number to log-in to the Annual Meeting, you will be provided the opportunity to vote by online ballot at the appropriate time on the matters put forth at the Annual Meeting. If you have already voted by proxy and you vote again during the online ballot during the Annual Meeting, your online vote during the Annual Meeting will revoke your previously submitted proxy. If you have already voted by proxy and do not wish to revoke your previously submitted proxy, do not vote again during the online ballot.

A proxy can be submitted to Computershare either in person, or by mail or courier to:

100 University Avenue, 8th Floor,  
Toronto, Ontario,  
M5J 2Y1;

or

via the internet at [www.investorvote.com](http://www.investorvote.com).

The proxy must be deposited with Computershare by no later than 5:00 p.m. MDT (Denver) on May 21, 2024, or if the meeting is adjourned or postponed, not less than two (2) business days before the commencement of such adjourned or postponed meeting.

**Registered Shareholders who wish to appoint someone other than the management nominees as their proxyholder to attend and participate at the Annual Meeting as their proxy and vote their Shares MUST submit their proxy, appointing that person as proxyholder AND, if that person will be attending the Annual Meeting online, register that proxyholder online, as described below under the “To Register your Proxyholder” section. Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy if your proxyholder will be attending the Annual Meeting online. Failure to register the proxyholder will result in the proxyholder not receiving an Invitation Code that is required to be able to attend and participate at the Annual Meeting.**

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If you are using the Invitation Code provided by Computershare to login to the online meeting (i.e. Computershare sent you an email with a Invitation Code), you must accept the terms and conditions to represent the Shares appointed to you.

Should you just wish to enter as a Guest, accept the terms and conditions and enter as a Guest.

#### *Voting by Proxy*

If you are a Registered Shareholder, the applicable proxy form(s) are included in your Notice Package. Registered Shareholders have four options to vote by proxy:

##### By Telephone (only within Canada or the United States):

- Call 1-866-732-VOTE (8683) from a touch-tone phone and follow the instructions. You will need the 15-digit control number located on the proxy form included in the proxy-related materials. You do not need to return your proxy form.

##### By Internet:

- Go to [www.investorvote.com](http://www.investorvote.com). You will need the 15-digit control number located on the proxy form included in the proxy-related materials. You do not need to return your proxy form.

##### By Mail:

- Complete, date and sign the proxy form included in the proxy-related materials and return it in the envelope provided or otherwise by mail to:

Computershare Investor Services Inc.  
Attention: Proxy Department  
100 University Avenue, 8th Floor  
Toronto, Ontario, M5J 2Y1

The persons already named in the proxy included in your Notice Package are either directors or officers of the Company. Please see “*General Voting Information — Proxy Voting*” above.

## Non-Registered Shareholder Voting

Shareholders, or the persons they appoint as their proxies, are permitted to vote at the Annual Meeting. However, in many cases, Shares of the Company that are beneficially owned by a person (a “Non-Registered Holder”) are registered either:

- in the name of an intermediary such as a bank, trust company, securities dealer, trustee or administrator of self-administered RRSPs, RRIFs, RESPs, TFSA’s or similar plans (each an “Intermediary”) that represents the Non-Registered Holder in respect of its Shares; or
- in the name of a depository (a “Depository”, such as CDS Clearing and Depository Services Inc. or CHESS Depository Nominees Pty Ltd. (“CDN”)) of which the Intermediary is a participant.

If you are a Non-Registered Holder (other than a holder of CHESS depository interests in Australia), and have received these proxy-related materials through your broker, custodian, nominee or other intermediary, please complete and return the VIF provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein. Non-registered holders who have not duly appointed themselves as proxy will not be able to participate at the Annual Meeting.

As an alternative to submitting your voting instructions to your intermediary by completing and returning your VIF, a Non-Registered Holders may vote using one of the following methods:

### *Voting During the Virtual Meeting:*

Non-Registered Holders must appoint themselves as proxyholder by registering with Computershare at [www.computershare.com/ssrmining](http://www.computershare.com/ssrmining) as described below under the “*To Register your Proxyholder*” section, to receive login credentials to attend and vote at the virtual meeting:

- log in at <https://meetnow.global/M2MZMTZ> at least 15 minutes before the meeting starts
- select “Invitation Code” on the login screen
- enter the Invitation Code located in the email notification you received

### *Voting By Proxy*

#### By Internet:

- Go to [www.proxyvote.com](http://www.proxyvote.com), enter your control number and provide your voting instructions.

#### By Telephone:

- Call the toll-free number listed on your VIF from a touch tone phone and follow the automatic voice recording instructions to vote. You will need your control number to vote.

The Company may utilize the Broadridge QuickVote™ service to assist Non-Registered Holders (other than a holder of CHES depositary interests in Australia) with voting their Shares. Certain Non-Registered Holders who have not objected to the Company knowing who they are (non-objecting beneficial owners), may be contacted by Laurel Hill Advisory Group to conveniently obtain a vote directly over the telephone.

### Canada – Voting Instructions

Generally, Non-Registered Holders will receive a package from their Intermediary containing either:

- a VIF that must be properly completed and signed by the Non-Registered Holder and returned to the Intermediary in accordance with the instructions on the VIF;

or, less typically

- a form of proxy card that has already been stamped or signed by the Intermediary and is restricted as to the number of Shares beneficially owned by the Non-Registered Holder, but which otherwise has not been completed. In this case, the Non-Registered Holder who wishes to submit a proxy should properly complete the proxy card and deposit it with Computershare by mail as described above. Note that voting by Internet or telephone may not be available for such Non-Registered Holders.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of Shares of the Company that they beneficially own.

### Australia – Voting Instructions

Non-Registered Holders in Australia hold CHES Depositary Interests (“CDIs”) of the Company, or units of beneficial ownership of the underlying Shares, which are registered in the name of CDN. As the holders of CDIs are not the legal owners of the underlying Shares, CDN is entitled to vote at the Annual Meeting at the instruction of the holders of the CDIs.

As a result, holders of CDIs can expect to receive a VIF, together with the proxy-related materials from Computershare in Australia. These VIFs are to be completed and returned to Computershare in Australia in accordance with the instructions contained therein. CDN is required to follow the voting instructions properly received from holders of CDIs.

If you hold your interest in CDIs through an Intermediary, you will need to follow the instructions of your Intermediary to request a form of legal proxy.

To obtain a copy of CDN's Financial Services Guide, go to [www.asx.com.au/cdis](http://www.asx.com.au/cdis). Phone +61 2 9338 0000 (overseas) or +02 9227 0885 (within Australia) if you would like a copy sent to you by mail.

CDI holders in Australia, can contact Laurel Hill Advisory Group for assistance by calling toll-free at 1-800-861-409 or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

## Appointment of a Third-Party as Proxy

The following applies to Shareholders who wish to appoint someone as their proxyholder other than the management nominees named in the form of proxy or VIF. **This includes non-registered Shareholders who wish to appoint themselves as proxyholder to attend and participate at the Annual Meeting online.**

To appoint someone other than the management nominees as your proxyholder, you must submit your proxy or VIF to the appropriate party prior to registering your proxyholder. For Registered Shareholders, a proxy can be submitted to Computershare either in person, or by mail or courier, to 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or via the internet at [www.investorvote.com](http://www.investorvote.com). The proxy must be deposited with Computershare by no later than 5:00 p.m. MDT (Denver) on May 21, 2024, or if the meeting is adjourned or postponed, not less than two business days before the commencement of such adjourned or postponed meeting. For non-Registered Shareholders, your proxy or VIF can be submitted to your intermediary by returning your proxy or VIF by mail using the postage-paid envelope provided with your proxy-related materials or via the internet at [www.proxyvote.com](http://www.proxyvote.com).

If a Shareholder who has submitted a proxy attends the meeting via the webcast and has accepted the terms and conditions when entering the meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted proxy will be disregarded.

**Registering your proxyholder is an additional step to be completed AFTER you have submitted your proxy or VIF if your proxyholder will be attending the meeting online. Failure to register the proxyholder will result in the proxyholder not receiving login credentials that are required in order to attend and participate at the Annual Meeting.**

### To Register your Proxyholder

To register a proxyholder, Shareholders MUST visit [www.computershare.com/ssrmining](http://www.computershare.com/ssrmining) by 5:00 p.m. MDT (Denver) on May 21, 2024 and provide Computershare with the required proxyholder contact information, so that Computershare may provide the proxyholder with login credentials via e-mail.

Without login credentials, proxyholders will not be able to attend and vote online at the Annual Meeting. If you are a Non-Registered Holder and you wish to vote at the meeting online, you must appoint yourself as proxyholder by inserting your own name in the space provided on the VIF sent to you by your intermediary, you must follow all of the applicable instructions provided by your intermediary AND, if you will be attending the meeting online, you must also register yourself as your proxyholder, as described above. By doing so, you are instructing your intermediary to appoint you as proxyholder. Non-registered holders who have not appointed themselves as proxyholders cannot vote online during the Annual Meeting. This is because we and our transfer agent do not maintain the records for non-registered holders of our Shares and we have no knowledge of your shareholdings or entitlement to vote, unless you appoint yourself as proxyholder.

If you decide to vote by telephone, you cannot appoint a person to vote your Shares other than our directors or officers whose printed names appear on the proxy form.

It is important to ensure that any other person you appoint is attending the Annual Meeting and is aware that his or her appointment has been made to vote your Shares.

## Deadlines for Voting

**Attending the Annual Meeting** — If you are planning to attend the Annual Meeting and wish to vote your Shares while the virtual meeting is in session, your vote will be taken and counted at the Annual Meeting.

**Using the Proxy Form** — If you are voting using the proxy form and voting by fax or by mail, your proxy form should be received by Computershare not later than 5:00 p.m. MDT (Denver) on the second business day preceding the date of the Annual Meeting or any adjournment thereof. If you are a holder of CHESSE depository interests in Australia, please complete and return the form in accordance with the instructions in the proxy-related materials. If you do not complete and return the form in accordance with such instructions, you may lose your right to instruct the Registered Shareholder on how to vote at the Annual Meeting on your behalf.

**Internet or Telephone** — If you are voting your proxy by internet or by telephone, you must do so not later than 5:00 p.m. MDT (Denver) on the second business day preceding the date of the Annual Meeting or any adjournment thereof.

The deadline for the deposit of proxies may be extended or waived by the Chair of the Annual Meeting at his discretion without notice.

## Revoking your Proxy

A Registered Shareholder who has voted by proxy may revoke it by voting again in any manner (as described above), or by depositing an instrument in writing (which includes another proxy form with a later date) executed by you or by your attorney authorized in writing delivered to Computershare by fax or mail (as described above), at any time up to 5:00 p.m. MDT (Denver) on the second business day preceding the date of the Annual Meeting. A Registered Shareholder may also revoke a proxy in any other manner permitted by law. In addition, participation in person in a vote by ballot at the Annual Meeting will automatically revoke any proxy previously given by you in respect of business covered by that vote.

## Revocation of Voting Instruction Forms and Proxies

A Non-Registered Holder may revoke a VIF that has been given to an Intermediary by written notice to the Intermediary or by submitting a VIF bearing a later date. In order to ensure that an Intermediary act upon revocation of a VIF, written notice should be received by the Intermediary well in advance of the Annual Meeting. A Non-Registered Holder may revoke a proxy that has been delivered to Computershare by following the instructions as described in “*Revoking Your Proxy*” above.

## Additional Questions or Issues related to Voting your Shares

If you have any questions about the information contained in this Proxy Statement or require assistance in voting your Shares, please contact Laurel Hill Advisory Group, our proxy solicitation agent, by calling toll-free at 1-877-452-7184 (for Shareholders in Canada or the United States) or 1-416-304-0211 (for Shareholders outside North America) or by e-mail at [assistance@laurelhill.com](mailto:assistance@laurelhill.com).

# NON-GAAP MEASURE - AISC

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The Company uses certain non-GAAP financial measures to assist in understanding the Company's financial results, including all-in sustaining costs ("AISC") per gold equivalent ounce. AISC is employed by the Company to measure its operating and economic performance and to assist in decision-making, as well as to provide key performance information to senior management. The Company believes that, in addition to conventional measures prepared in accordance with GAAP, certain investors and other stakeholders will find this information useful to evaluate the Company's operating and financial performance; however, non-GAAP performance measures such as AISC do not have any standardized meaning. These performance measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with GAAP. These non-GAAP measures should be read in conjunction with the Company's consolidated financial statements.

AISC includes total cost of sales incurred at the Company's mining operations, which forms the basis of its cash costs, and which are reconciled to reported cost of sales in the Company's financial statements. Additionally, the Company includes sustaining capital expenditures, sustaining mine-site exploration and evaluation costs, reclamation cost accretion and amortization, and general and administrative expenses. This measure seeks to reflect the ongoing cost of gold and silver production from current operations; therefore, expansionary capital and non-sustaining expenditures are excluded. Certain other cash expenditures, including tax payments and financing costs are also excluded.

The Company believes that AISC represents the total costs of producing gold and silver from current operations and provides the Company and other stakeholders with additional information about its operating performance and ability to generate cash flows. It allows the Company to assess its ability to support capital expenditures and to sustain future production from the generation of operating cash flows. When deriving the number of ounces of precious metal sold, the Company considers the physical ounces available for sale after the treatment and refining process, commonly referred to as payable metal, as this is what is sold to third parties.

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**SSR MINING INC.**  
(the “Company”)

**SSR MINING INC. 2024 SHARE COMPENSATION PLAN**  
Dated the [23<sup>rd</sup>] day of May, 2024

**Article 1.**  
**PURPOSE OF THIS PLAN**

This Plan is intended to advance the interests of the Company and its shareholders by attracting, retaining and motivating the performance of selected Eligible Persons of high caliber and potential upon whose judgement, initiative and effort the Company is largely dependent for the successful conduct of its business, and to encourage and enable such Eligible Persons to acquire and retain an equity interest in the Company.

**Article 2.**  
**DEFINITIONS**

**2.1 Definitions.** In this Plan, unless there is something in the subject matter or context inconsistent therewith, capitalized words and terms have the following meanings:

- a. “**Affiliate**” has the meaning ascribed thereto in the *Business Corporations Act* (British Columbia);
- b. “**Aggregate Plans**” means this Plan and all of the Company’s other security based compensation arrangements that provide for the issuance from treasury or potential issuance by the Company out of its authorized and unissued Common Shares, including, for the avoidance of doubt, the Legacy Plans;
- c. “**Applicable Restricted Share Units**” has the meaning ascribed thereto in Section 10.3(a)(i);
- d. “**ASX**” means the Australian Securities Exchange;
- e. “**Award**” means any Restricted Share Unit or Performance Share Unit granted under this Plan;
- f. “**Board**” means the board of directors of the Company, as constituted from time to time;
- g. “**Business Combination**” has the meaning ascribed thereto in Section 2.1(k);
- h. “**Business Day**” means a day other than a Saturday, Sunday or other day on which commercial banks in Vancouver, British Columbia or Denver, Colorado are authorized or required by law to close;
- i. “**Cancellation**” has the meaning ascribed thereto in Section 6.5;
- j. “**Cause**” means “Cause”, or an analogous term, as defined in the employment, engagement or consulting agreement, if any, between the relevant Participant and the Company or any of its Affiliates and, if there is no such definition or agreement, means any of the following:
  - i. a breach by the Participant of a material term of the applicable employment, engagement or consulting agreement (if any);
  - ii. the repeated and demonstrated failure by the Participant to perform the material duties of his position in a competent manner;
  - iii. the conviction of the Participant for a criminal offence involving fraud or dishonesty, or which otherwise adversely impacts the reputation of the Company or any of its Affiliates;
  - iv. failure of the Participant to act honestly or in the best interest of the Company or any of its Affiliates;
  - v. failure of the Participant to comply with any Company rules or policies of a material nature;

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- vi. failure of the Participant to obey reasonable instructions provided by him in the course of employment, within five (5) calendar days after receiving written notice of such disobedience from the Company or any of its Affiliates; or
- vii. any actions or omissions on the part of the Participant constituting gross misconduct or negligence resulting in a risk of material harm to the Company or any of its Affiliates;
- k. **“Change of Control”** means, except as otherwise provided herein with respect to Awards to U.S. Participants, the occurrence of one or more of the following events:
- i. individuals who, as of the Effective Date, constitute the Board (the **“Incumbent Directors”**) cease for any reason to constitute at least a majority of the Board, provided that any person becoming a director after the Effective Date and whose election or nomination for election was approved by a vote of at least a majority of the Incumbent Directors then on the Board shall be an Incumbent Director; provided, however, that no individual initially elected as a director of the Company as a result of an actual or threatened election contest with respect to the election or removal of directors (**“Election Contest”**) or other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board, including by reason of any agreement intended to avoid or settle any Election Contest or proxy contest, shall be deemed an Incumbent Director;
  - ii. any change in the holding, direct or indirect, of shares in the capital of the Company as a result of which a person or group of persons acting jointly or in concert, or person associated or affiliated with any such person or group within the meaning of the *Securities Act* (British Columbia), as amended from time to time, becomes the beneficial owner, directly or indirectly, of shares and/or other securities in excess of the number which, directly or following conversion thereof, would entitle the holder thereof to cast more than 50% of the voting rights attaching to all shares of the Company which may be cast to elect directors of the Company (the **“Company Voting Securities”**), provided, however, that the events described in this paragraph (ii) shall not be deemed to be a Change of Control by virtue of any of the following acquisitions of Company Voting Securities:
    - A. by the Company or a subsidiary;
    - B. by any employee benefit plan sponsored or maintained by the Company or any subsidiary;
    - C. by any underwriter temporarily holding securities pursuant to an offering of such securities;
    - D. pursuant to a Non-Qualifying Transaction (as defined below); or
    - E. from the Company pursuant to a transaction (other than one described in (iii) below), if a majority of the Incumbent Directors approve a resolution providing expressly that the acquisition pursuant to this clause shall not constitute a Change of Control;
  - iii. the consummation of a merger, consolidation, share exchange or similar form of corporate transaction involving the Company or any of its subsidiaries (a **“Business Combination”**), unless immediately following such Business Combination:
    - A. Company Voting Securities that were outstanding immediately prior to the consummation of such Business Combination (or, if applicable, securities into or for which such Company Voting Securities were converted or exchanged pursuant to such Business Combination) represent more than 50% of the combined voting power of the then outstanding securities eligible to vote for the election of directors or trustees (**“voting power”**) of (1) the entity resulting from such Business Combination (the **“Surviving Entity”**), or (2) if applicable, the ultimate parent entity that directly or indirectly has beneficial ownership of 100% of the voting securities eligible to elect directors of the Surviving Entity (the **“Parent Entity”**);
    - B. no person (other than any employee benefit plan sponsored or maintained by the Surviving Entity or the Parent Entity) is the beneficial owner, directly or indirectly, of 50%

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or more of the voting power of the Parent Entity (or, if there is no Parent Entity, the Surviving Entity); and

- C. at least a majority of the members of the board of directors of the Parent Entity (or, if there is no Parent Entity, the Surviving Entity) were Incumbent Directors at the time of the Board's approval of the execution of the initial agreement providing for such Business Combination;

(any Business Combination which satisfies all of the criteria specified in (A), (B) and (C) above shall be deemed to be a "**Non-Qualifying Transaction**");

- iv. the approval by the Board or shareholders of the Company of a complete liquidation or dissolution of the Company;
  - v. a sale or other disposition of all or substantially all of the property or assets of the Company, other than to any of its Affiliates or pursuant to a Non-Qualifying Transaction; or
  - vi. any determination by the majority of Incumbent Directors of the Company that a Change of Control has occurred.
- l. "**Closing Price**" of Common Shares at any relevant date means the closing trading price of the Common Shares on the NASDAQ (or any other Stock Exchange on which the majority of the volume of trading of the Common Shares has occurred over the relevant period) on the last Trading Day immediately preceding such date; provided that, if the Common Shares are not listed and posted for trading on any Stock Exchange at the time such calculation is to be made, the "Closing Price" shall be the market price of a Common Share as determined by the Board in good faith;
  - m. "**Code**" means the U.S. Internal Revenue Code of 1986, as amended;
  - n. "**Committee**" means the Compensation Committee of the Board, or such other committee or Persons (including, in the absence of a committee, the Board) as may be designated from time to time to administer this Plan;
  - o. "**Common Shares**" means the common shares without par value in the capital of the Company as constituted on the Effective Date, provided that if the rights of any Participant are subsequently adjusted pursuant to Article 12 hereof, "Common Shares" thereafter means the shares or other securities or property which such Participant is entitled to receive, pursuant to this Plan, after giving effect to such adjustment;
  - p. "**Company**" means SSR Mining Inc. and includes any successor company thereto;
  - q. "**Company Voting Securities**" has the meaning ascribed thereto in Section 2.1(k);
  - r. "**Disability**" means, in the case of a Participant who is a member of a long-term disability plan of the Company or any of its Affiliates, the Participant's physical or mental long-term inability to substantially fulfill his duties and responsibilities on behalf of the Company or, if applicable, its Affiliate in respect of which the Participant commences receiving, or is eligible to receive, long-term disability benefits under such long-term disability plan of the Company or its Affiliate and, in the case of a Participant who is not a member of a long-term disability plan of the Company or any of its Affiliates, a physical or mental impairment that prevents the Participant from engaging in any employment for which the Participant is reasonably suited by virtue of the Participant's education, training or experience and that can reasonably be expected to last for the remainder of the Participant's lifetime, as determined by the Board. Notwithstanding the foregoing, for U.S. Participants Disability has the meaning ascribed to it under Section 409A of the Code and applicable regulations.
  - s. "**Effective Date**" has the meaning ascribed thereto in Section 4.1;
  - t. "**Election Contest**" has the meaning ascribed thereto in Section 2.1(k);
  - u. "**Eligible Person**" means an Employee of the Company or any of its Affiliates;

- v. **“Employee”** means an individual who is considered an employee under the *Income Tax Act* (Canada) or any equivalent legislation in a jurisdiction in which the Company operates (i.e. for whom income tax, employment insurance and CPP deductions must be made at source);
- w. **“Expiry Date”** the date on which an Award expires;
- x. **“Good Reason”** means “Good Reason”, or an analogous term, as defined in the employment, engagement or consulting agreement, if any, between the relevant Participant and the Company or any of its Affiliates and, if there is no such definition or agreement, “Good Reason” will arise within twelve (12) months following a Change of Control where the Participant was induced by the actions of the employer to resign or terminate their employment or engagement other than on a purely voluntary basis as a result of the occurrence of one or more of the following events without the Participant’s written consent, such resignation to be effective only if the Participant has provided written notice of such occurrence to the employer immediately upon occurrence of such an event and the employer has not corrected such occurrence within a thirty (30) day period:
- i. a materially adverse change in the Participant’s position, duties or responsibilities,
  - ii. a materially adverse change in the Participant’s reporting relationship that is inconsistent with the Participant’s title or position,
  - iii. a reduction by the employer of the base salary of the Participant,
  - iv. a material reduction by the employer in the aggregate level of health & welfare benefits made available to the Participant, or
  - v. the permanent relocation by the employer of the Participant’s principal office by more than eighty (80) kilometers from the location where the Participant worked when the Change of Control occurred;
- y. **“Incumbent Director”** has the meaning ascribed thereto in Section 2.1(k);
- z. **“Insider”** has the meanings ascribed thereto in each of the TSX Company Manual or Section 16 of the Securities Exchange Act of 1934, as amended;
- aa. **“Legacy Plans”** means, together, the Company’s 2017 Share Compensation Plan, as approved by the shareholders of the Company on May 4, 2017 and amended by the directors of the Company on December 15, 2017; the 2020 Share Compensation Plan, as approved by the shareholders of the Company on May 14, 2020; and the 2021 Share Compensation Plan, as approved by the shareholders of the Company on May 21, 2021;
- ab. **“Legal Representative”** means the legal representative or committee or attorney, as the case may be, of a Participant;
- ac. **“Market Price”** of Common Shares at any relevant date means the volume weighted average trading price of the Common Shares on the NASDAQ (or any other Stock Exchange on which the majority of the volume of trading of the Common Shares has occurred over the relevant period) over the thirty Trading Days on which a board lot of Common Shares was traded immediately preceding such date, calculated by dividing the total value of all such trades by the total volume of Common Shares so traded; provided that, if the Common Shares are not listed and posted for trading on any Stock Exchange at the time such calculation is to be made, the “Market Price” shall be the market price of a Common Share as determined by the Board in good faith.
- ad. **“NASDAQ”** means the NASDAQ Stock Market;
- ae. **“Non-Qualifying Transaction”** has the meaning ascribed thereto in Section 2.1(k);
- af. **“Outstanding Common Shares”** at the time of any issuance of Common Shares or the grant of an Award, means the number of Common Shares that are outstanding immediately prior to the share issuance or grant of Awards in question, on a non-diluted basis, or such other number as may be determined under the applicable rules and regulations of all applicable Regulatory Authorities;

- ag. **“Parent Entity”** has the meaning ascribed thereto in Section 2.1(k);
- ah. **“Participant”** means an Eligible Person to whom an Award has been granted under this Plan;
- ai. **“Performance Percentage”** has the meaning ascribed thereto in Section 8.6;
- aj. **“Performance Period”** means a period, as determined by the Board in accordance with Section 8.3, in respect of which a Participant may be or become entitled to receive any amount payable in respect of Performance Share Units;
- ak. **“Performance Share Unit”** means an unfunded and unsecured right granted to a Participant to receive, upon the satisfaction of certain criteria, a Common Share or payment in accordance with the provisions of this Plan and includes any dividend equivalent Performance Share Units awarded to a Participant in respect of such Performance Share Units;
- al. **“Person”** means and includes any individual, corporation, limited partnership, general partnership, joint stock company, limited liability corporation, unlimited liability company, joint venture, association, company, trust, bank, trust company, pension fund, business trust or other organization, whether or not a legal entity;
- am. **“Plan”** means this SSR Mining Inc. 2024 Share Compensation Plan, including all Schedules hereto, as the same may from time to time be supplemented or amended and in effect;
- an. **“Prior Grants”** has the meaning ascribed thereto in Section 14.8;
- ao. **“Regulatory Authority”** means a Stock Exchange and all securities commissions or similar securities regulatory authorities having jurisdiction over the Company;
- ap. **“Restricted Share Unit”** means an unfunded and unsecured right granted to a Participant to receive one or more Common Shares or cash payments in accordance with the provisions of this Plan and includes any dividend equivalent Restricted Share Units awarded to a Participant in respect of such Restricted Share Units;
- aq. **“Separation from Service”** means separation from service as such term is defined under Section 409A of the Code;
- ar. **“Share Unit Account”** has the meaning ascribed thereto in Section 8.8;
- as. **“Share Units”** means Performance Share Units and Restricted Share Units, as applicable, and **“Share Unit”** means any one of them;
- at. **“Stock Exchange”** means the NASDAQ, the TSX, the ASX, and any other stock exchange on which the Common Shares are listed or posted for trading;
- au. **“Surviving Entity”** has the meaning ascribed thereto in Section 2.1(k);
- av. **“Target Milestones”** means performance targets determined pursuant to Section 8.4;
- aw. **“Termination Date”** means:
- i. in the case of a Participant who is not a U.S. Participant, the Participant’s last day of active employment with the Company and its Affiliates, provided that, if such day is not a Trading Day, the Termination Date shall be the Trading Day immediately preceding such day, notwithstanding Section 3.1(f); and
  - ii. in the case of a U.S. Participant, the date on which the U.S. Participant experiences a Separation from Service.

For greater certainty, the determination of the Termination Date of a Participant shall not include any period of statutory, contractual or reasonable notice of termination of employment or any period of salary continuance or deemed employment;

- ax. **“Trading Day”** means any date on which the Stock Exchange is open for the trading of Common Shares and on which at least a board lot of Common Shares is traded, provided that, if the Common Shares are listed on more than one Stock Exchange, **“Trading Day”** means any date on which the Stock Exchange on which the majority of the Company’s trading occurs is open for the trading of Common Shares and on which at least a board lot of Common Shares is traded;
- ay. **“TSX”** means the Toronto Stock Exchange;
- az. **“U.S. Participant”** means an Eligible Person who is a U.S. citizen or a U.S. resident, in each case as defined in Section 7701(a)(3)(A) and Section 7701(b)(1)(A) of the Code;
- ba. **“Vested Performance Share Units”** has the meaning ascribed thereto in Section 8.7;
- bb. **“Vested Restricted Share Units”** has the meaning ascribed thereto in Section 8.1;
- bc. **“Vested Share Units”** means Vested Performance Share Units and Vested Restricted Share Units, as applicable, and **“Vested Share Unit”** means any one of them;
- bd. **“Vesting Date”** means each date on which Share Units granted to a Participant vest as determined by the Board, in its sole discretion, in connection with such grant; and
- be. **“voting power”** has the meaning ascribed thereto in Section 2.1(k).

### **Article 3. INTERPRETATION**

**3.1 Interpretation.** In this Plan, except as otherwise expressly provided:

- a. any reference in this Plan to a designated “Article”, “Section” or other subdivision or Schedule is a reference to the designated Article, Section or other subdivision of or Schedule to this Plan;
- b. the words “herein”, “hereof” and “hereunder” and other words of similar import refer to this Plan as a whole and not to any particular Article, Section or other subdivision of, or Schedule to, this Plan;
- c. the headings are for convenience only and do not form a part of this Plan and are not intended to interpret, define or limit the scope, extent or intent of this Plan;
- d. words importing the singular number only shall include the plural and vice versa and words importing the use of any gender shall include any other gender, the word “or” is not exclusive and the word “including” is not limiting whether or not non-limiting language (such as “without limitation” or “but not limited to” or words of similar import) is used with reference thereto;
- e. unless otherwise provided, all amounts are stated in U.S. dollars and are to be paid in U.S. dollars, Canadian dollars or any other currency that is accepted as legal tender in the countries in which the Company operates; and
- f. where the time for doing an act falls or expires on a day which is not a Business Day, the time for doing such act is extended to the next Business Day.

### **Article 4. EFFECTIVE DATE OF PLAN**

**4.1 Effective Date of this Plan.** The effective date (the **“Effective Date”**) of this Plan is May [3], 2024, the date on which this Plan was approved by the shareholders of the Company.

**4.2 Three Year Shareholder Approval.** In accordance with the requirements of the TSX, any unallocated Awards under the rolling 3.75% maximum allowed under Section 6.1 will require the further approval of the Board and shareholders of the Company within three (3) years following the Effective Date.

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**Article 5.  
ADMINISTRATION OF PLAN**

- 5.1 Administration of Plan.** This Plan shall be administered by the Board, taking into consideration any recommendations from the Committee. Subject to the provisions of this Plan, applicable laws and any approvals required of any applicable Regulatory Authorities, the Board shall have the power and authority to make all decisions relating to the administration and implementation of this Plan including, without limitation, determining the types and number of Awards to be granted and the terms of such Awards. Unless otherwise expressly provided in this Plan, all designations, determinations, interpretations and other decisions under or with respect to this Plan or any Award are within the sole discretion of the Board and may be made at any time. Such designations, determinations, interpretations and other decisions shall be final, conclusive and binding upon any Eligible Person and any holder or beneficiary of any Award.
- 5.2 Delegation.** Subject to applicable laws and the rules of any applicable Regulatory Authorities, the Board may delegate to the Committee or any director, officer or employee of the Company such duties and powers of the Board relating to this Plan as it may see fit. To the extent the Board has delegated any such duties and powers to the Committee or any such individual then all references in this Plan to the Board shall be read as the Committee or any such individual, as applicable, to the extent such references relate to the duties and powers that have been so delegated.

**Article 6.  
COMMON SHARES AVAILABLE FOR AWARDS**

- 6.1 Common Shares Available.** Subject to adjustment as provided in Article 12, the number of Common Shares that may be issued pursuant to this Plan, shall not exceed 5,000,000 Common Shares, provided that the aggregate number of Common Shares that may issuable pursuant to the Aggregate Plans shall not at any time exceed 3.75% of the then Outstanding Common Shares. Upon the effective date of this Plan, no additional grants shall be made under the Legacy Plans.
- 6.2 Other Accounting for Award.** Any Common Shares related to an Award which has been redeemed or which terminates by expiration, forfeiture, cancellation or otherwise without the issuance of such Common Shares shall again be available for issuance under this Plan. Common Shares shall not be deemed to have been issued pursuant to this Plan with respect to any portion of an Award that is settled in cash in accordance with the terms of this Plan.
- 6.3 Reservation of Shares.** The Board will reserve for allotment, from time to time, out of the authorized but unissued Common Shares, sufficient Common Shares to provide for issuance of all Common Shares which are issuable under all outstanding Awards.
- 6.4 No Fractional.** No fractional Common Shares may be issued under this Plan.
- 6.5 Cancellation.** For the purposes of this Article 6, in the event that the Company cancels, or purchases to cancel, any of its issued and Outstanding Common Shares (a “**Cancellation**”) and as a result of such Cancellation the Company exceeds the 3.75% limit set out above in Section 6.1, no approval of the Company’s shareholders will be required for the issuance of Common Shares on the redemption of any Share Units granted under this Plan prior to such Cancellation.

**Article 7.  
GRANT OF AWARDS**

- 7.1 Eligible Persons.** Subject to the rules set out below, the Board may, from time to time, grant to any Eligible Person one or more Awards, as the Board deems appropriate, in its sole discretion. A Participant, who holds any Award at the time of the granting of a subsequent Award, may hold more than one type of Award.
- 7.2 Date Award Granted.** The date on which an Award will be deemed to have been granted under this Plan will be the date on which the Board authorizes the grant of such Award or such future date as specified by the Board at the time the grant of such Award is authorized.

- 7.3 Number of Common Shares / Maximum Grant.** The number of Common Shares that may be issued upon the redemption of any Award, or the amount of any Award that shall be granted in any form that may result in the issuance of Common Shares, will be determined and fixed by the Board at the date of grant, provided that:
- a. the number of Common Shares reserved for issuance to any one Participant, including any Participant who is an Insider, pursuant to the Aggregate Plans within any one (1) year period shall not, in the aggregate, exceed 3.75% of the total number of Outstanding Common Shares; and
  - b. the number of Common Shares issuable, at any time, to any Participant who is an Insider, pursuant to the Aggregate Plans shall not, in the aggregate, exceed 3.75% of the total number of Outstanding Common Shares.

For the purposes of this Section 7.3, Common Shares issued pursuant to an entitlement granted prior to the grantee becoming an Insider may be excluded in determining the number of Common Shares issuable to Insiders.

- 7.4 No Certificates.** No certificates shall be issued with respect to Awards. All records relating to the Awards shall be maintained in the Company's electronic compensation plan system.

**Article 8.  
SHARE UNIT AWARDS**

**Restricted Share Unit Award**

- 8.1 Vesting Provisions.** The Board shall, in its sole discretion, determine the Vesting Dates and the proportion of Restricted Share Units to vest on each such Vesting Date applicable to each grant of Restricted Share Units at the time of such grant. Unless otherwise specified herein or determined by the Board, Restricted Share Units granted to a Participant shall vest, as to one-third of the number of such Restricted Share Units, on each of the first, second and third anniversaries of the date on which they were granted, subject to the Participant continuing to be an Eligible Person on the applicable Vesting Date. Dividend equivalent Restricted Share Units awarded to Participants under Section 8.10 shall vest with the Restricted Share Units in respect of which they were credited to the Participant's Share Unit Account. Except where the context requires otherwise, the Restricted Share Units which have so vested shall be referred to herein as "**Vested Restricted Share Units**".
- 8.2 Vesting During Continued Eligibility.** Subject to Article 10 and Article 13, Restricted Share Units granted to a Participant shall vest on the Vesting Dates, in accordance with the provisions of this Article 8, provided the Participant remains an Eligible Person on the applicable Vesting Date.

**Performance Share Unit Award**

- 8.3 Performance Period.** The Board shall, in its sole discretion, determine the Performance Period applicable to each grant of Performance Share Units at the time of such grant. Unless otherwise specified by the Board, the Performance Period applicable to a grant of Performance Share Units shall be a period of thirty-six (36) months commencing on January 1<sup>st</sup> and ending on December 31<sup>st</sup>.
- 8.4 Determination of Target Milestones.** The Target Milestones for each Performance Period shall be determined by the Board, in its sole discretion, based on measurable performance criteria established by the Board in advance.
- 8.5 Vesting During Eligibility.** Subject to Article 10 and Article 13, Performance Share Units granted to a Participant shall vest on the Vesting Date in accordance with this Article 8, provided the Participant remains an Eligible Person on the applicable Vesting Date.
- 8.6 Determination of Performance Percentage.** The performance achievement of the Target Milestones for an applicable Performance Period shall be determined by assigning a percentage from 0 percent to 200 percent (or such other range as the Board may determine from time to time) reflecting such performance (the "**Performance Percentage**").

8.7 **Vesting of Performance Share Units Based on Performance Percentage.** Unless otherwise determined by the Board, and subject to Article 10, the number of Performance Share Units granted to the Participant which shall vest on the Vesting Date shall be calculated by multiplying (a) the aggregate number of such Performance Share Units by (b) the Performance Percentage.

Except where the context requires otherwise, the Performance Share Units which have so vested shall be referred to herein as “**Vested Performance Share Units**”.

#### **Share Unit Account**

8.8 **Share Unit Account.** An account, to be known as a “**Share Unit Account**”, shall be maintained by the Company for each Participant and shall be credited with such Share Units that are granted to the Participant.

8.9 **Cancellation of Share Units that Fail to Vest or Are Redeemed.** Share Units that fail to vest or be redeemed in accordance with this Article 8 or Article 10 shall be cancelled and shall cease to be recorded in the Share Unit Account of the relevant Participant as of the date on which such Share Units are forfeited or redeemed, as the case may be, and the Participant will have no further right, title or interest in or to such Share Units.

8.10 **Dividends.** Whenever cash dividends are paid on the Common Shares, additional Share Units will be credited to a Participant's Share Unit Account in accordance with this Section 8.10. The number of such additional Restricted Share Units and/or Performance Share Units, as the case may be, to be so credited will be calculated by dividing (a) the cash dividends that would have been paid to such Participant if the Share Units recorded in the Participant's Share Unit Account as at the record date for the dividend had been Common Shares by (b) the Closing Price on the Trading Day immediately preceding the date on which the Common Shares began to trade on an ex-dividend basis, rounded down to the next whole number of Share Units. No fractional Share Units will thereby be created. The additional Share Units granted to a Participant shall be subject to the same terms and conditions, including vesting and settlement terms, as the corresponding Restricted Share Units or Performance Share Units, as the case may be.

#### **Expiry and Redemption of Share Units**

8.11 **Term of Share Units.** Subject to Article 10, the Expiry Date for each Share Unit will be the date determined by the Board and specified in the notice of award pursuant to which such Share Unit is granted, provided that such date may not be later than the earlier of: (i) the date which is the tenth (10<sup>th</sup>) anniversary of the date on which such Share Unit is granted, and (ii) the latest date permitted under the applicable rules and regulations of all applicable Regulatory Authorities.

8.12 **Redemption of Share Units.** Subject to Section 9.5 and at the Board's sole discretion, the Company shall redeem Vested Share Units on the earlier of (a) the fifteenth (15) Business Day following the Vesting Date and (b) the date set out in Article 10 or Section 11.1, if applicable, by: (i) issuing to the Participant the number of Common Shares equal to the number of Vested Share Units to be redeemed; (ii) paying the Participant a cash amount equal to the Market Price on the Vesting Date of such Vested Share Units and, if applicable, using the relevant currency exchange rate as of the Trading Day immediately preceding the Vesting Date; or (iii), purchasing on the open market the number of Common Shares equal to the number of Vested Share Units to be redeemed for delivery to the Participant, provided that the Company and the Participant are not prohibited from trading in Common Shares or any other securities of the Company due to a blackout period or other trading restriction imposed on the Company. Notwithstanding the foregoing or any other provision in the Plan, if Share Units held by a U.S. Participant will be redeemed as a result of the U.S. Participant's Separation from Service, and such U.S. Participant is a Specified Employee as defined under Section 409A of the Code and applicable regulations at the time of such Separation from Service, the redemption of Share Units that are subject to Section 409A of the Code will be delayed until a date that is six months and one day following the date of the Separation from Service. Notwithstanding the foregoing, Participants subject to taxation in Canada in respect of the Vested Share Units shall have their Vested Share Units automatically redeemed and paid out in accordance with this Section 8.12 by December 31 of the third year following the year of grant of such Share Unit.

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**Article 9.**  
**GENERAL TERMS OF AWARDS**

- 9.1 Consideration for Awards.** Awards may be granted for no cash consideration or for any cash or other consideration as determined by the Board and required by applicable law.
- 9.2 Notice of Award.** The Company shall provide the applicable Eligible Person with a notice of an Award promptly after it is granted. If required by the Company, the Eligible Person may be required to return an acknowledgement of such Award in such form as required by the Company.
- 9.3 Awards May Be Granted Separately or Together.** Awards may, in the discretion of the Board, be granted alone, in addition to, or in tandem with, any other Award or any award granted under any plan of the Company or any of its Affiliates. Awards granted in addition to or in tandem with other Awards or in addition to or in tandem with awards granted under any such other plan of the Company or any of its Affiliates may be granted either at the same time as or at a different time from the grant of such other Awards or awards.
- 9.4 Forms of Payment under Awards.** Subject to the terms of this Plan, payments or transfers to be made by the Company or any of its Affiliates upon the grant or payment of an Award may be made in such form or forms as the Board shall determine (including, without limitation, cash in any currency that is accepted as legal tender in the countries in which the Company operates, Common Shares, promissory notes, other securities, other Awards or other property, or any combination thereof), and may be made in a single payment or transfer, in installments or on a deferred basis, in each case in accordance with rules and procedures established by the Board. Such rules and procedures may include, without limitation, provisions for the payment or crediting of reasonable interest on installment or deferred payments or the grant or crediting of dividend equivalents with respect to installment or deferred payments. Notwithstanding the foregoing, the settlement/pay out with respect to Share Units of U.S. Participants will not be accelerated or delayed unless such acceleration or delay is permitted under applicable U.S. tax principles, including, but not limited to, Section 409A of the Code to the extent it is applicable.
- 9.5 Withholding Tax.** The Company or any of its Affiliates may take such reasonable steps for the deduction and withholding of any taxes and other required source deductions which the Company or the Affiliate, as the case may be, is required by any law or regulation of any governmental authority whatsoever to remit in connection with this Plan or the grant of any Share Units or any issuance of Common Shares or payment of cash in relation thereto. Without limiting the generality of the foregoing, the Company may, at its discretion:
- a. deduct and withhold those amounts it is required to remit from any cash remuneration or other amount payable to the Participant, whether or not related to this Plan, upon the redemption of any Share Units or the issuance or transfer of any Common Shares in relation to this Plan;
  - b. require the Participant to make a cash payment to the Company equal to the amount required to be remitted, which amount shall be remitted by the Company to the appropriate governmental authority for the account of the Participant; or
  - c. sell, or engage a broker to sell, on behalf of the Participant, that number of Common Shares to be issued or transferred upon the redemption of Share Units such that the amount withheld by the Company from the proceeds (net of selling costs) of such sale will be sufficient to satisfy any taxes required to be remitted by the Company for the account of the Participant.

Where the Company considers that the steps undertaken in connection with the foregoing result in inadequate withholding or a late remittance of taxes, the delivery of any Common Shares to be issued to a Participant pursuant to this Plan may be made conditional upon the Participant (or other Person) reimbursing or compensating the Company or making arrangements satisfactory to the Company for the payment in a timely manner of all taxes required to be remitted for the account of the Participant.

Each Participant or his or her Legal Representative, as the case may be, is solely responsible and liable for the satisfaction of all taxes and penalties that may be imposed on or for the account of such Participant in connection with the Plan (including any taxes and penalties under section 409A of the Code or any applicable law), and neither the Company nor any Affiliate shall have any obligation to indemnify or otherwise hold such Participant or the Participant's Legal Representative harmless from any or all of such taxes or penalties.

- 9.6 Restrictions, Stock Exchange Listing.** All Common Shares or other securities delivered under this Plan pursuant to any Award or the settlement thereof shall be subject to any restrictions or repurchase rights as the Board may deem advisable under this Plan, applicable securities laws and regulatory requirements, including the requirements of any Stock Exchange, and applicable Canadian corporate laws, and the Board may direct appropriate restrictions or repurchase rights and cause legends to be placed on the certificates for such Common Shares or other securities to reflect such restrictions or repurchase rights, as applicable. If the Common Shares or other securities are traded on a Stock Exchange or Stock Exchanges, the Company shall not be required to deliver any Common Shares or other securities covered by an Award unless and until such Common Shares or other securities have been admitted for trading on such Stock Exchange(s).
- 9.7 Provisions Relating to Common Share Issuances.** Each notice of award will contain such provisions, as in the opinion of the Board, are required to ensure that no Common Shares are issued on the redemption of an Award, as applicable, unless the Board is satisfied that the issuance of such Common Shares will be exempt from all registration or qualification requirements of applicable securities laws and will be permitted under the applicable rules and regulations of all applicable Regulatory Authorities. In particular, if required by any applicable Regulatory Authority, a notice of award may provide that shareholder approval to the grant of an Award must be obtained prior to the redemption of the Award, as applicable, or to the amendment of the notice of award.
- 9.8 Compliance with Section 409A.** It is intended that Share Units either will be exempt from Section 409A of the Code or will comply with the requirements of Section 409A of the Code and the provisions of this Plan and related notice of awards will be construed and administered accordingly.
- 9.9 Change in Status.** A change in the status, office, position or duties of a Participant from the status, office, position or duties held by such Participant on the date on which the Award was granted to such Participant will not result in the termination of the Award granted to such Participant provided that such Participant remains an Eligible Person.
- 9.10 Non-Transferability of Awards.** Awards are not transferable or assignable. Awards may only be redeemed by the Participant or in the event of:
- a. the death of the Participant; or
  - b. the appointment of a committee or duly appointed attorney of the Participant on the grounds that the Participant is incapable, by reason of physical or mental infirmity, of managing their affairs,
- by the Participant's Legal Representative.
- 9.11 No Interest.** For greater certainty, no interest shall be payable to Participants in respect of any amount payable under this Plan.
- 9.12 Conditions.** Notwithstanding any of the provisions contained in this Plan or in any notice of award, the Company's obligation to issue Common Shares to a Participant pursuant to the redemption of any Share Units or the granting of any Award will be subject to, if applicable:
- a. completion of such registration or other qualification of such Common Shares or obtaining approval of such governmental authority as the Company will determine to be necessary or advisable in connection with the authorization, issuance or sale thereof; and
  - b. the receipt from the Participant of such representations, agreements and undertakings, including as to future dealings in such Common Shares, as the Company or its counsel determines to be necessary or advisable in order to safeguard against the violation of the securities laws of any jurisdiction.

**Article 10.**  
**CEASING TO BE AN ELIGIBLE PERSON**

- 10.1 Voluntary Termination.** If a Participant ceases to be an Eligible Person (and, in the case of any Participant who is a U.S. Participant, such U.S. Participant experiences a Separation from Service) for any reason other than as set out in Sections 10.2 to 10.5 including, without limitation, as a result of such Participant's voluntary termination (other than in circumstances described in Article 13) then all of the Participant's outstanding Vested Share Units shall be redeemed immediately in accordance with Section

8.12 and all unvested Share Units shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of the relevant Participant as of the Termination Date, and the Participant will have no further right, title or interest in or to such unvested Share Units.

Any vesting of Share Units is conditioned upon a Participant's active employment by the Company, or an Affiliate thereof, on the Vesting Date for Vested Share Units. A Participant will be deemed to no longer be actively employed by the Company or an Affiliate, and therefore ineligible for and with no right to any Share Units, whether vested or unvested, on the earlier of:

- a. the conclusion of the last day on which a Participant is actively at his/her place of employment; or
- b. the date specified as the effective date of termination in a notice of termination given by the Company, or an Affiliate thereof, or notice of resignation given by a Participant to the Company, or an Affiliate thereof.

For greater certainty, a Participant is not entitled to receive any compensation, damages, or other amounts related to any vesting or redemption of Share Units with a Vesting Date falling during any applicable or assessed severance or notice of termination period, unless explicitly required by law.

**10.2 Termination for Cause.** If a Participant is terminated for Cause, including where a Participant resigns from their employment, as an alternative to being terminated for Cause, and as a result the Participant ceases to be an Eligible Person, all of the Participant's outstanding Vested Share Units shall be redeemed immediately and in accordance with Section 8.12 and unvested Share Units shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of the relevant Participant as of the Termination Date, and the Participant will have no further right, title or interest in or to such Share Units.

**10.3 Termination without Cause.** If a Participant ceases to be an Eligible Person (and, in the case of any Participant who is a U.S. Participant, such U.S. Participant experiences a Separation from Service) as the result of such Participant being terminated as an Employee without Cause (other than in circumstances described in Article 13):

- a. such portion of the Participant's unvested Restricted Share Units shall vest immediately prior to the Participant's Termination Date, as determined by the formula  $(A*(B/C)) - D$  where:
  - i. A is the total number of Restricted Share Units (vested and unvested) that were granted on the same date pursuant to the same notice of award as the unvested Restricted Share Units plus all related dividend equivalent Restricted Share Units (vested and unvested) (the "**Applicable Restricted Share Units**");
  - ii. B is the number of completed months from the first day the unvested Restricted Share Units were granted to the Termination Date;
  - iii. C is the number of months from the date of grant of the Applicable Restricted Share Units to the latest Vesting Date of the Applicable Restricted Share Units as approved by the Board; and
  - iv. D is the total number of vested Applicable Restricted Share Units.

All Vested Restricted Share Units shall be redeemed immediately in accordance with Section 8.12 and all unvested Restricted Share Units on the Termination Date shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of the relevant Participant as of the Termination Date, and the Participant will have no further right, title or interest in or to such unvested Restricted Share Units;

- b. a pro rata portion of the Participant's unvested Performance Share Units shall vest in accordance with their terms, based on the product of (i) the product of (y) the number of completed months from the first day of the Performance Period to the Termination Date divided by the number of months in the Performance Period and (z) the number of unvested Performance Share Units and (ii) the Performance Percentage. Unless otherwise determined by the Board in its sole discretion, the Performance Percentage shall be determined at the end of the Performance Period using the same factors as if the Participant had remained an Eligible Person until the scheduled vesting date for the Performance Share Units. All Vested Performance Share Units shall be redeemed immediately after the last day of the Performance Period pursuant to Section 8.12. All unvested Performance Share

Units on the Termination Date that will not be vested in accordance with this Section 10.3(b) shall be forfeited and cancelled and cease to be recorded in the Share Unit Account of the relevant Participant on the Termination Date, and the Participant will have no further right, title or interest in or to such unvested Performance Share Units.

**10.4 Death.** If a Participant ceases to be an Eligible Person as a result of the Participant's death, then all unvested Share Units granted to the Participant shall vest on the Termination Date and the Termination Date shall be the Vesting Date and all Vested Share Units shall be redeemed immediately pursuant to Section 8.12. The Performance Percentage for each Vested Performance Share Unit shall be 100%.

**10.5 Disability.** If a Participant ceases to be an Eligible Person as a result of a Disability, then all unvested Share Units granted to the Participant shall vest on the Termination Date and the Termination Date shall be the Vesting Date and all Vested Share Units shall be redeemed immediately pursuant to Section 8.12. The Performance Percentage for each Vested Performance Share Unit shall be 100%.

#### **Article 11. CHANGE OF CONTROL**

**11.1 Change of Control.** For purposes of this Section 11.1, with respect to Share Units of U.S. Participants, Change of Control shall mean the events and circumstances described in the Change of Control definition set forth in Section 2.1(n), provided that such event or circumstance also is a "change of control event" within the meaning of Section 409A of the Code. Subject to the applicable rules and regulations of all applicable Regulatory Authorities, and notwithstanding any other provision of this Plan, in the event of a Change of Control, the following provisions shall apply:

- a. in the event of a transaction that would result in a Change of Control the Board may, in its sole discretion, immediately vest all unvested Awards, provided that with respect to Awards granted to U.S. Participants such acceleration of vesting will not change the time of redemption/payment with respect to Share Units that are subject to Section 409A of the Code, except to the extent permitted under Section 409A. If the Board vests any Performance Share Units pursuant to this Section 11.1(a) then, the Performance Percentage for such Vested Performance Share Units shall be between 100 per cent and 200 per cent, as determined by the Board, in its sole discretion; and
- b. in the event of a Change of Control and the termination of an Employee's engagement within 12 months after the Change of Control for any reason other than resignation without Good Reason or termination for Cause:
  - i. all unvested Restricted Share Units held by such Participant shall immediately be deemed to be Vested Restricted Share Units as of the Termination Date, which, for the purposes of this Section 11.1(b)(i), shall be deemed to be the Vesting Date, and the Company shall immediately redeem such Vested Restricted Share Units for, at the election of the Company, (i) Common Shares issued from treasury, (ii) Common Shares purchased on the open market or (iii) a cash amount equal to the Market Price of such Vested Restricted Share Units as of the Termination Date; and
  - ii. all unvested Performance Share Units held by such Participant shall immediately be deemed to be Vested Performance Share Units as of the Termination Date, which, for the purposes of this Section 11.1(b)(ii), shall be deemed to be the Vesting Date, based on an assumed Performance Percentage of (a) 100 percent or (b) at the Board's discretion, between 100 percent and 200 percent and the Company shall immediately redeem such Vested Performance Share Units for, at the election of the Company, (i) Common Shares issued from treasury, (ii) Common Shares purchased on the open market or (iii) a cash amount equal to the Market Price of such Vested Performance Share Units as of the Termination Date;

Notwithstanding the foregoing provisions of this Article 11, the Board may, in its sole discretion, make such determinations as it considers appropriate in the circumstances upon a Change of Control to ensure the fair treatment of Participants in such circumstances in light of the objectives of this Plan, including, without limitation, with respect to the vesting periods and Performance Percentages applicable to any Share Units, the amounts to be paid to Participants on the redemption of any Share Units and/or the termination of this Plan (and, for greater certainty, such determinations may result in different vesting, redemption or payment terms than would result from the operation of Sections 11.1(a) and (b) without such determinations).

**11.2 Change of Control – Redeem to Participate in Transaction.** Notwithstanding Section 11.1, the Board may, in its sole discretion, allow a Participant to redeem a Share Unit that has not otherwise vested for Common Shares, and

- a. if a “take-over bid” (within the meaning of applicable securities legislation) made by any Person for the voting securities of the Company would, if successful, result in a Change of Control, then the Participant may redeem such Share Unit for Common Shares during the period ending on the earlier of the expiration of the take-over bid and the Expiry Date solely for the purpose of depositing the Common Shares related to such Share Unit pursuant to the take-over bid, and
- b. if any other transaction or series of transactions is contemplated, which would, if successful, result in a Change of Control, then the Participant may redeem their Share Units for Common Shares during such period as is determined by the Board to be reasonable in the circumstances solely for the purpose of participating in the transaction or series of transactions;

provided that if such Change of Control does not occur then the Participant shall promptly return the Common Shares (or the portion that are not taken up and paid for) to the Company for cancellation, the Share Units respecting such Common Shares shall be deemed not to have been redeemed, the Common Shares shall be deemed not to have been issued.

## **Article 12. ADJUSTMENTS**

**12.1 Adjustments.** Adjustments will be made at the discretion of the Board to (y) the number of Common Shares or other securities issuable to a Participant upon redemption of an Award and/or (z) the maximum number of Common Shares that, pursuant to Section 6.1, may at any time be reserved for issuance pursuant to Awards granted under this Plan in the following events and manner, subject to any required regulatory approvals and the right of the Board to make such other or additional adjustments as the Board considers to be appropriate in the circumstances:

- a. upon (i) a subdivision of the Common Shares into a greater number of Common Shares, (ii) a consolidation of the Common Shares into a lesser number of Common Shares, or (iii) the issue of a stock dividend to holders of the Common Shares (excluding a stock dividend paid in lieu of a cash dividend in the ordinary course), the number Common Shares that a Participant is entitled to upon redemption of a Share Unit will be adjusted accordingly and the Company will deliver, upon redemption of a Share Unit, such greater or lesser number of Common Shares as result from the subdivision, consolidation or stock dividend;
- b. upon (i) a capital reorganization, reclassification or change of the Common Shares, or (ii) if the outstanding Common Shares are changed into or exchanged for a different number of shares or into or for other securities of the Company or securities of another company or entity or for other consideration, whether through an arrangement, amalgamation or other similar procedure or otherwise, then on each redemption of Share Units which occurs following such events, for each Common Share for which the Share Unit is being redeemed, the Participant shall instead receive the number and kind of shares or other securities of the Company or other company or other consideration into which such Common Shares would have been changed or for which such Common Shares would have been exchanged if it had been outstanding on the date of such event;
- c. an adjustment will take effect at the time of the event giving rise to the adjustment, and the adjustments provided for in this Section 12.1 are cumulative.

**12.2 Cancellation.** The Board may, in its sole discretion, cancel any or all outstanding Awards and pay to the holders of any such Awards that are otherwise vested, in cash, the value of such Awards based upon the price per Common Share received or to be received by other shareholders of the Company in such event, provided that with respect to Awards to U.S. Participants, such cancellation and payout will be in a manner that does not violate Section 409A of the Code, to the extent it is applicable.

**12.3 No Limitation.** The grant of any Awards under this Plan will in no way affect the Company's right to adjust, reclassify, reorganize or otherwise change its capital or business structure or to merge, amalgamate, reorganize, consolidate, dissolve, liquidate or sell or transfer all or any part of its business or assets or engage in any like transaction.

- 12.4 No Fractional Shares.** No adjustment or substitution provided for in this Article 12 will require the Company to issue a fractional Common Share or any other security in respect of any Awards and the total substitution or adjustment with respect to each Award will be limited accordingly.

**Article 13.  
SUSPENSION, AMENDMENT OR TERMINATION OF PLAN**

- 13.1 Suspension, Amendment or Termination of Plan.** The Board will have the right, at any time, to suspend or terminate this Plan and, subject to Section 13.2, may:

- a. only to the extent approved by the shareholders of the Company, by ordinary resolution, make any amendment to any Award or this Plan that would:
  - i. increase the number of Common Shares, or rolling maximum, reserved for issuance under this Plan as set out in Section 6.1,
  - ii. amend or remove or permit to exceed the participation limit set out in Section 7.3,
  - iii. extend the term of an Award beyond its original expiry time,
  - iv. permit an Award to be transferable or assignable to any Person other than in accordance with Section 9.10,
  - v. expand the scope of persons eligible to participate in the Plan to include non-employee directors, or
  - vi. amend this Article 13, or
- b. approve all amendments to the Plan or Awards granted under the Plan, other than those amendments specified in Section 13.1(a), in its discretion without the prior approval of shareholders of the Company. Without limiting the generality of the foregoing, the following types of amendments would not require shareholder approval:
  - i. amendments of a clerical nature, including, but not limited, to the correction of grammatical or typographical errors or clarification of terms,
  - ii. amendments that are necessary for Awards to qualify for favourable treatment under applicable tax laws,
  - iii. amendments to reflect any requirements of any applicable Regulatory Authorities,
  - iv. amendments to any vesting provisions of an Award,
  - v. amendments to the expiration date of an Award that does not extend the term of an Award past the original date of expiration for such Award,
  - vi. amendments to the Target Milestones,
  - vii. amendments to the Performance Periods,
  - viii. amendments to expand the scope of persons eligible to participate in the Plan other than to non-employee directors,
  - ix. amendments regarding the administration of the Plan, and
  - x. amendments necessary to suspend or terminate the Plan.

Notwithstanding the foregoing, all procedures and necessary approvals required under the applicable rules and regulations of all applicable Regulatory Authorities, shall be complied with and obtained in connection with any such suspension, termination or amendment to this Plan or amendments to any

notice of award. Notwithstanding the foregoing and any other provision in the Plan, with respect to Share Units of U.S. Participants, any action to modify, amend or terminate such Share Units or the Plan will be undertaken in a manner that complies with Section 409A of the Code, to the extent it is applicable, and to the extent required to avoid adverse tax treatment.

- 13.2 Limitations.** In exercising its rights pursuant to Section 13.1, the Board will not have the right to affect in a manner that is materially adverse to, or that materially impairs, the benefits and rights of any Participant under any Award previously granted under this Plan (except: (a) with the consent of such Participant; (b) as permitted pursuant to Article 12; or (c) for the purpose of complying with the requirements of any applicable Regulatory Authorities).
- 13.3 Powers of the Board Survive Termination.** The full powers of the Board as provided for in this Plan will survive the termination of this Plan until all Awards have been redeemed in full, forfeited or have otherwise expired.

#### **Article 14. GENERAL**

- 14.1 No Rights as Shareholder.** Nothing herein or otherwise shall be construed so as to confer on any Participant any rights as a shareholder of the Company with respect to any Common Shares reserved for the purpose of any Award.
- 14.2 Agreement.** The Company and every Award awarded hereunder shall be bound by and subject to the terms and conditions of this Plan. By accepting an Award granted hereunder, the Participant expressly agrees with the Company to be bound by the terms and conditions of the Plan.
- 14.3 No Effect on Employment.** Nothing in this Plan or any notice of award will confer upon any Participant any right to continue in the employ of or under contract with the Company or its Affiliates, or affect in any way the right of the Company or its Affiliates, to terminate their employment or engagement at any time or terminate their consulting contract, nor will anything in this Plan or any notice of award be deemed or construed to constitute an agreement or an expression of intent, on the part of the Company or its Affiliates to extend the employment of any Participant beyond the time that he or she would normally be retired pursuant to the provisions of any present or future retirement plan of the Company or its Affiliates, or any present or future retirement policy of the Company or its Affiliates, or beyond the time at which he or she would otherwise be retired pursuant to the provisions of any employment, engagement or consulting agreement with the Company or its Affiliates. Neither any period of notice nor any payment in lieu thereof upon termination of employment shall be considered as extending the period of employment for the purposes of this Plan.
- 14.4 No Obligation to Fund or Secure.** Unless otherwise determined by the Board, the Plan, including any right of a Participant hereunder, shall remain an unfunded and unsecured obligation of the Company and any applicable Affiliates of the Company. Neither the establishment of the Plan nor the grant of Awards (or any action taken in connection therewith) shall be deemed to create a trust.
- 14.5 Administration Costs.** The Company will be responsible for all costs relating to the administration of the Plan.
- 14.6 No Salary Deferral Arrangement.** Notwithstanding any other provision of the Plan, it is intended that the Plan and the Awards granted thereunder not be considered “salary deferral arrangements” under the *Income Tax Act* (Canada) and the Plan shall be administered in accordance with such intention. Without limiting the generality of the foregoing, the Board may make such amendments to the terms of outstanding Awards (including, without limitation, changing the Vesting Dates, Expiry Dates and Redemption Dates thereof) as may be necessary or desirable, in the sole discretion of the Board, so that the Plan and the Awards outstanding thereunder are not considered “salary deferral arrangements”.
- 14.7 No Fettering of Directors’ Discretion.** Nothing contained in this Plan will restrict or limit or be deemed to restrict or limit the right or power of the Board in connection with any allotment and issuance of Common Shares which are not allotted and issued under this Plan including, without limitation, with respect to other compensation arrangements.
- 14.8 Prior Plans.** All options, restricted share units and performance share units granted by the Company prior to the Effective Date shall continue to be governed by the terms of the plans under which such options,

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restricted share units and performance share units were granted (the “**Prior Grants**”). For greater certainty, all Common Shares issuable pursuant to the terms of the Prior Grants shall be included when calculating the aggregate number of Common Shares that may be issuable pursuant to Section 6.1.

- 14.9 Applicable Law.** The Plan and any notice of award granted hereunder will be governed, construed and administered in accordance with the laws of the Province of British Columbia and the laws of Canada applicable therein. Any actions, proceedings or claims in any way relating to the Plan shall be commenced in the courts of the Province of British Columbia and the courts of the Province of British Columbia will have the exclusive jurisdiction to entertain any such action, proceeding or claim. The Company, each Participant and his or her Legal Representative, if applicable, hereby attorn to the jurisdiction of the courts of the Province of British Columbia.

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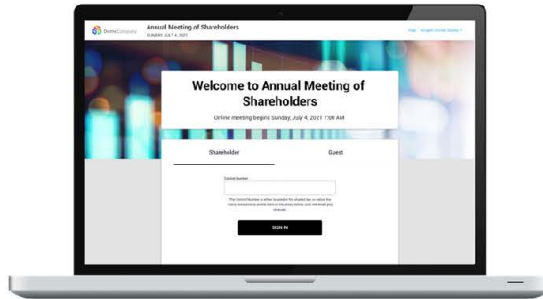


## HOW TO PARTICIPATE IN THE MEETING ONLINE

### Attending the Meeting online

We will be conducting a Virtual Meeting, giving you the opportunity to attend the meeting online, using your smartphone, tablet or computer.

If you choose to participate online you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.



#### Visit <https://meetnow.global/M2MZMTZ>

You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

#### Participate

To join, you must have your Control Number or Invite Code.

#### May 23, 2024 at 10:00 AM MDT

You will be able to log into the site up to 60 minutes prior to the start of the meeting.



#### Access

Once the webpage above has loaded into your web browser, click **JOIN MEETING NOW** then select **Shareholder** on the login screen and enter your **Control Number**, or if you are an appointed proxyholder, select **Invitation** and enter your **Invite Code**.

If you have trouble logging in, contact us using the telephone number provided at the bottom of the screen.

**Important Notice for Non-Registered Holders:** Non-registered holders (holders who hold their securities through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) who have not duly appointed themselves as proxyholder will not be able to participate at the meeting. Non-registered holders that wish to attend and participate should follow the instructions on the voting information form and in the management information circular relating to the meeting to appoint and register yourself as proxyholder, otherwise you will be required to login as a guest.

#### If you are a guest:

Select **Guest** on the login screen. As a guest, you will be prompted to enter your name and email address.

*Please note: Guests will not be able to ask questions or vote at the meeting.*



#### Navigation

When successfully accessed, you can view the webcast, vote, ask questions, and view meeting documents.

If viewing on a computer, the webcast will appear automatically once the meeting has started.



#### Voting

Resolutions will be put forward for voting in the **Vote** tab. To vote, simply select your voting direction from the options shown.

Be sure to vote on all resolutions using the numbered link, if one appears, within the **Vote** tab.

Your vote has been cast when the check mark appears.



#### Q&A

Any authenticated holder or appointed proxy attending the meeting online is eligible to partake in the discussion.

Access the **Q&A** tab, type your question into the box at the bottom of the screen and then press the **Send** button.

#### Technical Support

If you require assistance accessing the meeting website, call 1-888-724-2416 or internationally at 1-781-575-2748.



8th Floor, 100 University Avenue  
 Toronto, Ontario M5J 2Y1  
 www.computershare.com

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## Form of Proxy - Annual and Special Meeting to be held on May 23, 2024

### This Form of Proxy is solicited by and on behalf of Management.

#### Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting or any adjournment or postponement thereof. If you wish to appoint a person or company other than the Management Nominees whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name(s) appear(s) on the proxy.
4. If a date is not inserted in the space provided on the reverse of this proxy, it will be deemed to bear the date on which it was mailed to the holder by Management.
5. **The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, and the proxy appoints the Management Nominees listed on the reverse, this proxy will be voted as recommended by Management.**
6. The securities represented by this proxy will be voted in favour, or withheld from voting, or voted against each of the matters described herein, as applicable, in accordance with the instructions of the holder, on any ballot that may be called for. If you have specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting and Proxy Statement or other matters that may properly come before the meeting or any adjournment or postponement thereof, unless prohibited by law.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Fold

**Proxies submitted must be received by close of business (5:00 pm, MT, Denver), on May 21, 2024.**

### VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!



#### To Vote Using the Telephone

- Call the number listed BELOW from a touch tone telephone.

**1-866-732-VOTE (8683) Toll Free**



#### To Vote Using the Internet

- Go to the following web site: [www.investorvote.com](http://www.investorvote.com)
- Smartphone? Scan the QR code to vote now.



#### To Receive Documents Electronically

- You can enroll to receive future securityholder communications electronically by visiting [www.investorcentre.com](http://www.investorcentre.com).



#### To Virtually Attend the Meeting

- You can attend the meeting virtually by visiting the URL provided on the back of this document.

**If you vote by telephone or the Internet, DO NOT mail back this proxy.**

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual. Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management Nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER listed below.

**CONTROL NUMBER**



### Appointment of Proxyholder

I/We being holder(s) of securities of SSR Mining Inc. (the "Company") hereby appoint: Mr. Rod Antal, Executive Chairman, or failing this person, Mr. Michael J. Sparks, Chief Financial Officer (the "Management Nominees")

OR

Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

Note: If completing the appointment box above YOU MUST go to <http://www.computershare.com/SSRmining> and provide Computershare with the name and email address of the person you are appointing. Computershare will use this information ONLY to provide the appointee with a user name to gain entry to the online meeting.

as my/our proxyholder with full power of substitution and to attend, act and to vote for and on behalf of the holder in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and on all other matters that may properly come before the Annual and Special Meeting of shareholders of the Company to be held virtually at <https://meetnow.global/M2MZMTZ> on May 23, 2024 at 10:00 am, MT (Denver), and at any adjournment or postponement thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY **HIGHLIGHTED TEXT** OVER THE BOXES.

1. Election of Directors		<b>For</b>	Withhold	<b>For</b>	Withhold	<b>For</b>	Withhold	
01. A.E. Michael Anglin	<input type="checkbox"/>	<input type="checkbox"/>	02. Rod Antal	<input type="checkbox"/>	<input type="checkbox"/>	03. Thomas R. Bates, Jr.	<input type="checkbox"/>	<input type="checkbox"/>
04. Brian R. Booth	<input type="checkbox"/>	<input type="checkbox"/>	05. Simon A. Fish	<input type="checkbox"/>	<input type="checkbox"/>	06. Leigh Ann Fisher	<input type="checkbox"/>	<input type="checkbox"/>
07. Alan P. Krusi	<input type="checkbox"/>	<input type="checkbox"/>	08. Daniel Malchuk	<input type="checkbox"/>	<input type="checkbox"/>	09. Kay Priestly	<input type="checkbox"/>	<input type="checkbox"/>
10. Karen Swager	<input type="checkbox"/>	<input type="checkbox"/>						

	<b>For</b>	Against	Withhold
2. Approval of the Compensation of the Named Executive Officers	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
To approve on an advisory (non-binding) basis, the compensation of the Company's named executive officers disclosed in the 2024 Proxy Statement.			

	<b>For</b>	Against
3. Approval of the 2024 Share Compensation Plan	<input type="checkbox"/>	<input type="checkbox"/>
To approve, ratify and confirm the Company's 2024 Share Compensation Plan, as more particularly described and set forth in the 2024 Proxy Statement.		

	<b>For</b>	Withhold
4. Appointment of Auditors	<input type="checkbox"/>	<input type="checkbox"/>
To ratify the appointment of PricewaterhouseCoopers LLP, United States as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024.		

Signature of Proxyholder	Signature(s)	Date
I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. <b>If no voting instructions are indicated above, and the proxy appoints the Management Nominees, this Proxy will be voted as recommended by Management.</b>	<div style="border: 1px solid black; height: 30px;"></div>	<u>DD / MM / YY</u>

Interim Financial Statements - Mark this box if you would like to receive Interim Financial Statements and accompanying Management's Discussion and Analysis by mail. <input type="checkbox"/>	Annual Financial Statements - Mark this box if you would like to receive the Annual Financial Statements and accompanying Management's Discussion and Analysis as included in our Annual Report on Form 10-K by mail. <input type="checkbox"/>
If you are not mailing back your proxy, you may register online to receive the above financial report(s) by mail at <a href="http://www.computershare.com/maillinglist">www.computershare.com/maillinglist</a> .	

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