

## **OSISKO DEVELOPMENT CORP.**

### **POLICY REGARDING TENURE ON THE BOARD OF DIRECTORS**

#### **OBJECTIVE AND SCOPE**

The Board of Directors (the “**Board**”) of Osisko Development Corp. (the “**Corporation**”) is committed to a process of Board renewal and succession-planning for non-executive Directors (the “**Directors**”) in order to balance the benefits of experience with the need for new perspectives to the Board while maintaining an appropriate degree of continuity and adequate opportunity for transition of Board and Board Committee roles and responsibilities.

The Governance and Nomination Committee (“**GN Committee**”) is responsible for recommending nominees for election to the Board and, in furtherance of such responsibility, it analyzes the competencies and skills of existing Directors, oversees an annual director evaluation process, and assesses the current and future needs of the Board, including the need to comply with the Corporation’s Policy regarding the Diversity of the Board of Directors.

The purpose of this Policy regarding Tenure on the Board of Directors (the “**Policy**”) is to communicate the importance the Corporation places on the renewal of its Board of Directors.

#### **GENERAL PRINCIPLES**

In order to assist the GN Committee and the Board in succession-planning for Directors and appropriate Board renewal, the Board hereby adopts limits on Board tenure. Directors will not be re-nominated for election at an annual meeting after the earlier of the following has occurred:

- (a) such Director has served 12 years of service on the Board since the date on which the Director first began serving on the Board (the “**Term Limit**”); or
- (b) such Director has reached the age of 72 years old on or before the date of the annual general or special meeting of shareholders of the Corporation called in respect of the election of Directors (the “**Retirement Age**”);

**provided that**, for greater certainty, there should be no expectation that a non-executive Director will serve on the Board for the periods contemplated by the Term Limit or until such Director reaches the Retirement Age (collectively the “**Board Tenure Limits**”).

## **SPECIFIC EXCEPTIONS**

The Board Tenure Limits shall not apply to a non-executive Director who has yet to be elected annually for the fifth consecutive time by the shareholders subject to the Corporation's Majority Voting and Director Resignation Policy. Once a non-executive Director has been elected or re-elected for five (5) times, these Board Tenure Limits apply notwithstanding that such Director has continued to receive solid annual performance evaluations, has needed skills and experience and meets other Board policies or legal requirements for Board service.

Exceptionally, on a case-by-case basis and on the recommendation of the GN Committee, a non-executive Director who has reached the Term Limit or the Retirement Age may be nominated to serve on the Board for up to a maximum of two (2) additional years beyond the Tenure Limits and Age Retirement.

In determining whether to make such a recommendation to the Board, the GN Committee shall consider the following factors, among others:

- (a) the Director has received positive annual performance assessments;
- (b) the GN Committee believes it is in the best interests of the Corporation that the Director continues to serve on the Board; and
- (c) the Director has been re-elected annually by the Corporation's shareholders in accordance with the Corporation's Majority Voting and Director Resignation Policy.

Notwithstanding the foregoing, the Board retains full discretion in approving such recommendation by the GN Committee.

## **CHANGE OF OCCUPATION**

In addition, Directors are expected to inform the Chair of the Board or the Lead Director of any major change in their principal occupation so that the Board would have the opportunity to decide the appropriateness of such Director's continuance as a member of the Board or of a Board Committee. Directors are also expected to provide the Chair of the Board or the Lead Director with information as to all boards of directors that they sit on or that they have been asked to join so as to allow the Board to determine whether it is appropriate for such Director to continue to serve as a member of the Board or of a Board Committee. The GN Committee will apply Board nominee selection criteria, including Directors' past contributions to the Board and availability to devote sufficient time to fulfill their responsibilities, prior to recommending Directors for re-election for another term.

***This Policy was adopted by the Board of Directors on November 25, 2020 and ratified on December 4, 2020. This Policy was last reviewed and amended on March 20, 2023.***