

# BARRICK GOLD CORPORATION

## Corporate Responsibility Committee Mandate

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### Purpose

1. Barrick Gold Corporation (the “Company”) is committed to developing, operating, and closing its mines in a safe and responsible manner. To do this, the Company prioritizes long-term and mutually beneficial relationships with host governments, communities, and its employees, while working to minimize and mitigate the social and environmental impacts of its activities. Adopting a partnership approach will put the Company in a stronger position to earn the trust of its stakeholders and to maintain a license to operate throughout the life of the mines, thereby helping to create and protect shareholder value. In support of this commitment, the Corporate Responsibility Committee (the “Committee”) of the Board of Directors (the “Board”) assists the Board in overseeing the Company’s environmental, safety and health, corporate social responsibility, and human rights programs, policies and performance.

### Committee Responsibilities

2. The Committee’s responsibilities with respect to environmental matters include:
  - (a) reviewing the Company’s environmental management program, including corporate environmental policies and standards;
  - (b) reviewing environmental compliance issues;
  - (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the environmental field and evaluates their impact on the Company;
  - (d) reviewing the Company’s environmental performance and incident reports to assess the effectiveness of the environmental management program; and
  - (e) reviewing the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.
3. The Committee’s responsibilities with respect to safety and health matters include:
  - (a) reviewing the Company’s safety and health program, including corporate safety and health policies and standards;
  - (b) reviewing safety and health compliance issues;

- (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the safety and health field and evaluates their impact on the Company; and
  - (d) reviewing the Company's safety and health performance and incident reports to assess the effectiveness of the safety and health program.
- 4. The Committee's responsibilities with respect to corporate social responsibility matters include:
  - (a) reviewing the Company's corporate social responsibility program, including significant sustainable development, community relations and security policies and standards;
  - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates their impact on the Company; and
  - (c) reviewing the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.
- 5. The Committee's responsibilities with respect to human rights matters include:
  - (a) reviewing the Company's human rights program, including human rights policies and standards;
  - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the human rights field and evaluates their impact on the Company; and
  - (c) reviewing the Company's human rights performance to assess the effectiveness of the human rights program.
- 6. The Committee's responsibilities also include:
  - (a) reporting regularly to the Board and, where appropriate, making recommendations to management of the Company and/or to the Board;
  - (b) liaising with the Risk Committee of the Board, as appropriate, on matters relevant to the Company's management of enterprise risks;
  - (c) reviewing and assessing the Committee mandate and recommending any proposed changes to the Corporate Governance & Nominating Committee of the Board; and

- (d) evaluating the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate.

### **Responsibilities of Committee Chair**

- 7. The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:
  - (a) working with the Executive Chairman and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
  - (b) providing leadership to the Committee and presiding over Committee meetings;
  - (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
  - (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
  - (e) liaising with the Chair of the Risk Committee of the Board, as appropriate, on matters relevant to the Company's management of enterprise risks;
  - (f) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
  - (g) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

### **Powers**

- 8. The Committee shall have the authority, including approval of fees and other retention terms, to obtain advice and assistance from outside legal or other advisors in its sole discretion, at the expense of the Company, which shall provide adequate funding for such purposes. The Company shall also provide the Committee with adequate funding for the ordinary administrative expenses of the Committee. The Committee shall have unrestricted access to information and management, including private meetings, as it considers necessary or appropriate to discharge its duties and responsibilities. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.

### **Composition**

9. The Committee shall be appointed by the Board annually and shall be comprised of a minimum of three directors, at least a majority of whom shall be independent, taking into account the applicable rules and regulations of securities regulatory authorities and/or stock exchanges. If an appointment of the members of the Committee is not made as prescribed, the members shall continue as such until their successors are appointed.

### **Meetings**

10. The Committee shall have a minimum of four meetings per year, to coincide with the Company's financial reporting cycle. Additional meetings will be scheduled as considered necessary or appropriate.
11. The time and place of the meetings of the Committee, the calling of the meetings and the procedure at such meetings shall be determined by the Chair of the Committee unless otherwise determined by the by-laws of the Company or by resolution of the Board, provided that all matters put forward for approval by the Committee shall be determined by majority vote.