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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

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**FORM F-10**

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**REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933**

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**IAMGOLD CORPORATION**

(Exact Name of Registrant as Specified in its Charter)

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**Canada**  
(Province or other jurisdiction  
of incorporation or organization)

**1040**  
(Primary Standard Industrial  
Classification Code Number)

**Not Applicable**  
(I.R.S. Employer  
Identification Number)

**401 Bay Street, Suite 3200  
P. O. Box 153  
Toronto, Ontario  
Canada M5H 2Y4  
(416) 360-4710**

(Address, including postal code, and telephone number, including area code, of Registrant's principal executive offices)

**Corporation Service Company  
80 State Street  
Albany, New York 12207-2543  
Telephone: (800) 927-9800**

(Name, Address (Including Zip Code) and Telephone Number (Including Area Code) of Agent for Service in the United States)

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**Copies to:**

**Timothy Bradburn  
IAMGOLD Corporation  
401 Bay Street, Suite 3200  
P.O. Box 153  
Toronto, Ontario  
M5H 2Y4  
Canada  
(416) 360-4710**

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Wharton & Garrison LLP  
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DuMoulin LLP  
333 Bay Street, Suite 2400  
Bay Adelaide Centre  
Box 20  
Toronto, Ontario  
M5H 2T6  
Canada  
(416) 366-8381**

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**Approximate date of commencement of proposed sale of the securities to the public:  
From time to time after the effective date of this Registration Statement.**

**Province of Ontario, Canada**  
(Principal Jurisdiction Regulating this Offering)

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It is proposed that this filing shall become effective (check appropriate box):

- A.  Upon filing with the Commission, pursuant to Rule 467(a) (if in connection with an offering being made contemporaneously in the United States and Canada).
- B.  At some future date (check appropriate box below):
1.  Pursuant to Rule 467(b) on (date) at (time) (designate a time not sooner than seven calendar days after filing).

2.  Pursuant to Rule 467(b) on (date) at (time) (designate a time seven calendar days or sooner after filing) because the securities regulatory authority in the review jurisdiction has issued a receipt or notification of clearance on (date).
3.  Pursuant to Rule 467(b) as soon as practicable after notification of the Commission by the Registrant or the Canadian securities regulatory authority of the review jurisdiction that a receipt or notification of clearance has been issued with respect hereto.
4.  After the filing of the next amendment to this form (if preliminary material is being filed).

If any of the securities being registered on this Form F-10 are to be offered on a delayed or continuous basis pursuant to the home jurisdiction's shelf prospectus offering procedures, check the following box.

**Pursuant to Rule 429 under the Securities Act, the prospectus contained in this Registration Statement relates to Registration Statement 333-238310.**

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**PART I**  
**INFORMATION REQUIRED TO BE DELIVERED**  
**TO OFFEREEES OR PURCHASERS**



# IAMGOLD CORPORATION

**U.S.\$500,000,000**  
**Common Shares**  
**First Preference Shares**  
**Second Preference Shares**  
**Debt Securities**  
**Warrants**  
**Subscription Receipts**

IAMGOLD Corporation (“IAMGOLD” or the “Corporation”) may offer and issue from time to time common shares of the Corporation (“Common Shares”), first preference shares of the Corporation (“First Preference Shares”), second preference shares of the Corporation (“Second Preference Shares”), debt securities (“Debt Securities”), warrants to purchase Common Shares, First Preference Shares, Second Preference Shares or Debt Securities (collectively “Warrants”), or subscription receipts (“Subscription Receipts”) (all of the foregoing collectively, the “Securities”) or any combination thereof for up to an aggregate initial offering price of U.S.\$500,000,000 (or the equivalent thereof in other currencies) during the 25-month period that this short form base shelf prospectus (the “Prospectus”), including any amendments hereto, remains effective. Securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying prospectus supplement (a “Prospectus Supplement”). In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Corporation or a subsidiary of the Corporation. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

All dollar amounts in this Prospectus are in United States dollars, unless otherwise indicated. See “Currency Presentation and Exchange Rate Information”.

Investing in the Securities involves significant risks. Prospective purchasers of the Securities should carefully consider the risk factors described under the heading “Risk Factors” in the Corporation’s Annual Information Form for the year ended December 31, 2021 (“Annual Information Form”), and under the heading “Risks and Uncertainties” in the management’s discussion and analysis of financial position and results of operation of the Corporation for the six months ended June 30, 2022 and the year ended December 31, 2021, and in this Prospectus and in documents incorporated by reference in this Prospectus.

The specific terms of the Securities with respect to a particular offering will be set out in the applicable Prospectus Supplement and may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price, whether the Common Shares are being offered for cash, and any other terms specific to the Common Shares being offered; (ii) in the case of First Preference Shares and Second Preference Shares, the designation of the particular class and, if applicable, series, the number of First Preference Shares or Second Preference Shares offered, the offering price, whether the First Preference Shares or Second Preference Shares are being offered for cash, the dividend rate, if any, any terms for redemption or retraction and any other terms specific to the First Preference Shares or Second Preference Shares being offered; (iii) in the case of Debt Securities, the specific designation, the aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, the maturity, the interest provisions, the authorized denominations, the offering price, whether the Debt Securities are being offered for cash, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, whether the debt is senior or subordinated to the Corporation’s other liabilities and obligations, whether the Debt Securities will be secured by any of the Corporation’s assets or guaranteed by any other person and any other terms specific to the Debt Securities being offered; (iv) in the case of Warrants, the offering price, whether the Warrants are being offered for cash, the designation, the number and the terms of the Common Shares, First Preference Shares, Second Preference Shares or Debt Securities purchasable upon exercise of the Warrants, any procedures that will result in the adjustment of these numbers, the exercise price, the dates and periods of exercise, the currency in which the Warrants are issued and any other terms specific to the Warrants being offered; and (v) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, whether the Subscription Receipts are being offered for cash, the procedures for the exchange of the Subscription Receipts for Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants, as the case may be, and any other terms specific to the Subscription Receipts being offered. Where required by statute, regulation or policy, and where Securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the Securities will be included in the Prospectus Supplement describing the Securities.

This Prospectus does not qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests, including, for example, an equity or debt security, or a statistical measure of economic or financial performance (including, but not limited to, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items). For greater certainty, this Prospectus may qualify for issuance Debt Securities in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers’ acceptance rate, or to recognized market benchmark interest rates such as SOFR, EURIBOR or a U.S. federal funds rate.

The Securities may be sold from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are

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deemed to be “at-the-market distributions” as defined in National Instrument 44-102 - *Shelf Distributions* (“**NI 44-102**”), including sales made directly on the Toronto Stock Exchange (the “**TSX**”), the New York Stock Exchange (“**NYSE**”) or other existing trading markets for the Securities. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters, dealers or agents have made a bona fide effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters, dealers or agents will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters, dealers or agents to the Corporation.

In connection with any offering of Securities, other than an “at-the-market distribution” (as defined under applicable Canadian securities legislation), unless otherwise specified in a Prospectus Supplement, the underwriters, dealers or agents, as the case may be, may over-allot or effect transactions which stabilize, maintain or otherwise affect the market price of the Securities at a level other than those which otherwise might prevail on the open market. Such transactions may be commenced, interrupted or discontinued at any time. A purchaser who acquires Securities forming part of the underwriters’, dealers’ or agents’ over-allocation position acquires those securities under this Prospectus and the Prospectus Supplement relating to the particular offering of Securities, regardless of whether the over-allocation position is ultimately filled through the exercise of the over-allotment option or secondary market purchases. See “Plan of Distribution”. No underwriter, dealer or agent involved in an “at-the-market distribution” under this Prospectus, no affiliate of such an underwriter, dealer or agent and no person or company acting jointly or in concert with such underwriter, dealer or agent will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

All information permitted under applicable law to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus. Each Prospectus Supplement will be incorporated by reference into this Prospectus for the purposes of securities legislation as of the date of the Prospectus Supplement and only for the purposes of the distribution of the Securities to which such Prospectus Supplement pertains.

This Prospectus constitutes a public offering of the Securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the Securities in those jurisdictions. The Corporation may offer and sell Securities to, or through, underwriters or dealers and also may offer and sell certain Securities directly to other purchasers or through agents pursuant to exemptions from registration or qualification under applicable securities laws. A Prospectus Supplement relating to each issue of Securities offered thereby will set forth the names of any underwriters, dealers, or agents involved in the offering and sale of the Securities and will set forth the terms of the offering of the Securities, the method of distribution of the Securities including, to the extent applicable, the proceeds to the Corporation and any fees, discounts or any other compensation payable to underwriters, dealers or agents and any other material terms of the plan of distribution.

The outstanding Common Shares are listed on the TSX under the symbol “IMG” and on the NYSE under the symbol “IAG”. On August 31, 2022, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was C\$1.57 and the closing price of the Common Shares on the NYSE was \$1.19. **Unless otherwise specified in the applicable Prospectus Supplement, the First Preference Shares, the Second Preference Shares, the Debt Securities, the Warrants and the Subscription Receipts will not be listed on any securities exchange. There is no market through which these Securities may be sold and purchasers may not be able to resell these Securities purchased under this Prospectus. This may affect the pricing of these Securities in the secondary market, the transparency and availability of trading prices, the liquidity of these Securities, and the extent of issuer regulation. See “Risk Factors”.**

The registered and principal office of the Corporation is located at 401 Bay Street, Suite 3200, Toronto, Ontario M5H 2Y4.

**The Corporation is permitted to prepare this Prospectus in accordance with Canadian disclosure requirements, which are different from those of the United States. The Corporation prepares its financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. They may not be comparable to financial statements of United States companies.**

**Owning the Securities may subject purchasers to tax consequences both in the United States and Canada. This Prospectus or any applicable Prospectus Supplement may not describe these tax consequences fully. Purchasers should read the tax discussion in any applicable Prospectus Supplement.**

**A purchaser’s ability to enforce civil liabilities under the United States federal securities laws may be affected adversely because the Corporation is incorporated in Canada, most of its officers and directors and all of the experts named in this Prospectus are not residents of the United States, and all of its assets are located outside of the United States.**

**Neither the U.S. Securities and Exchange Commission (the “SEC”) nor any state securities regulator has approved or disapproved these securities, or determined if this Prospectus is truthful or complete. Any representation to the contrary is a criminal offence.**

**No underwriter has been involved in the preparation of this Prospectus nor has any underwriter performed any review of the contents of this Prospectus.**

### **Agent for Service of Process**

**Ian Ashby, Dr. Ann Masse and Peter O’Hagan, being directors of the Corporation, reside outside of Canada. Each of Mr. Ashby, Dr. Masse and Mr. O’Hagan has appointed the Corporation at 401 Bay Street, Suite 3200, PO Box 153, Toronto, Ontario, M5H 2Y4, as his agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against each of Mr. Ashby, Dr. Masse or Mr. O’Hagan, even though each of Mr. Ashby, Dr. Masse or Mr. O’Hagan has appointed an agent for service of process.**

**Francois J. Sawadogo, Travis J. Manning and R. Breese Burnley being co-authors of the technical report entitled “Technical Report on the Essakane Gold Mine Carbon-In-Leach and Heap Leach Feasibility Study, Sahel Region, Burkina Faso (effective November 6, 2019) and Alain Mouton and Michel Dromacque being co-authors of the technical report entitled “Technical Report on the Rosebel Gold Mine, Suriname” (effective December 31, 2021) reside outside of Canada. Each of Messrs. Sawadogo, Manning, Burnley, Mouton and Dromacque has appointed the Corporation at 401 Bay Street, Suite 3200, PO Box 153, Toronto, Ontario, M5H 2Y4, as his agent for service of process in Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against Messrs. Sawadogo, Manning, Burnley, Mouton or Dromacque.**

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## CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

This Prospectus contains certain information that may constitute “forward-looking information” and “forward-looking statements” within the meaning of applicable Canadian securities laws and the United States *Private Securities Litigation Reform Act of 1995*, respectively. Forward-looking statements are necessarily based on a number of estimates and assumptions that are inherently subject to significant business, economic and competitive uncertainties and contingencies. All statements other than statements which are reporting results as well as statements of historical fact set forth or incorporated herein by reference are forward-looking statements that may involve a number of known and unknown risks, uncertainties and other factors; many of which are beyond the Corporation’s ability to control or predict. Forward-looking statements, which involve assumptions and describe the Corporation’s future plans, strategies and expectations, are generally identifiable by use of the words “may”, “will”, “should”, “continue”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “plan”, “project”, “budget”, “forecast”, “schedule”, “guidance”, “outlook”, “potential”, “seek” or “target”, or the negative of certain these words or other variations on these words or comparable terminology. Forward-looking statements include, without limitation, statements regarding strategic plans, future production, operating and capital cost estimates and anticipated financial results; potential mineralization and evaluation and evolution of mineral reserve and mineral resource estimates, the realization of such estimates, and expected mine life; expected exploration budgets, targets and/or results, future work programs, capital expenditures and objectives, evolution and economic performance of development projects; construction costs and site expenditures including remaining costs to complete and schedule for Côté Gold project; the impact of COVID-19 (and its variants) and the war in Ukraine on the Corporation, including its operations, the project schedule for the Côté Gold project, key inputs, staffing and contractors; construction and production targets and timetables, as well as the anticipated timing of grants of permits and governmental incentives; requirements for additional capital and, more generally, continuous access to capital markets; mine development activities; the future price of gold and other commodities; contractual commitments, royalty payments, litigation matters and measures for mitigating financial and operational risks; anticipated liabilities regarding site closure and employee benefits; cost of sales and revisions to cost guidance; securing of alternative sources of consumables; the timing and amount of estimated future production and recovery; costs of production; depreciation expense; effective tax rates; expected capital expenditures; operations outlook; expected benefits from operational improvements and de-risking strategies that may enacted by the Corporation; continuous availability of required manpower; the integration of new technologies at the Corporation’s operations and properties; exploration; impairment assessments and estimates; sale transactions; foreign exchange rates and currency fluctuations; security concerns in the jurisdictions in which the Corporation operates; expected collective bargaining discussions; government regulation of mining operations; and the Corporation’s global outlook and that of each of its operations. Statements concerning actual mineral reserves and mineral resources estimates are also deemed to constitute forward looking statements to the extent that they involve estimates of the mineralization that will be encountered if the relevant project or property is developed and, in the case of mineral reserves, such statements reflect the conclusion based on certain assumptions that the mineral deposit can be economically exploited. These statements relate to analysis and other information that are based on forecasts of future results, estimates of amounts not yet determinable and assumptions of management. Known and unknown factors could cause actual results to differ materially from those projected in the forward looking statements.

There can be no assurance that forward-looking statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements and as such, undue reliance must not be placed on them. The Corporation cautions the reader that reliance on such forward-looking statements involve risks, uncertainties and other factors that may cause the actual financial results, performance or achievements of the Corporation to be materially different from the Corporation’s estimated future results, performance or achievements expressed or implied by those forward-looking statements. Forward-looking statements are in no way guarantees of future performance. The following are some, but not all, of the important factors that could cause actual results or outcomes to differ materially from those discussed in the forward-looking statements: hazards normally encountered in the mining business including unusual or unexpected geological formations, rock bursts, cave-ins, seismic events, floods, the inability to achieve designed processing

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plant throughputs or metallurgical recoveries and other conditions; the Corporation's liquidity and capital resources; risks related to the construction, development and start-up of the Côté Gold project or other projects, and potential further expansion activities at the Corporation's operating mine sites; delays and repair costs resulting from equipment failure; changes to and differing interpretations of mining tax regimes in foreign jurisdictions; the market prices of gold and other minerals produced or certain other resources and commodities used at the Corporation's operations and the continued availability thereof; past market events and conditions and the deterioration of general economic indicators, including inflation; the ability of the Corporation to replace mineral reserves depleted by production; overestimation/underestimation of mineral reserve and mineral resource calculations; the ability of the Corporation to accurately estimate future cash flows from exploration and development projects; the Corporation's business strategy; operating or technical difficulties in connection with mining or development activities, including geotechnical difficulties and seismicity; the speculative nature of exploration and development, including the risks of diminishing quantities or grades or reserves; the fact that reserves and resources, expected metallurgical recoveries, capital and operating costs are estimates which may require revision; the presence of unfavourable content in ore deposits; inaccuracies in life of mine plans; failure to meet operational targets; equipment malfunctions; illegal mining; fluctuations in exchange rates of currencies, interest rates or gold lease rates; failure to obtain and renew financing as and when required to fund operations and project development; adverse changes to the Corporation's credit rating; defaults under the Corporation's credit facility or senior unsecured notes or any other current or future debt of the Corporation including due to a violation of covenants contained therein; risks related to the Corporation's ability to settle its hedging arrangements to minimize its risk to fluctuating fuel prices and changes to the exchange rate for the Canadian dollar or gold price risk; the potential direct or indirect operational impacts on the Corporation and its workforce, the availability of labour and contractors, key inputs for the Corporation and global supply chains resulting from infectious diseases or pandemics, such as the COVID-19 (and its variants) and acts of war, including the war in Ukraine; litigation and legal and political risks; government actions taken in response to COVID-19 (and its variants) and other public health emergencies; the volatility of the Corporations' securities; potential shareholder dilution; failure to obtain financing to meet capital expenditure plans; risks associated with being a multinational company; potential activist engagements; increasing competition in the mining sector; the profitability of the Corporation being highly dependent on the condition and results of the mining industry as a whole, and the gold mining industry in particular; consolidation in the gold mining industry; differences between the assumption of fair value estimates with respect to the carrying amount of mineral interests and actual fair values; contests over title to properties, particularly title to undeveloped properties; inherent risks related to the use of derivative instruments (including, but not limited to, for hedging purposes to stabilize input costs); accuracy of mineral reserve and mineral resource estimates; uncertainties in the validity of mining interests and the ability to acquire new properties; the ability to recruit and retain skilled and experienced employees and renew collective labour agreements; employee relations; availability and increasing costs associated with mining inputs and labour, various risks and hazards beyond the Corporation's control, many of which are not economically insurable; lack of infrastructure and other risks related to the geographical areas in which the Corporation carries out its operations; unpredictable weather patterns and challenging weather at mine sites; the relationship with the communities surrounding the Corporation's operations and projects; indigenous rights or claims; labour disruptions, including those that may result from negotiations with collective labour agreements, any such strike or work stoppage could have a material adverse effect on the Corporation's earnings and financial condition; disruptions caused by mining accidents; health risks associated with the mining work force in West Africa, Canada and Suriname; mine closure, reclamation and rehabilitation risks, including costs and liabilities thereof; the lack of availability of insurance covering all of the risks associated with a mining company's operations; disruptions created by surrounding communities; need to comply with the extensive laws and regulations governing the conduct of the Corporation's operations and the evolution of such laws and regulations which may have unknown and negative impacts on the Corporation; risks normally associated with any conduct of business in foreign countries (including, but not limited to, varying degrees of political and economic risk), which may include the possibility for political unrest, foreign military intervention, acts of war, terrorism, sabotage, civil disturbances; ability to obtain and renew the required licenses and permits from various governmental authorities in order to exploit the Corporation's properties; risks normally associated with the conduct of joint ventures; inability to control standards of non-controlled assets; risk and unknown costs of litigation; undetected failures in

internal controls over financial reporting; assessment of carrying values for the Corporations' assets, including the ongoing potential for material impairment and/or write-downs of such assets; effectiveness of the Corporation's ongoing cost containment efforts; dependence on key personnel and other related matters; and risks related to third-party contractors, including reduced control over aspects of the Corporations' operations and/or the failure of contractors to perform.

Although the Corporation has attempted to identify important factors that could cause actual results to differ materially from expectations, intentions, estimates or forecasts, there may be other factors that could cause results to differ from what is anticipated, estimated or intended. Those factors are described or referred to below under the heading "Risk Factors" in this Prospectus, under the heading "Risk Factors" in the Annual Information Form, and under the heading "Risks and Uncertainties" in the management's discussion and analysis of financial position and results of operation of the Corporation for the six months ended June 30, 2022 and the year ended December 31, 2021, all of which are incorporated herein by reference and are available on SEDAR at [www.sedar.com](http://www.sedar.com) and with the SEC at [www.sec.gov](http://www.sec.gov). These on-going events could impact forward-looking statements contained in this Prospectus and in the documents incorporated by reference in an unpredictable and possibly detrimental manner. Accordingly, readers should not place undue reliance on forward-looking statements. Forward-looking statements made in a document incorporated by reference in this Prospectus are made as at the date of the original document and have not been updated by the Corporation except as expressly provided for in this Prospectus. Except as required under applicable securities legislation, the Corporation undertakes no obligation to publicly update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

#### **CAUTIONARY NOTE TO U.S. INVESTORS REGARDING MINERAL REPORTING STANDARDS**

Disclosure regarding the Corporation's mineral properties, including with respect to mineral reserve and mineral resource estimates included in this Prospectus and the documents incorporated by reference herein, was prepared in accordance with Canadian National Instrument 43-101 — *Standards of Disclosure for Mineral Projects* ("NI 43-101"). NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. NI 43-101 differs significantly from the disclosure requirements of the SEC generally applicable to U.S. companies. Accordingly, information contained in this Prospectus and the documents incorporated by reference herein is not comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

#### **FINANCIAL INFORMATION**

The financial statements of the Corporation incorporated herein by reference and in any Prospectus Supplement are reported in United States dollars and have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

#### **CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION**

All dollar amounts in this Prospectus and any Prospectus Supplement are or will be in United States dollars, unless otherwise indicated. All references to "C\$" are to Canadian dollars.

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The following table sets out for each period presented the exchange rates at the end of the period and the average exchange rates during the period indicated for one U.S. dollar, expressed in Canadian dollars, based on the daily average exchange rates published by the Bank of Canada.

End of Period	Year ended			Six months ended	
	2021	December 31, 2020	2019	2022 June 30,	2021
Average	1.2678	1.2732	1.2988	1.2886	1.2470
	1.2535	1.3415	1.3269	1.2715	1.2294

As of August 31, 2022, the daily average exchange rate published by the Bank of Canada for the purchase of one U.S. dollar with Canadian dollars was \$1.00 = C\$1.3111.

#### DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with securities commissions or similar authorities in Canada and filed with, or furnished to, the SEC. The following documents, filed by the Corporation with the securities commissions or similar authorities in each of the provinces and territories of Canada, are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) [the Annual Information Form dated February 24, 2022 for the year ended December 31, 2021](#);
- (b) [the audited consolidated financial statements as at December 31, 2021 and 2020 and the notes thereto, together with the Reports of Independent Registered Public Accounting Firm](#);
- (c) [management's discussion and analysis of financial position and results of operations of the Corporation for the year ended December 31, 2021](#);
- (d) [the unaudited condensed consolidated interim financial statements as at and for the six months ended June 30, 2022 and 2021 and the notes thereto](#);
- (e) [management's discussion and analysis of financial position and results of operations of the Corporation for the six months ended June 30, 2022](#);
- (f) [the management information circular of the Corporation dated April 6, 2022 prepared in connection with the annual general meeting of shareholders of the Corporation held on May 3, 2022](#);
- (g) [material change report of the Corporation dated February 17, 2022 in respect of a collaboration agreement entered into with RCF Management L.L.C. and Resource Capital Fund VII L.P.](#);
- (h) [material change report of the Corporation dated May 11, 2022 in respect of the estimated remaining costs to complete and estimated schedule concerning the completion of the Côté Gold project; and](#)
- (i) [the document entitled "Summary Information in Respect of Côté Gold project, Ontario, Canada" dated September 1, 2022 summarizing the findings of the 2022 Technical Report \(as defined herein\)](#).

Any document of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Short Form Prospectus Distributions* filed by the Corporation with the securities commissions or similar regulatory authorities in Canada after the date of this Prospectus and all Prospectus Supplements disclosing additional or updated information filed pursuant to the requirements of applicable securities legislation in Canada and during the period that this Prospectus is effective shall be deemed to be incorporated by reference in this Prospectus. To the extent that any document or information incorporated by reference in this Prospectus is included in a report filed with or furnished to the SEC pursuant to Section 13(a), 13(c) or 15(d) of the U.S. Securities Exchange Act of 1934, as amended (the "U.S. Exchange Act"), such document or information shall also be deemed to be incorporated by reference as an exhibit to the registration statement of which this Prospectus forms a part. In addition, if and to the extent expressly indicated therein, the Corporation may

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incorporate by reference in this Prospectus documents that the Corporation files with or furnishes to the SEC pursuant to Section 13(a), 13(c) or 15(d) of the U.S. Exchange Act. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Corporation and the readers should review all information contained in this Prospectus and the documents incorporated or deemed to be incorporated herein by reference.

A Prospectus Supplement containing the specific terms of an offering of Securities and other information relating to the Securities will be deemed to be incorporated into this Prospectus as of the date of such Prospectus Supplement only for the purpose of the offering of the Securities covered by that Prospectus Supplement.

Upon a new annual information form and related annual consolidated financial statements being filed by the Corporation with the applicable securities commissions or similar regulatory authorities during the duration that this Prospectus is effective, the previous annual information form, the previous annual consolidated financial statements and all interim consolidated financial statements, and in each case the accompanying management's discussion and analysis, information circulars (to the extent the disclosure is inconsistent) and material change reports filed prior to the commencement of the financial year of the Corporation in which the new annual information form is filed shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. Upon interim consolidated financial statements and the accompanying management's discussion and analysis being filed by the Corporation with the applicable securities regulatory authorities during the duration that this Prospectus is effective, all interim consolidated financial statements and the accompanying management's discussion and analysis filed prior to the new interim consolidated financial statements shall be deemed no longer to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus. In addition, upon a new management information circular for the annual meeting of shareholders being filed by the Corporation with the applicable securities regulatory authorities during the period that this Prospectus is effective, the previous management information circular filed in respect of the prior annual meeting of shareholders shall no longer be deemed to be incorporated into this Prospectus for purposes of future offers and sales of Securities under this Prospectus.

**Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated herein by reference shall be deemed to be modified or superseded for the purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated herein by reference modifies or supersedes such statement. Any statement so modified or superseded shall not constitute a part of this Prospectus, except as so modified or superseded. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of such a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.**

Copies of the documents incorporated or deemed to be incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Corporation, at 401 Bay Street, Suite 3200, Toronto, Ontario M5H 2Y4, Telephone (416) 360-4710, and are also available electronically at [www.sedar.com](http://www.sedar.com) and [www.sec.gov](http://www.sec.gov).

**The Corporation is not making an offer of the Securities in any jurisdiction where the offer is not permitted. It should be assumed that the information appearing in this Prospectus and the documents incorporated herein by reference are accurate only as of their respective dates. The business, financial condition, results of operations and prospects of the Corporation may have changed since those dates.**

## TECHNICAL AND THIRD-PARTY INFORMATION

If, after the date of this Prospectus, the Corporation is required by Section 4.2(1)(j) of NI 43-101 to file a technical report to support scientific or technical information that relates to a mineral project on a property material to the Corporation and the exemption under Section 9.2 of NI 43-101 is not available, the Corporation will file such technical report in accordance with Section 4.2(5)(a)(i) of NI 43-101 as if the words “preliminary short form prospectus” refer to a “shelf prospectus supplement”.

## AVAILABLE INFORMATION

The Corporation files reports and other information with the securities commissions and similar regulatory authorities in each of the provinces of Canada. These reports and information are available to the public free of charge on SEDAR at [www.sedar.com](http://www.sedar.com).

The Corporation will file a registration statement on Form F-10 relating to the Securities with the SEC. This Prospectus, which constitutes a part of the registration statement, does not contain all of the information contained in the registration statement, certain items of which are contained in the exhibits to the registration statement as permitted by the rules and regulations of the SEC. Statements included in this Prospectus or incorporated herein by reference about the contents of any contract, agreement or other documents referred to are not necessarily complete, and in each instance investors should refer to the exhibits for a more complete description of the matter involved. Each such statement is qualified in its entirety by such reference.

The Corporation is subject to the information requirements of the U.S. Exchange Act, and applicable Canadian securities legislation, and in accordance therewith, files reports and other information with the SEC and with the securities regulatory authorities in Canada. Under the multijurisdictional disclosure system adopted by the United States and Canada, documents and other information that the Corporation files with the SEC may be prepared in accordance with the disclosure requirements of Canada, which are different from those of the United States. As a foreign private issuer, the Corporation is exempt from the rules under the U.S. Exchange Act prescribing the furnishing and content of proxy statements, and its officers, directors and principal shareholders are exempt from the reporting and short-swing profit recovery provisions contained in Section 16 of the U.S. Exchange Act. In addition, the Corporation is not required to publish financial statements as promptly as U.S. companies.

Investors may read and download any document that the Corporation has filed with the SEC on the SEC’s Electronic Data Gathering and Retrieval system at [www.sec.gov](http://www.sec.gov).

## THE CORPORATION

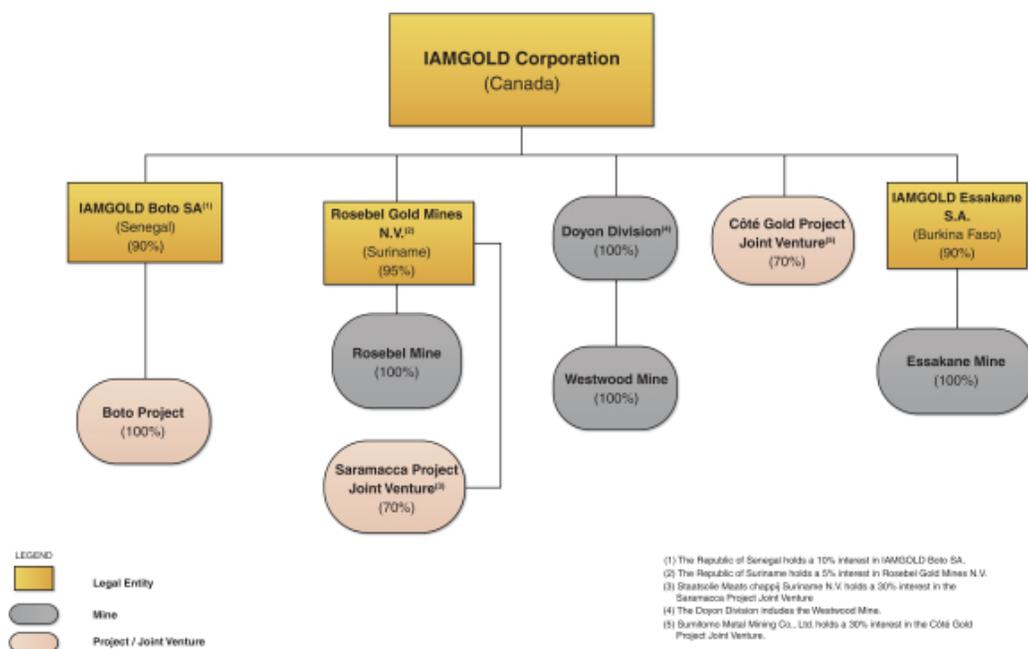
IAMGOLD is a corporation governed by the *Canada Business Corporations Act*. The registered and principal office of the Corporation is located at 401 Bay Street, Suite 3200, Toronto, Ontario, Canada M5H 2Y4. The Corporation’s telephone number is (416) 360-4710 and its website address is [www.iamgold.com](http://www.iamgold.com).

IAMGOLD is a mid-tier gold mining company operating in North America, South America and West Africa. The Corporation has three operating mines: Essakane (Burkina Faso), Rosebel (Suriname) and Westwood (Canada), and is building the large-scale, long life Côté Gold project (Canada) which is expected to start production towards the end of 2023. In addition, the Corporation has a robust development and exploration portfolio within high potential mining districts in the Americas and West Africa.

The following chart illustrates certain subsidiaries of the Corporation, together with the jurisdiction of incorporation of each such subsidiary and the percentage of voting securities beneficially owned or over which

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control or direction is exercised by the Corporation, and the material mineral projects of the Corporation held by the Corporation directly or indirectly through such subsidiaries and the percentage of ownership interest that the Corporation or the relevant subsidiary of the Corporation has in such material mineral projects.



As used in this Prospectus, except as otherwise required by the context, reference to “IAMGOLD” or the “Corporation” means IAMGOLD Corporation and its subsidiaries. Further information regarding the business of the Corporation, its operations and its mineral properties can be found in the Annual Information Form and other documents incorporated herein by reference.

## RECENT DEVELOPMENTS

On August 12, 2022, the Corporation filed a new technical report for the Côté Gold project which updated the costs to complete the project, project economics, and life of mine plan. The new technical report is titled “Technical Report on the Côté Gold Project, Ontario, Canada” dated August 12, 2022 with an effective date of June 30, 2022 (the “**2022 Technical Report**”) and was prepared by SLR Consulting (Canada) Ltd. in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. A summary of the 2022 Technical Report is incorporated by reference in this Prospectus. Readers are encouraged to read the 2022 Technical Report in its entirety.

The 2022 Technical Report supersedes the technical report on the Côté Gold project dated November 26, 2021 (the “**2021 Technical Report**”). Information relating to the property description and location, land tenure, existing infrastructure, history, geology and mineralization, mineral resources, mineral reserves, mining method, mineral processing, infrastructure, environmental, permitting and social considerations remains materially similar to information provided in respect of these elements in the 2021 Technical Report adjusted, as applicable, to reflect the status of the project as of May 1, 2022. In addition, current information in respect of the mine plan, capital and operating costs estimates and economic analysis is presented in the 2022 Technical Report.

The Côté Gold project is being developed with the background of COVID-19, inflation and other global events and their impact including on the global supply chain, labour availability, productivity and rates, costs of materials, commodities and consumables. The 2022 Technical Report and related updates on the project provided by the Corporation represent the conclusion of the Côté Gold cost, schedule, execution strategy and risk review initiated in early 2022. The estimated remaining attributable spend to completion, excluding contingencies, resulted from additional costs and schedule impacts and include estimated impacts and related delays due to COVID-19, recent labour action in Ontario, inflation, lower than expected productivity in respect of certain activities, scope creep on process plant and infrastructure, material/quantity changes in the earthworks due to differing geotechnical conditions and inefficiencies associated with contractor's oversized equipment selection, and an increase in indirect costs including as a result of impacts from increased project costs and schedule extension, increased labour incentives and wage increases, extension and enlargement of the site support, owner's team, EPCM and increased site oversight and coordination requirements and increased operations readiness costs.

In the last number of months, the Côté Gold project has seen significant changes in leadership and oversight, both at the project level and corporate level. Since the appointment of a new Executive Project Director at the end of 2021, teams have been strengthened while leveraging knowledge, experience, and team integration between the owners team, EPCM contractor, and the various other project contractors. The Board retained an independent technical consultant to assist with its review of the results of the project review and risk analysis. This independent review supported the updated estimates presented in the 2022 Technical Report. The Corporation cautions that potential further disruptions, including, without limitation caused by COVID-19, the Ukraine war, inflation, other global supply chain disturbances, weather, labour disputes and the tight labour market could continue to impact the timing of activities, availability of workforce, productivity and supply chain and logistics and, consequently, could further impact the timing of actual commercial production and, consequently, project costs.

### **CONSOLIDATED CAPITALIZATION**

There has been no material change in the share and loan capital of the Corporation, on a consolidated basis, since the date of the interim unaudited consolidated financial statements for the six-month periods ended June 30, 2022 and 2021, which are incorporated by reference in this Prospectus.

### **EARNINGS COVERAGE RATIOS**

If the Corporation offers any Debt Securities having a term to maturity in excess of one year or any First Preference Shares or Second Preference Shares under a Prospectus Supplement, the Prospectus Supplement will include earnings coverage ratios giving effect to the issuance of such Debt Securities, First Preference Shares or Second Preference Shares, as applicable.

### **USE OF PROCEEDS**

Unless otherwise specified in a Prospectus Supplement, the net proceeds from the sale of Securities for cash are expected to be used by the Corporation to fund ongoing operations and capital expenditures, including the construction and development of the Côté Gold project, reducing its level of outstanding indebtedness from time to time, other discretionary capital programs, and for general corporate purposes. Each Prospectus Supplement will contain specific information, if any, concerning the use of proceeds from that sale of Securities.

All expenses relating to an offering of Securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the Corporation's funds, unless otherwise stated in the applicable Prospectus Supplement.

## PLAN OF DISTRIBUTION

The Corporation may sell the Securities, separately or together, to or through underwriters or dealers purchasing as principals for public offering and sale by them, and also may sell Securities to one or more other purchasers directly or through agents. Each Prospectus Supplement will set forth the terms of the offering, including the name or names of any underwriters or agents, the purchase price or prices of the Securities and the proceeds to the Corporation from the sale of the Securities. A Prospectus Supplement may provide that the Securities sold thereunder will be “flow-through” securities. In addition, Securities may be offered and issued in consideration for the acquisition (an “**Acquisition**”) of other businesses, assets or securities by the Corporation or a subsidiary of the Corporation. The consideration for any such Acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities.

The Securities may be sold from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made directly on the TSX, NYSE or other existing trading markets for the Securities. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of Securities at a fixed price or prices, the underwriters, dealers or agents have made a *bona fide* effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial public offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters, dealers or agents will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters, dealers or agents to the Corporation.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation to indemnification by the Corporation against certain liabilities, including liabilities under the United States *Securities Act of 1933*, as amended, and Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Corporation in the ordinary course of business.

In connection with any offering of Securities, except as otherwise set out in a Prospectus Supplement relating to a particular offering of Securities or other than an “at-the-market distribution”, the underwriters, dealers or agents may over-allot or effect transactions intended to maintain or stabilize the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. No underwriter, dealer or agent involved in an “at-the-market distribution”, as defined under applicable Canadian securities legislation, no affiliate of such an underwriter, dealer or agent and no person or company acting jointly or in concert with such an underwriter, dealer or agent will over-allot Securities in connection with such distribution or effect any other transactions that are intended to stabilize or maintain the market price of the Securities.

In connection with an Acquisition, Securities may be offered and issued at a deemed price or deemed prices determined either when the terms of the Acquisition are tentatively or finally agreed to, when the Acquisition is completed, when the Corporation issues the Securities or during some other negotiated period.

## DESCRIPTION OF SHARE CAPITAL

The Corporation is authorized to issue an unlimited number of First Preference Shares, issuable in series, an unlimited number of Second Preference Shares, issuable in series, and an unlimited number of Common Shares, of which 478,961,679 Common Shares and no First Preference Shares or Second Preference Shares were issued and outstanding as at August 31, 2022.

Each Common Share entitles the holder thereof to one vote at all meetings of shareholders other than meetings at which only holders of another class or series of shares are entitled to vote. Each Common Share entitles the holder thereof, subject to the prior rights of the holders of the First Preference Shares and the Second Preference Shares, to receive any dividends declared by the directors of the Corporation and the remaining property of the Corporation upon dissolution.

The First Preference Shares are issuable in one or more series. Subject to the articles of the Corporation, the directors of the Corporation are authorized to fix, before issue, the designation, rights, privileges, restrictions and conditions attaching to the First Preference Shares of each series. The First Preference Shares rank prior to the Second Preference Shares and the Common Shares with respect to the payment of dividends and the return of capital on liquidation, dissolution or winding-up of the Corporation. Except with respect to matters as to which the holders of First Preference Shares are entitled by law to vote as a class, the holders of First Preference Shares are not entitled to vote at meetings of shareholders of the Corporation. The holders of First Preference Shares are not entitled to vote separately as a class or series or to dissent with respect to any proposal to amend the articles of the Corporation to create a new class or series of shares ranking in priority to or on parity with the First Preference Shares or any series thereof, to effect an exchange, reclassification or cancellation of the First Preference Shares or any series thereof or to increase the maximum number of authorized shares of a class or series ranking in priority to or on parity with the First Preference Shares or any series thereof.

The Second Preference Shares are issuable in one or more series. Subject to the articles of the Corporation, the directors of the Corporation are authorized to fix, before issue, the designation, rights, privileges, restrictions and conditions attaching to the Second Preference Shares of each series. The Second Preference Shares rank junior to the First Preference Shares and prior to the Common Shares with respect to the payment of dividends and the return of capital on liquidation, dissolution or winding-up of the Corporation. Except with respect to matters as to which the holders of Second Preference Shares are entitled by law to vote as a class, the holders of Second Preference Shares are not entitled to vote at meetings of shareholders of the Corporation. The holders of Second Preference Shares are not entitled to vote separately as a class or series or to dissent with respect to any proposal to amend the articles of the Corporation to create a new class or series of shares ranking in priority to or on parity with the Second Preference Shares or any series thereof, to effect an exchange, reclassification or cancellation of the Second Preference Shares or any series thereof or to increase the maximum number of authorized shares of a class or series ranking in priority to or on parity with the Second Preference Shares or any series thereof.

## DESCRIPTION OF DEBT SECURITIES

In this section describing the Debt Securities, the terms “Corporation” and “IAMGOLD” refer only to IAMGOLD Corporation without any of its subsidiaries. This section describes the general terms that will apply to any Debt Securities issued pursuant to this Prospectus. The specific terms of the Debt Securities, and the extent to which the general terms described in this section apply to those Debt Securities, will be set forth in the applicable Prospectus Supplement.

The Debt Securities will be issued in one or more series under an indenture (the “**Indenture**”) to be entered into between IAMGOLD and one or more trustees (the “**Trustee**”) that will be named in a Prospectus Supplement for a series of Debt Securities. To the extent applicable, the Indenture will be subject to and

governed by the United States *Trust Indenture Act of 1939*, as amended. A copy of the form of the Indenture to be entered into has been or will be filed with the SEC as an exhibit to the registration statement of which this Prospectus forms a part. The description of certain provisions of the Indenture in this section is not intended to be complete and is qualified in its entirety by reference to the provisions of any Indenture filed in connection with a distribution of Debt Securities.

The Corporation may issue Debt Securities and incur additional indebtedness other than through the offering of Debt Securities pursuant to this Prospectus.

## General

The Indenture does not limit the aggregate principal amount of Debt Securities which the Corporation may issue under the Indenture and does not limit the amount of other indebtedness that the Corporation may incur. The Indenture provides that the Corporation may issue Debt Securities from time to time in one or more series which may be denominated and payable in U.S. dollars, Canadian dollars or any other currency. Unless otherwise indicated in the applicable Prospectus Supplement, the Indenture permits the Corporation, without the consent of the holders of any Debt Securities, to increase the principal amount of any series of Debt Securities the Corporation has previously issued under the Indenture and to issue such increased principal amount.

The applicable Prospectus Supplement will set forth the following terms relating to the Debt Securities offered by such Prospectus Supplement (the “**Offered Securities**”):

- the specific designation of the Offered Securities; any limit on the aggregate principal amount of the Offered Securities; the date or dates, if any, on which the Offered Securities will mature and the portion (if less than all of the principal amount) of the Offered Securities to be payable upon declaration of acceleration of maturity;
- the rate or rates (whether fixed or variable) at which the Offered Securities will bear interest, if any, the date or dates from which any such interest will accrue and on which any such interest will be payable and the record dates for any interest payable on the Offered Securities that are in registered form;
- the terms and conditions under which the Corporation may be obligated to redeem, repay or purchase the Offered Securities pursuant to any sinking fund or analogous provisions or otherwise;
- the terms and conditions upon which the Corporation may redeem the Offered Securities, in whole or in part, at its option;
- the covenants applicable to the Offered Securities;
- the terms and conditions for any conversion or exchange of the Offered Securities for any other securities;
- whether the Offered Securities will be issuable in registered form or bearer form or both, and, if issuable in bearer form, the restrictions as to the offer, sale and delivery of the Offered Securities which are in bearer form and as to exchanges between registered form and bearer form;
- whether the Offered Securities will be issuable in the form of registered global securities (“**Global Securities**”), and, if so, the identity of the depositary for such registered Global Securities;
- the denominations in which registered Offered Securities will be issuable, if other than denominations of \$2,000 and integral multiples of \$1,000 and the denominations in which bearer Offered Securities will be issuable, if other than \$5,000;
- each office or agency where payments on the Offered Securities will be made (if other than the offices or agencies described under the heading “Payment” below) and each office or agency where the Offered Securities may be presented for registration of transfer or exchange;

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- if other than U.S. dollars, the currency in which the Offered Securities are denominated or the currency in which the Corporation will make payments on the Offered Securities;
- any index, formula or other method used to determine the amount of payments of principal of (and premium, if any) or interest, if any, on the Offered Securities; and
- any other terms of the Offered Securities which apply solely to the Offered Securities, or terms described herein as generally applicable to the Debt Securities which are not to apply to the Offered Securities.

Unless otherwise indicated in the applicable Prospectus Supplement:

- holders may not tender Debt Securities to the Corporation for repurchase; and
- the rate or rates of interest on the Debt Securities will not increase if the Corporation becomes involved in a highly leveraged transaction or the Corporation is acquired by another entity.

The Corporation may issue Debt Securities under the Indenture bearing no interest or interest at a rate below the prevailing market rate at the time of issuance and, in such circumstances, the Corporation may offer and sell those Debt Securities at a discount below their stated principal amount. The Corporation will describe in the applicable Prospectus Supplement any Canadian and U.S. federal income tax consequences and other special considerations applicable to any discounted Debt Securities or other Debt Securities offered and sold at par which are treated as having been issued at a discount for Canadian and/or U.S. federal income tax purposes.

Unless otherwise indicated in the applicable Prospectus Supplement, any Debt Securities issued by the Corporation will be direct, unconditional and unsecured obligations of the Corporation and will rank equally among themselves and with all of the Corporation's other unsecured, unsubordinated obligations, except to the extent prescribed by law. Debt Securities issued by the Corporation will be structurally subordinated to all existing and future liabilities, including trade payables and other indebtedness, of the Corporation's subsidiaries. The Corporation will agree to provide to the Trustee (i) annual reports containing audited financial statements, and (ii) quarterly reports for the first three quarters of each fiscal year containing unaudited financial information.

### **Form, Denomination, Exchange and Transfer**

Unless otherwise indicated in the applicable Prospectus Supplement, the Corporation will issue Debt Securities only in fully registered form without coupons, and in denominations of \$2,000 and integral multiples of \$1,000. Debt Securities may be presented for exchange and registered Debt Securities may be presented for registration of transfer in the manner to be set forth in the Indenture and in the applicable Prospectus Supplement, without service charges. The Corporation may, however, require payment sufficient to cover any taxes or other governmental charges due in connection with the exchange or transfer. The Corporation will appoint the Trustee as security registrar. Bearer Debt Securities and the coupons applicable to bearer Debt Securities thereto will be transferable by delivery.

### **Payment**

Unless otherwise indicated in the applicable Prospectus Supplement, the Corporation will make payments on registered Debt Securities (other than Global Securities (as defined below)) at the office or agency of the Trustee, except that the Corporation may choose to pay interest (a) by check mailed to the address of the person entitled to such payment as specified in the security register, or (b) by wire transfer to an account maintained by the person entitled to such payment as specified in the security register. Unless otherwise indicated in the applicable Prospectus Supplement, the Corporation will pay any interest due on registered Debt Securities to the persons in whose name such registered Securities are registered on the day or days specified in the applicable Prospectus Supplement.

## Registered Global Securities

Unless otherwise indicated in the applicable Prospectus Supplement, Registered Debt Securities of a series will be issued in global form (a “**Global Security**”) that will be deposited with, or on behalf of, a depository (the “**Depository**”) identified in the Prospectus Supplement. Global Securities will be registered in the name of the Depository, and the Debt Securities included in the Global Securities may not be transferred to the name of any other direct holder unless the special circumstances described below occur. Any person wishing to own Debt Securities issued in the form of Global Securities must do so indirectly by virtue of an account with a broker, bank or other financial institution that, in turn, has an account with the Depository.

### *Special Investor Considerations for Global Securities*

The Corporation’s obligations under the Indenture, as well as the obligations of the Trustee and those of any third parties employed by the Corporation or the Trustee, run only to persons who are registered as holders of Debt Securities. For example, once the Corporation makes payment to the registered holder, the Corporation has no further responsibility for the payment even if that holder is legally required to pass the payment along to an investor but does not do so. As an indirect holder, an investor’s rights relating to a Global Security will be governed by the account rules of the investor’s financial institution and of the Depository, as well as general laws relating to debt securities transfers.

An investor should be aware that when Debt Securities are issued in the form of Global Securities:

- the investor cannot have Debt Securities registered in his or her own name;
- the investor cannot receive physical certificates for his or her interest in the Debt Securities;
- the investor must look to his or her own bank, brokerage firm or other financial institution for payments on the Debt Securities and protection of his or her legal rights relating to the Debt Securities;
- the investor may not be able to sell interests in the Debt Securities to some insurance companies and other institutions that are required by law to hold the physical certificates of Debt Securities that they own;
- the Depository’s policies will govern payments, transfers, exchange and other matters relating to the investor’s interest in the Global Security; the Corporation and the Trustee will have no responsibility for any aspect of the Depository’s actions or for its records of ownership interests in the Global Security; the Corporation and the Trustee also do not supervise the Depository in any way; and
- the Depository will usually require that interests in a Global Security be purchased or sold within its system using same-day funds.

### *Special Situations When Global Security Will be Terminated*

In a few special situations described below, a Global Security will terminate and interests in it will be exchanged for physical certificates representing Debt Securities. After that exchange, an investor may choose whether to hold Debt Securities directly or indirectly through an account at its bank, brokerage firm or other financial institution. Investors must consult their own banks, brokers or other financial institutions to find out how to have their interests in Debt Securities transferred into their own names, so that they will be registered holders of the Debt Securities represented by each Global Security.

The special situations for termination of a Global Security are:

- when the Depository notifies the Corporation that it is unwilling, unable or no longer qualified to continue as Depository (unless a replacement Depository is named); and
- when and if the Corporation decides to terminate a Global Security.

The Prospectus Supplement may list situations for terminating a Global Security that would apply only to the particular series of Debt Securities covered by the Prospectus Supplement. When a Global Security terminates, the Depository (and not the Corporation or the Trustee) will be responsible for deciding the names of the institutions that will be the initial direct holders.

### Events of Default

Unless otherwise indicated in the applicable Prospectus Supplement, the term “Event of Default” with respect to Debt Securities of any series means any of the following:

- (a) default in the payment of the principal of (or any premium on) any Debt Security of that series at its maturity;
- (b) default in the payment of any interest on any Debt Security of that series when it becomes due and payable, and continuance of such default for a period of 30 days;
- (c) default in the deposit of any sinking fund payment, when the same become due by the terms of the Debt Securities of that series;
- (d) default in the performance, or breach, of any other covenant or agreement of the Corporation in the Indenture in respect of the Debt Securities of that series (other than a covenant or agreement for which default or breach is specifically dealt with elsewhere in the Indenture), where such default or breach continues for a period of 90 days after written notice thereof to the Corporation by the Trustee or the holders of at least 25 per cent in principal amount of all outstanding Debt Securities affected thereby;
- (e) certain events of bankruptcy, insolvency or reorganization; or
- (f) any other event of default provided with respect to the Debt Securities of that series.

If an Event of Default occurs and is continuing with respect to Debt Securities of any series, then the Trustee or the holders of not less than 25 per cent in principal amount of the outstanding Debt Securities of that series may require the all or a portion of the outstanding Debt Securities of that series and any accrued but unpaid interest on such Debt Securities be paid immediately. However, at any time after a declaration of acceleration with respect to Debt Securities of any series or all series affected (or of all series, as the case may be) has been made and before a judgment or decree for payment of the money due has been obtained, the holders of a majority in principal amount of the outstanding Debt Securities of such series or of all series affected (or of all series, as the case may be), by written notice to the Corporation and the Trustee, may, under certain circumstances, rescind and annul such acceleration. The applicable Prospectus Supplement will contain provisions relating to acceleration of the maturity of a portion of the principal amount of any applicable Debt Securities upon the occurrence of any Event of Default and the continuation thereof.

Other than its duties in the case of an Event of Default, the Trustee will not be obligated to exercise any of its rights and powers under the Indenture at the request or direction of any of the holders, unless the holders have offered to the Trustee reasonable indemnity. If the holders provide reasonable indemnity, the holders of a majority in principal amount of the outstanding Debt Securities of all series affected by an Event of Default may, subject to certain limitations, direct the time, method and place of conducting any proceeding for any remedy available to the Trustee, or exercising any trust or power conferred on the Trustee, with respect to the Debt Securities of all series affected by such Event of Default.

No holder of a Debt Security of any series will have any right to institute any proceedings, unless:

- such holder has previously given to the Trustee written notice of a continuing Event of Default with respect to the Debt Securities of that series;
- the holders of at least 25 per cent in principal amount of the outstanding Debt Securities of all series affected by such Event of Default have made written request and have offered reasonable indemnity to the Trustee to institute such proceedings as trustee; and

- the Trustee has failed to institute such proceeding, and has not received from the holders of a majority in the aggregate principal amount of outstanding Debt Securities of all series affected by such Event of Default a direction inconsistent with such request, within 60 days after such notice, request and offer.

However, these limitations do not apply to a suit instituted by the holder of a Debt Security for the enforcement of payment of principal or interest on such Debt Security on or after the applicable due date of such payment.

The Corporation will be required to furnish to the Trustee annually an officer's certificate as to the performance of certain of its obligations under the Indenture and as to any default in such performance.

### **Defeasance**

In this section, the term "defeasance" means discharge from some or all of the Corporation's obligations under the Indenture with respect to Debt Securities of a particular series. Unless otherwise stated in the applicable Prospectus Supplement, if the Corporation deposits with the Trustee sufficient cash or government securities to pay the principal, interest, any premium and any other sums due to the stated maturity or a redemption date of the Debt Securities of a particular series, then at its option:

- the Corporation will be discharged from its obligations with respect to the Debt Securities of such series with certain exceptions, and the holders of the Debt Securities of the affected series will not be entitled to the benefits of the Indenture except for registration of transfer and exchange of Debt Securities and replacement of lost, stolen or mutilated Debt Securities and certain other limited rights. Such holders may look only to such deposited funds or obligations for payment; or
- the Corporation will no longer be under any obligation to comply with certain covenants under the Indenture, and certain Events of Default will no longer apply to it.

Unless otherwise stated in the applicable Prospectus Supplement, to exercise defeasance the Corporation also must deliver to the Trustee:

- an opinion of U.S. counsel to the effect that the deposit and related defeasance would not cause the holders of the Debt Securities of the applicable series to recognize income, gain or loss for U.S. federal income tax purposes and that holders of the Debt Securities of that series will be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance had not occurred; and
- an opinion of Canadian counsel or a ruling from Canada Revenue Agency that there would be no such recognition of income, gain or loss for Canadian federal or provincial income tax purposes and that holders of the Debt Securities of that series will be subject to Canadian federal and provincial income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance had not occurred.

In addition, no Event of Default with respect to the Debt Securities of the applicable series can have occurred and the Corporation cannot be an insolvent person under the *Bankruptcy and Insolvency Act* (Canada). In order for U.S. counsel to deliver the opinion that would allow the Corporation to be discharged from all of its obligations under the Debt Securities of any series, the Corporation must have received from, or there must have been published by, the Internal Revenue Service a ruling, or there must have been a change in law so that the deposit and defeasance would not cause holders of the Debt Securities of such series to recognize income, gain or loss for U.S. federal income tax purposes and so that such holders would be subject to U.S. federal income tax on the same amounts, in the same manner and at the same times as would have been the case if such defeasance had not occurred.

### **Modifications and Waivers**

The Corporation may modify or amend the Indenture with the consent of the holders of a majority in aggregate principal amount of the outstanding Debt Securities of all series affected by such modification or amendment; provided, however, unless otherwise stated in the applicable Prospectus Supplement, that the Corporation will be required to receive consent from the holder of each outstanding Debt Security of such affected series to:

- change the stated maturity of the principal of, or interest on, such outstanding Debt Security;
- reduce the principal amount of or interest on such outstanding Debt Security;
- reduce the amount of the principal payable upon the acceleration of the maturity of an outstanding Original Issue Discount Security;
- change the place or currency of payments on such outstanding Debt Security;
- reduce the percentage in principal amount of outstanding Debt Securities of such series, from which the consent of holders is required to modify or amend the Indenture or waive compliance with certain provisions of the Indenture or waive certain defaults; or
- modify any provisions of the Indenture relating to modifying or amending the Indenture or waiving past defaults or covenants except as otherwise specified.

The holders of a majority in principal amount of Debt Securities of any series or of the affected series may waive the Corporation's compliance with certain restrictive provisions of the Indenture with respect to such series. The holders of a majority in principal amount of outstanding Debt Securities of all series with respect to which an Event of Default has occurred may waive any past default under the Indenture, except a default in the payment of the principal of or interest on any Debt Security or in respect of any item listed above.

The Indenture or the Debt Securities may be amended or supplemented, without the consent of any holder of such Debt Securities, in order to, among other things, cure any ambiguity or inconsistency, comply with applicable law or to make any change, in any case, that does not have a materially adverse effect on the rights of any holder of such Debt Securities.

### **Consent to Jurisdiction and Service**

Under the Indenture, the Corporation will irrevocably appoint an authorized agent upon which process may be served in any suit, action or proceeding arising out of or relating to the Securities or the Indenture that may be instituted in any United States federal or New York state court located in The City of New York, and will submit to such non-exclusive jurisdiction.

### **Governing Law**

Unless otherwise stated in the applicable Prospectus Supplement, the Indenture and the Debt Securities will be governed by and construed in accordance with the laws of the State of New York.

### **Enforceability of Judgments**

Since all of the assets of the Corporation are outside the United States, any judgment obtained in the United States against the Corporation would need to be satisfied by seeking enforcement of such judgment in a court located outside of the United States from the Corporation's assets. The Corporation has been advised by its Canadian counsel, Fasken Martineau DuMoulin LLP, that there is doubt as to the enforceability in Canada by a court in original actions, or in actions to enforce judgments of United States courts, of civil liabilities predicated upon United States federal securities laws.

## **The Trustee**

The Trustee under the Indenture or its affiliates may provide banking and other services to the Corporation in the ordinary course of their business.

The Indenture will contain certain limitations on the rights of the Trustee, as long as it or any of its affiliates remains the Corporation's creditor, to obtain payment of claims in certain cases or to realize on certain property received on any claim as security or otherwise. The Trustee and its affiliates will be permitted to engage in other transactions with the Corporation. If the Trustee or any affiliate acquires any conflicting interest and a default occurs with respect to the Debt Securities, the Trustee must eliminate the conflict or resign.

## **DESCRIPTION OF WARRANTS**

The Corporation may issue Warrants to purchase Common Shares, First Preference Shares, Second Preference Shares or Debt Securities. This section describes the general terms that will apply to any Warrants issued pursuant to this Prospectus.

Warrants may be offered separately or together with other Securities and may be attached to or separate from any other Securities. Unless the applicable Prospectus Supplement otherwise indicates, each series of Warrants will be issued under a separate warrant indenture to be entered into between the Corporation and one or more banks or trust companies acting as Warrant agent. The Warrant agent will act solely as the agent of the Corporation and will not assume a relationship of agency with any holders of Warrant certificates or beneficial owners of Warrants. The applicable Prospectus Supplement will include details of the warrant indentures, if any, governing the Warrants being offered. The specific terms of the Warrants, and the extent to which the general terms described in this section apply to those Warrants, will be set out in the applicable Prospectus Supplement. A copy of the warrant indenture relating to an offering of Warrants will be filed by the Corporation with securities regulatory authorities in Canada and the United States after it has been entered into by the Corporation.

The Prospectus Supplement relating to any Warrants the Corporation offers will describe the Warrants and the specific terms relating to the offering. The description will include, where applicable:

- the designation and aggregate number of Warrants;
- the price at which the Warrants will be offered;
- the currency or currencies in which the Warrants will be offered;
- the date on which the right to exercise the Warrants will commence and the date on which the right will expire;
- the designation, number and terms of the Common Shares, First Preference Shares, Second Preference Shares or Debt Securities, as applicable, that may be purchased upon exercise of the Warrants, and the procedures that will result in the adjustment of those numbers;
- the exercise price of the Warrants;
- the designation and terms of the Securities, if any, with which the Warrants will be offered, and the number of Warrants that will be offered with each Security;
- if the Warrants are issued as a unit with another Security, the date, if any, on and after which the Warrants and the other Security will be separately transferable;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;

- whether the Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- material United States and Canadian federal income tax consequences of owning the Warrants; and
- any other material terms or conditions of the Warrants.

Warrant certificates will be exchangeable for new Warrant certificates of different denominations at the office indicated in the Prospectus Supplement. Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the securities subject to the Warrants. The Corporation may amend the warrant indenture(s) and the Warrants, without the consent of the holders of the Warrants, to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision or in any other manner that will not prejudice the rights of the holders of outstanding Warrants, as a group.

## **DESCRIPTION OF SUBSCRIPTION RECEIPTS**

The Corporation may issue Subscription Receipts, separately or together, with Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants, as the case may be. The Subscription Receipts will be issued under a subscription receipt agreement. This section describes the general terms that will apply to any Subscription Receipts that may be offered by the Corporation pursuant to this Prospectus.

The applicable Prospectus Supplement will include details of the subscription receipt agreement covering the Subscription Receipts being offered. A copy of the subscription receipt agreement relating to an offering of Subscription Receipts will be filed by the Corporation with securities regulatory authorities in Canada and the United States after it has been entered into by the Corporation. The specific terms of the Subscription Receipts, and the extent to which the general terms described in this section apply to those Subscription Receipts, will be set forth in the applicable Prospectus Supplement. This description will include, where applicable:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered and whether the price is payable in instalments;
- conditions to the exchange of Subscription Receipts into Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants, as the case may be, and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants;
- the number of Common Shares, First Preference Shares, Second Preference Shares or Warrants that may be exchanged upon exercise of each Subscription Receipt;
- the aggregate principal amount, currency or currencies, denominations and terms of the series of Debt Securities that may be exchanged upon exercise of the Subscription Receipts;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of subscription receipts that will be offered with each Security;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants;
- terms applicable to the gross or net proceeds from the sale of the Subscription Receipts plus any interest earned thereon;
- material United States and Canadian federal income tax consequences of owning the Subscription Receipts;

- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and
- any other material terms and conditions of the Subscription Receipts.

Subscription Receipt certificates will be exchangeable for new Subscription Receipt certificates of different denominations at the office indicated in the Prospectus Supplement. Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the securities subject to the Subscription Receipts.

Under the subscription receipt agreement, a Canadian purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants, as the case may be, to such purchaser, entitling the purchaser to receive the amount paid for the Subscription Receipts upon surrender of the Common Shares, First Preference Shares, Second Preference Shares, Debt Securities or Warrants, as the case may be, if this Prospectus, the applicable Prospectus Supplement, and any amendment thereto, contains a misrepresentation, provided such remedy for rescission is exercised within 180 days of the date the Subscription Receipts are issued. This right of rescission does not extend to holders of Subscription Receipts who acquire such Subscription Receipts from an initial purchaser, on the open market or otherwise, or to initial purchasers who acquire Subscription Receipts in the United States.

### PRIOR SALES

During the 12 month period before the date of this Prospectus, the Corporation has issued Common Shares and securities convertible into Common Shares as follows:

<b>Date of Issue/Grant</b>	<b>Price per Security (C\$)</b>	<b>Number of Securities</b>
<b><i>Common Shares</i></b>		
June 17, 2021 <sup>(1)</sup>	3.26	18,000
June 17, 2021 <sup>(1)</sup>	2.83	14,000
August 18, 2021 <sup>(2)</sup>	6.24	181,250
September 7, 2021 <sup>(3)</sup>	2.93	67,568
September 9, 2021 <sup>(2)</sup>	4.99	10,020
September 21, 2021 <sup>(4)</sup>	2.84	6,631
October 1, 2021 <sup>(4)</sup>	2.85	6,063
November 12, 2021 <sup>(1)</sup>	2.83	30,000
November 16, 2021 <sup>(1)</sup>	2.83	10,000
November 17, 2021 <sup>(1)</sup>	2.83	10,000
December 2, 2021 <sup>(1)</sup>	2.83	10,000
December 20, 2021 <sup>(1)</sup>	2.83	10,000
December 21, 2021 <sup>(1)</sup>	2.83	10,000
December 22, 2021 <sup>(3)</sup>	3.93	100,000
December 29, 2021 <sup>(1)</sup>	2.83	30,000
January 1, 2022 <sup>(4)</sup>	3.94	50,437
February 8, 2022 <sup>(5)</sup>	5.19	11,830
February 8, 2022 <sup>(5)</sup>	7.33	8,286
February 8, 2022 <sup>(5)</sup>	5.01	5,106
February 8, 2022 <sup>(5)</sup>	4.67	10,258
February 8, 2022 <sup>(5)</sup>	3.68	10,036
February 13, 2022 <sup>(4)</sup>	3.68	13,221
February 22, 2022 <sup>(1)</sup>	3.26	10,000
February 25, 2022 <sup>(5)</sup>	5.19	14,257
February 25, 2022 <sup>(5)</sup>	7.33	9,986

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<u>Date of Issue/Grant</u>	<u>Price per Security (CS)</u>	<u>Number of Securities</u>
February 25, 2022 <sup>(5)</sup>	5.01	15,385
February 25, 2022 <sup>(5)</sup>	4.67	15,453
February 25, 2022 <sup>(5)</sup>	3.94	5,984
February 25, 2022 <sup>(5)</sup>	3.68	15,118
March 2, 2022 <sup>(2)</sup>	4.73	1,292,864
March 2, 2022 <sup>(1)</sup>	2.83	22,000
March 3, 2022 <sup>(1)</sup>	2.83	5,600
March 3, 2022 <sup>(5)</sup>	5.01	8,461
March 3, 2022 <sup>(5)</sup>	4.67	8,499
March 3, 2022 <sup>(5)</sup>	3.94	3,291
March 3, 2022 <sup>(5)</sup>	6.24	2,187
March 3, 2022 <sup>(5)</sup>	3.68	8,314
March 4, 2022 <sup>(1)</sup>	3.26	10,000
March 7, 2022 <sup>(1)</sup>	2.83	55,000
March 8, 2022 <sup>(1)</sup>	3.26	30,000
March 8, 2022 <sup>(1)</sup>	2.83	42,000
March 9, 2022 <sup>(1)</sup>	3.26	39,000
March 10, 2022 <sup>(1)</sup>	2.83	110,000
March 11, 2022 <sup>(3)</sup>	4.31	2,543
March 11, 2022 <sup>(2)</sup>	4.73	12,498
March 14, 2022 <sup>(1)</sup>	3.26	60,000
March 15, 2022 <sup>(3)</sup>	4.03	10,000
March 15, 2022 <sup>(3)</sup>	4.03	1,740,085
March 15, 2022 <sup>(6)</sup>	4.03	429,000
March 16, 2022 <sup>(2)</sup>	4.73	25,577
March 17, 2022 <sup>(1)</sup>	2.83	7,000
March 23, 2022 <sup>(1)</sup>	3.99	6,000
March 23, 2022 <sup>(1)</sup>	3.26	10,800
March 28, 2022 <sup>(1)</sup>	3.99	4,931
April 4, 2022 <sup>(1)</sup>	3.99	2,512
May 19, 2022 <sup>(5)</sup>	5.19	14,257
May 19, 2022 <sup>(5)</sup>	7.33	9,986
May 19, 2022 <sup>(5)</sup>	5.01	15,385
May 19, 2022 <sup>(5)</sup>	4.67	15,453
May 19, 2022 <sup>(5)</sup>	3.94	5,984
May 19, 2022 <sup>(5)</sup>	3.68	15,118
August 18, 2022 <sup>(3)</sup>	3.62	16,667
August 18, 2022 <sup>(4)</sup>	3.62	123,812
September 7, 2021 <sup>(7)</sup>	2.93	36,922
December 22, 2021 <sup>(7)</sup>	3.93	200,000
March 15, 2022 <sup>(7)</sup>	4.03	753,067

**Notes:**

- (1) Common Shares issued upon exercise of previously granted awards of Common Share purchase options (each, an “**Option**”) pursuant to the Corporation’s share incentive plan (the “**SIP**”).
- (2) Common Shares issued in satisfaction of previously granted awards of restricted share units (each, an “**RSU**”) pursuant to the SIP.
- (3) Issuance of RSUs pursuant to the SIP.
- (4) Issuance of deferred share units (each, a “**DSU**”) pursuant to the SIP.
- (5) Common Shares issued in satisfaction of previously granted awards of DSUs pursuant to the SIP.
- (6) Issuance of performance share units (each, a “**PSU**”) pursuant to the SIP.
- (7) Issuance of Options pursuant to the SIP.

## TRADING PRICE AND VOLUME

The principal market on which the Common Shares trade is the TSX. The Common Shares also trade on the NYSE.

The following tables set forth the reported high and low closing prices and the aggregate volume of trading of the Common Shares on the TSX and the NYSE for the periods indicated during the 12 month period before the date of this Prospectus:

### TSX

<u>Month</u>	<u>High (C\$)</u>	<u>Low (C\$)</u>	<u>Volume</u>
July 2021	3.730	3.130	19,511,979
August 2021	3.470	2.830	21,359,865
September 2021	3.060	2.750	30,529,198
October 2021	3.710	2.850	26,341,859
November 2021	4.280	3.460	30,893,804
December 2021	4.050	3.600	22,372,477
January 2022	3.880	3.100	25,156,721
February 2022	4.120	3.180	28,215,982
March 2022	4.430	4.020	32,251,923
April 2022	4.690	3.570	23,196,789
May 2022	3.620	2.660	39,726,901
June 2022	3.020	2.070	21,484,671
July 2022	2.140	1.750	23,679,316
August 2022	2.140	2.070	2,640,187

The closing price of the Common Shares on the TSX on August 31, 2022 was C\$1.57.

### NYSE

<u>Month</u>	<u>High (\$)</u>	<u>Low (\$)</u>	<u>Volume</u>
July 2021	3.01	2.47	98,393,549
August 2021	2.77	2.19	81,515,338
September 2021	2.43	2.16	150,903,245
October 2021	3.02	2.26	168,032,322
November 2021	3.43	2.78	177,792,983
December 2021	3.15	2.81	157,968,770
January 2022	3.06	2.42	115,572,834
February 2022	3.24	2.52	144,938,599
March 2022	3.50	3.15	179,510,749
April 2022	3.71	2.80	142,889,548
May 2022	2.79	2.05	257,842,572
June 2022	2.40	1.61	183,086,384
July 2022	1.66	1.36	119,380,796
August 2022	1.67	1.58	19,529,039

The closing price of the Common Shares on the NYSE on August 31, 2022 was \$1.19.

## **INTEREST OF EXPERTS**

The 2022 Technical Report was prepared in accordance with NI 43-101 by: Jason J. Cox, P.Eng. (Technical Director –Mining Advisory Canada, SLR Consulting (Canada) Ltd.), Tudorel Ciuculescu, M.Sc., P.Geo. (Consultant Geologist, SLR Consulting (Canada) Ltd.), Stephan Theben, Dipl.-Ing., SME (RM) (Mining Sector Lead, SLR Consulting (Canada) Ltd), Adam L. Coulson, Ph.D., P.Eng. (Senior Associate, Wood Canada Limited), Bijal Shah, M.A.Sc., P.Eng. (Senior Engineer, Wood Canada Limited), Mickey M. Davachi, Ph.D., P.Eng., D.GE, FASCE (Principal Geotechnical Engineer, Wood Canada Limited), Paul M. O'Hara, P.Eng. (Process Manager, Wood Canada Limited), Raymond J. Turenne, P.Eng. (Technical Director, Electrical and Controls, Americas, Wood Canada Limited), Sheila E. Daniel, M.Sc., P.Geo. (Principal Geoscientist, Wood Canada Limited), Deena Nada, P.Eng (Project Engineering Manager, Wood Canada Limited), Marie-France Bugnon, M.Sc., P.Geo (General Manager Exploration, IAMGOLD Corporation) and Alan R. Smith, M.Sc., P.Geo. (District Manager, Exploration, IAMGOLD Corporation). Certain technical information relating to the Cote Gold project contained in or incorporated by reference in this Prospectus was derived from the 2022 Technical Report.

The aforementioned firms or persons each held less than one per cent of the outstanding securities of the Corporation, or of any associate or affiliate of the Corporation, when they prepared the 2022 Technical Report, or following the preparation of the 2022 Technical Report, and either did not receive any or received less than a one per cent direct or indirect interest in any securities of the Corporation, or of any associate or affiliate of the Corporation, in connection with the preparation of the 2022 Technical Report

None of the aforementioned firms or persons, nor any directors, officers or employees of such firms, are currently, or are expected to be elected, appointed or employed as, a director, officer or employee of the Corporation, or of any associate or affiliate of the Corporation, other than Marie-France Bugnon and Alan R. Smith, who are employees of the Corporation or an affiliate of the Corporation.

## **LEGAL MATTERS**

Certain legal matters relating to the offering of Securities hereunder will be passed upon on behalf of the Corporation by Fasken Martineau DuMoulin LLP with respect to Canadian legal matters and by Paul, Weiss, Rifkind, Wharton & Garrison LLP with respect to U.S. legal matters. At the date hereof, the partners and associates of Fasken Martineau DuMoulin LLP, as a group each beneficially own, directly or indirectly, less than one per cent of any outstanding securities of the Corporation or any associate or affiliate of the Corporation.

## **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditors of the Corporation are KPMG LLP, Chartered Professional Accountants, through its offices at 333 Bay Street, Suite 4600, Toronto, Ontario M5H 2S5. KPMG LLP has confirmed that they are independent with respect to the Corporation within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation, and that they are independent accountants with respect to the Corporation under all relevant U.S. professional and regulatory standards.

The transfer agent and registrar for the Common Shares is Computershare Trust Company of Canada through its offices at 100 University Avenue, Toronto, Ontario M5J 2Y1.

## **RISK FACTORS**

Before making an investment decision, prospective purchasers of Securities should carefully consider the information described in this Prospectus and the documents incorporated by reference herein, including the applicable Prospectus Supplement. There are certain risks inherent in an investment in the Securities, including

the factors described under the heading “Risk Factors” in the Annual Information Form, and the factors described under the heading “Risks and Uncertainties” in the management’s discussion and analysis of financial position and results of operation of the Corporation for the six months ended June 30, 2022 and the year ended December 31, 2021, and any other risk factors described herein or in a document incorporated by reference herein, which investors should carefully consider before investing. Additional risk factors relating to a specific offering of Securities will be described in the applicable Prospectus Supplement. Some of the factors described herein, in the documents incorporated by reference herein, and/or the applicable Prospectus Supplement are interrelated and, consequently, investors should treat such risk factors as a whole. If any of the risk factors described herein, in the Annual Information Form, in another document incorporated by reference herein or in the applicable Prospectus Supplement occur, it could have a material adverse effect on the business, financial condition and results of operations of the Corporation. Additional risks and uncertainties of which the Corporation currently is unaware or that are unknown or that it currently deems to be immaterial could have a material adverse effect on the Corporation’s business, financial condition and results of operation. The Corporation cannot assure purchasers that it will successfully address any or all of these risks. There is no assurance that any risk management steps taken will avoid future loss due to the occurrence of the risks described herein, in the Annual Information Form, in the other documents incorporated by reference herein or in the applicable Prospectus Supplement or other unforeseen risks.

## OTHER

Ms. Maryse Belanger, Chair of the Board and Interim President and Chief Executive Officer of the Corporation, was a director of Mirabela Nickel Limited (“Mirabela”), an Australian Stock Exchange (“ASX”) listed company, until July 2016.

In September 2015 the directors of Mirabela made the decision to put the company into Voluntary Administration as it became apparent that the company was unable to continue as a going concern. Additional third-party financing was unable to be secured because of the decline in global nickel prices. This made it economically impossible for the company to continue trading on the ASX.

Ms. Maryse Belanger, Chair of the Board and Interim President and Chief Executive Officer of the Corporation, served as a director of Plateau Energy Metals Inc. (“Plateau”), a TSX Venture Exchange-listed company, until May 11, 2021, the date on which all of the issued and outstanding shares of Plateau were acquired by American Lithium Corp. by way of a court-approved plan of arrangement. On March 15, 2021, Plateau announced that it was the subject of an investigation by the Ontario Securities Commission (the “OSC”). On May 3, 2021, the OSC filed a Statement of Allegations against Plateau, its former CEO and its CFO alleging, among other things, that Plateau had made certain misleading statements in its public disclosure. On June 1, 2022, the OSC imposed a cease trade order on Plateau as result of its failure to file certain continuous disclosure documents. Such cease-trade order remains in effect as of the date of this Prospectus.

## ENFORCEABILITY OF CIVIL LIABILITIES

The Corporation is a corporation existing under the *Canada Business Corporations Act*. Many of the Corporation’s directors and officers, and all of the experts named in this Prospectus, are residents of Canada or other non-U.S. jurisdictions, and all or a substantial portion of their assets, and a substantial portion of the Corporation’s assets, are located outside the United States. The Corporation has appointed an agent for service of process in the United States (as set in this prospectus), but it may be difficult for holders of Securities who reside in the United States to effect service within the United States upon the Corporation or those directors, officers and experts who are not residents of the United States. The Corporation has been advised by its Canadian counsel, Fasken Martineau DuMoulin LLP, that there is doubt as to the enforceability in Canada by a court in original actions, or in actions to enforce judgments of United States courts, of civil liabilities predicated upon United States federal securities laws.

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The Corporation will file with the SEC, concurrently with its registration statement on Form F-10 of which this Prospectus is a part, an appointment of agent for service of process on Form F-X. Under the Form F-X, the Corporation appointed Corporation Service Company, 80 State Street, Albany, New York, 12207-2543 as its agent for service of process in the United States in connection with any investigation or administrative proceeding conducted by the SEC, and any civil suit or action brought against or involving the Corporation in a United States court arising out of or related to or concerning the offering of the Securities under this Prospectus.

**DOCUMENTS FILED AS PART OF THE REGISTRATION STATEMENT**

The following documents have been or will be filed with the SEC as part of the registration statement of which this Prospectus forms a part: the documents set out under the heading “Documents Incorporated by Reference”; the consents of auditors, counsel and engineers; the powers of attorney from the directors and certain officers of the Corporation; and the form of debt indenture. A copy of the form of warrant indenture, subscription receipt agreement or statement of eligibility of trustee on Form T-1, as applicable, will be filed by post-effective amendment or by incorporation by reference to documents filed or furnished with the SEC under the U.S. Exchange Act.

PART II

INFORMATION NOT REQUIRED TO BE DELIVERED TO  
OFFEREES OR PURCHASERS

**Indemnification of Directors and Officers.**

Under the Canada Business Corporations Act (the “CBCA”), the Registrant may indemnify a present or former director or officer of the Registrant or another individual who acts or acted at the Registrant’s request as a director or officer, or an individual acting in a similar capacity, of another entity, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by the individual in respect of any civil, criminal, administrative, investigative or other proceeding in which the individual is involved because of that association with the Registrant or other entity. The Registrant may not indemnify an individual unless the individual acted honestly and in good faith with a view to the best interests of the Registrant, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Registrant’s request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the conduct was lawful. The indemnification may be made in respect of an action by or on behalf of the Registrant or other entity to procure a judgment in its favor only with court approval. The aforementioned individuals are entitled to indemnification from the Registrant as a matter of right if they were not judged by the court or other competent authority to have committed any fault or omitted to do anything that the individual ought to have done and the individual acted honestly and in good faith with a view to the best interests of the Registrant, or, as the case may be, to the best interests of the other entity for which the individual acted as a director or officer or in a similar capacity at the Registrant’s request, and, in the case of a criminal or administrative action or proceeding that is enforced by a monetary penalty, the individual had reasonable grounds for believing that the conduct was lawful. The Registrant may advance moneys to the individual for the costs, charges and expenses of the proceeding; however, the individual shall repay the moneys if the individual does not fulfill the conditions set out above.

The by-laws of the Registrant provide that, subject to the limitations contained in the CBCA, the Registrant shall indemnify a director or officer, a former director or officer, or an individual who acts or acted at the Registrant’s request as a director or officer, or an individual acting in a similar capacity, of another entity, and his heirs and personal representatives, against all costs, charges and expenses, including an amount paid to settle an action or satisfy a judgment, reasonably incurred by him in respect of any civil, criminal, administrative, investigative or other proceeding to which the individual is made a party by reason of being or having been a director or officer of the Registrant, or as a director or officer, or in similar capacity, of another entity at the Registrant’s request, if he acted honestly and in good faith with a view to the best interests of the Registrant, or, as the case may be, to the best interests of the other entity for which he acted as director or officer, or in a similar capacity, at the Registrant’s request, and, in the case of a criminal, administrative, investigative or other proceeding that is enforced by a monetary penalty, he had reasonable grounds for believing that his conduct was lawful. The by-laws of the Registrant provide that the Registrant shall also indemnify such person in such other circumstances as the CBCA permits or requires. The by-laws of the Registrant provide that the Registrant shall advance moneys to the individual for the costs, charges and expenses of the proceeding; however, the individual shall repay the moneys if he does not fulfill the relevant conditions specified in the CBCA.

The by-laws of the Registrant provide that the Registrant may purchase and maintain insurance for the benefit of any individual referred to in the foregoing paragraph.

The Registrant has entered into indemnity agreements with its directors and officers which provide that the Registrant will indemnify such directors and officers and purchase and maintain insurance for such directors and officers in the manner described in the preceding two paragraphs. The indemnity agreements further provide that, to the extent a change in the CBCA permits greater indemnification than would currently be afforded under the by-laws or articles of the Registrant, such directors and officers are entitled to the greater benefits afforded by that change.

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Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers or persons controlling the Registrant pursuant to the foregoing provisions, the Registrant has been informed that in the opinion of the U.S. Securities and Exchange Commission such indemnification is against public policy as expressed in the Securities Act of 1933 and is therefore unenforceable.

The exhibits listed in the exhibit index, appearing elsewhere in this Registration Statement, have been filed as part of this Registration Statement.

**PART III**

**UNDERTAKING AND CONSENT TO SERVICE OF PROCESS**

**Item 1. Undertaking.**

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the Commission staff, and to furnish promptly, when requested to do so by the Commission staff, information relating to the securities registered pursuant to this Form F-10 or to transactions in said securities.

**Item 2. Consent to Service of Process.**

- (a) Concurrently with the filing of this registration statement on Form F-10, the Registrant has filed with the Commission a written irrevocable consent and power of attorney on Form F-X.
- (b) Any change to the name or address of the agent for service of the Registrant shall be communicated promptly to the Commission by amendment to Form F-X referencing the file number of this registration statement.

**EXHIBIT INDEX**

<b>Exhibit</b>	<b>Description</b>
4.1	<a href="#">Annual Information Form dated February 24, 2022 for the year ended December 31, 2021 (incorporated by reference to Exhibit 99.1 to the Registrant's Annual Report on Form 40-F filed with the Commission on February 24, 2022)</a>
4.2	<a href="#">Audited consolidated financial statements as at December 31, 2021 and 2020 and the notes thereto, together with the Reports of Independent Registered Public Accounting Firm (incorporated by reference to Exhibit 99.3 to the Registrant's Annual Report on Form 40-F filed with the Commission on February 24, 2022)</a>
4.3	<a href="#">Management's discussion and analysis of financial position and results of operations of the Corporation for the year ended December 31, 2021 (incorporated by reference to Exhibit 99.2 to the Registrant's Annual Report on Form 40-F filed with the Commission on February 24, 2022)</a>
4.4	<a href="#">Unaudited condensed consolidated interim financial statements as at and for the six months ended June 30, 2022 and 2021 and the notes thereto (incorporated by reference to Exhibit 99.2 to the Registrant's Form 6-K filed with the Commission on August 3, 2022)</a>
4.5	<a href="#">Management's discussion and analysis of financial position and results of operations of the Corporation for the six months ended June 30, 2022 (incorporated by reference to Exhibit 99.1 to the Registrant's Form 6-K filed with the Commission on August 3, 2022)</a>
4.6	<a href="#">Management information circular of the Corporation dated April 6, 2022 prepared in connection with the annual general meeting of shareholders of the Corporation held on May 3, 2022 (incorporated by reference to Exhibit 99.2 to the Registrant's Form 6-K filed with the Commission on April 6, 2022)</a>
4.7	<a href="#">Material change report of the Corporation dated February 17, 2022 in respect of a collaboration agreement entered into with RCF Management L.L.C. and Resource Capital Fund VII L.P. (incorporated by reference to Exhibit 99.1 to the Registrant's Form 6-K filed with the Commission on February 17, 2022)</a>
4.8	<a href="#">Material change report of the Corporation dated May 11, 2022 in respect of the estimated remaining costs to complete and estimated schedule concerning the completion of the Côté Gold project (incorporated by reference to Exhibit 99.1 to the Registrant's Form 6-K filed with the Commission on May 11, 2022)</a>
4.9	<a href="#">The document entitled "Summary Information in Respect of Côté Gold project, Ontario, Canada" dated September 1, 2022 summarizing the findings of the 2022 Technical Report (incorporated by reference to Exhibit 99.1 to the Registrant's Form 6-K filed with the Commission on September 1, 2022)</a>
5.1*	<a href="#">Consent of KPMG LLP</a>
5.2*	<a href="#">Consent of Fasken Martineau DuMoulin LLP</a>
5.3*	<a href="#">Consent of Wood Canada Limited</a>
5.4*	<a href="#">Consent of R. McIsaac</a>
5.5*	<a href="#">Consent of J. Purchase</a>
5.6*	<a href="#">Consent of C. MacDougall</a>
5.7*	<a href="#">Consent of SLR Consulting (Canada) Ltd. (formerly Roscoe Postle Associates)</a>
5.8*	<a href="#">Consent of R. Sirois</a>
5.9*	<a href="#">Consent of G Mining Services Inc.</a>
5.10*	<a href="#">Consent of L-B. Denoncourt</a>
5.11*	<a href="#">Consent of V. Blanchet</a>
5.12*	<a href="#">Consent of T. Ciuculescu</a>
5.13*	<a href="#">Consent of A. Smith</a>
5.14*	<a href="#">Consent of M-F. Bugnon</a>
5.15*	<a href="#">Consent of D. Isabel</a>

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5.16*	<a href="#"><u>Consent of SRK Consulting (Canada) Inc.</u></a>
5.17*	<a href="#"><u>Consent of P. Chabot</u></a>
5.18*	<a href="#"><u>Consent of T. Manning</u></a>
5.19*	<a href="#"><u>Consent of Lycopodium Mineral Canada Limited</u></a>
5.20*	<a href="#"><u>Consent of S. Rivard</u></a>
5.21*	<a href="#"><u>Consent of Knight Piésold Ltd.</u></a>
5.22*	<a href="#"><u>Consent of F. J. Sawadogo</u></a>
5.23*	<a href="#"><u>Consent of R. B. Burnley</u></a>
5.24*	<a href="#"><u>Consent of A. Coulson</u></a>
5.25*	<a href="#"><u>Consent of M. Davachi</u></a>
5.26*	<a href="#"><u>Consent of P. O'Hara</u></a>
5.27*	<a href="#"><u>Consent of O. Leuangthong</u></a>
5.28*	<a href="#"><u>Consent of A. Ladidi</u></a>
5.29*	<a href="#"><u>Consent of C. Charles</u></a>
5.30*	<a href="#"><u>Consent of M. Deshaies</u></a>
5.31*	<a href="#"><u>Consent of L. Ragsdale</u></a>
5.32*	<a href="#"><u>Consent of G. Bourque</u></a>
5.33*	<a href="#"><u>Consent of P. Ferland</u></a>
5.34*	<a href="#"><u>Consent of S. Pelletier</u></a>
5.35*	<a href="#"><u>Consent of N. Landry</u></a>
5.36*	<a href="#"><u>Consent of J. Cox</u></a>
5.37*	<a href="#"><u>Consent of S. Theben</u></a>
5.38*	<a href="#"><u>Consent of R. Turenne</u></a>
5.39*	<a href="#"><u>Consent of I. Crundwell</u></a>
5.40*	<a href="#"><u>Consent of A. Mitrofanov</u></a>
5.41*	<a href="#"><u>Consent of A. Mouton</u></a>
5.42*	<a href="#"><u>Consent of S. Daniel</u></a>
5.43*	<a href="#"><u>Consent of G. Ferlatte</u></a>
5.44*	<a href="#"><u>Consent of M. Dromacque</u></a>
5.45*	<a href="#"><u>Consent of B. Perron</u></a>
5.46*	<a href="#"><u>Consent of M. Gauthier</u></a>
5.47*	<a href="#"><u>Consent of D. Nada</u></a>
5.48*	<a href="#"><u>Consent of B. Shah</u></a>
6.1*	<a href="#"><u>Powers of Attorney (included on the signature page of this Registration Statement)</u></a>
7.1	<a href="#"><u>Form of Indenture (incorporated by reference to Exhibit 7.1 to the Registrant's Form F-10 filed on July 22, 2013)</u></a>
107*	<a href="#"><u>Calculation of Filing Fee Tables.</u></a>

\* Filed herewith.

**SIGNATURES**

Pursuant to the requirements of the Securities Act, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form F-10 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the city of Toronto, province of Ontario, Canada, on the 1st day of September, 2022.

**IAMGOLD CORPORATION**

By: /s/ Maryse Bélanger

Name: Maryse Bélanger

Title: Chair, Interim President and Chief Executive Officer

## POWERS OF ATTORNEY

Each person whose signature appears below constitutes and appoints each of Maryse Bélanger and Daniella Dimitrov as his or her true and lawful attorney-in-fact and agent, each acting alone, with full power of substitution and resubstitution, for him or her in his or her name, place and stead, in any and all capacities, to sign any and all amendments (including post-effective amendments) and supplements to this registration statement, and to file the same, with all exhibits hereto, and other documents in connection therewith, with the U.S. Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done, as fully to all intents and purposes as he or she might or could do his or herself, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them acting alone, or his or her or their substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ Maryse Bélanger</u> Maryse Bélanger	Chair, Interim President and Chief Executive Officer (Principal Executive Officer)	September 1, 2022
<u>/s/ Daniella Dimitrov</u> Daniella Dimitrov	Chief Financial Officer and Executive Vice President, Strategy & Corporate Development (Principal Financial Officer and Principal Accounting Officer)	September 1, 2022
<u>/s/ Ian Ashby</u> Ian Ashby	Director	September 1, 2022
<u>/s/ Maryse Bélanger</u> Maryse Bélanger	Director	September 1, 2022
<u>/s/ Ann Masse</u> Ann Masse	Director	September 1, 2022
<u>/s/ Lawrence Peter O'Hagan</u> Lawrence Peter O'Hagan	Director	September 1, 2022
<u>/s/ Kevin O'Kane</u> Kevin O'Kane	Director	September 1, 2022
<u>/s/ David Smith</u> David Smith	Director	September 1, 2022
<u>/s/ Deborah Starkman</u> Deborah Starkman	Director	September 1, 2022
<u>/s/ Anne Marie Toutant</u> Anne Marie Toutant	Director	September 1, 2022

**AUTHORIZED REPRESENTATIVE**

Pursuant to the requirements of Section 6(a) of the Securities Act of 1933, the undersigned has signed this registration statement, solely in the capacity of the duly authorized representative of IAMGOLD Corporation in the United States, on the 1st day of September, 2022.

**PUGLISI & ASSOCIATES**

By: /s/ Donald J. Puglisi

Name: Donald J. Puglisi

Title: Managing Director

**Consent of Independent Registered Public Accounting Firm**

The Board of Directors  
IAMGOLD Corporation

We consent to the use of our report dated February 23, 2022, on the consolidated financial statements of IAMGOLD Corporation, which comprise the consolidated balance sheets as of December 31, 2021 and December 31, 2020, the related consolidated statements of earnings (loss), comprehensive income (loss), changes in equity and cash flows for each of the years then ended, and the related notes, and our report dated February 23, 2022 on the effectiveness of internal control over financial reporting as of December 31, 2021 which are incorporated by reference herein in the Registration Statement on Form F-10 dated September 1, 2022 of IAMGOLD Corporation.

/s/ KPMG LLP

Chartered Professional Accounts, Licenced Public Accountants

September 1, 2022  
Toronto, Canada

**CONSENT OF FASKEN MARTINEAU DUMOULIN LLP**

We hereby consent to the reference to our statements under “Description of Debt Securities—Enforceability of Judgments” and “Enforceability of Civil Liabilities” and the reference of our name in the section “Legal Matters” in the Registration Statement on Form F-10 of IAMGOLD Corporation filed on September 1, 2022. In giving this consent, we do not acknowledge that we come within the category of persons whose consent is required by the U.S. Securities Act of 1933, as amended, or the rules and regulations thereunder.

Toronto, Canada  
September 1, 2022

/s/ Fasken Martineau DuMoulin LLP  
\_\_\_\_\_  
Fasken Martineau DuMoulin LLP

**CONSENT OF WOOD CANADA LIMITED**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**On behalf of WOOD CANADA LIMITED**

By: /s/ Greg Gosson

Greg Gosson

Authorized Signor

Dated: September 1, 2022

**CONSENT OF R. MCISAAC**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Reagan McIsaac

Reagan McIsaac, Ph.D., P.Eng.  
Specialist Engineer | Associate  
Knight Piésold Ltd.

Dated: September 1, 2022

**CONSENT OF J. PURCHASE**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ James Purchase

James Purchase, P. Geo  
Geology and Resources Manager  
G Mining Services Inc.

Dated: September 1, 2022

**CONSENT OF C. MACDOUGALL**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Craig MacDougall

Craig MacDougall, P. Geo.  
EVP, Growth  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF SLR CONSULTING (CANADA) LTD.**

The undersigned hereby consents to the use of their reports titled “Technical Report on the Cote Gold Project, Ontario, Canada” with an effective date of June 30, 2022 and dated August 12, 2022 and “NI 43-101 Technical Report Boto Optimization Study—Senegal” with an effective date of December 31, 2019 and dated February 10, 2020, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**SLR CONSULTING (CANADA) LTD.**

By: /s/ Deborah A. McCombe

Deborah A. McCombe, P.Geo.

Dated: September 1, 2022

**CONSENT OF R. SIROIS**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Réjean Sirois

\_\_\_\_\_  
Réjean Sirois, P. Eng.

Former Vice-President, Geology and Resources

G Mining Services Inc.

Dated: September 1, 2022

**CONSENT OF G MINING SERVICES INC.**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**G MINING SERVICES INC.**

By: /s/ Louis Gignac

\_\_\_\_\_  
Louis Gignac, ing. M.Sc.D., Eng. Chairman

Dated: September 1, 2022

**CONSENT OF L-B. DENONCOURT**

The undersigned hereby consents to the use of his report “Technical Report on the Essakane Gold Mine Carbon-in-Leach and Heap Leach Feasibility Study, Sahel Region, Burkina Faso, dated January 31, 2020” with an effective date of November 6, 2019, and the information contained in it (not including any information prepared subsequent to January 31, 2020) and “Technical Report on the Boto Feasibility Study, Senegal dated February 10, 2020, with an effective date of December 31, 2019, and the information contained in it (not including any information prepared subsequent to February 10, 2020). The undersigned hereby consents to the use of their reports, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Luc-Bernard Denoncourt

Luc-Bernard Denoncourt, ing.

Project Director,

IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF V. BLANCHET**

The undersigned hereby consents to the use of his report “Technical Report on the Essakane Gold Mine Carbon-in-Leach and Heap Leach Feasibility Study, Sahel Region, Burkina Faso, dated January 31, 2020” with an effective date of November 6, 2019, and the information contained in it (not including any information prepared subsequent to January 31, 2020). The undersigned hereby consents to the use of their report, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Vincent Blanchet

Vincent Blanchet, Ing.

Former Geological Engineer

IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF T. CIUCULESCU**

The undersigned hereby consents to the use of their reports titled “Technical Report on the Cote Gold Project, Ontario, Canada” with an effective date of June 30, 2022 and dated August 12, 2022 and “ NI 43-101 Technical Report Boto Optimization Study—Senegal” with an effective date of December 31, 2019 and dated February 10, 2020, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Tudorel Ciuculescu  
Tudorel Ciuculescu, M.Sc., P. Geo

Dated: September 1, 2022

**CONSENT OF A. SMITH**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Alan Smith

Alan Smith, P. Geo  
District Manager, Exploration  
IAMGOLD Corporation, Cote Gold Project

Dated: September 1, 2022

**CONSENT OF M-F. BUGNON**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Marie-France Bugnon

Marie-France Bugnon, P. Geo  
General Manager, Exploration  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF D. ISABEL**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Denis Isabel  
Denis Isabel, Eng., Ph.D., FEC

Dated: September 1, 2022

**CONSENT OF SRK CONSULTING (CANADA) INC.**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**SRK CONSULTING (CANADA) INC.**

By: /s/ Glen Cole  
Glen Cole  
Authorized Signor

Dated: September 1, 2022

**CONSENT OF P. CHABOT**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Philippe Chabot  
Philippe Chabot, Ing.  
Mine Manager  
Minerai Fer Québec, Québec, Canada

Dated: September 1, 2022

**CONSENT OF T. J. MANNING**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Travis J. Manning  
Travis J. Manning, P.E.  
Senior Engineer  
Kappes, Cassidy & Associates

Dated: September 1, 2022

**CONSENT OF LYCOPODIUM MINERAL CANADA LTD.**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**LYCOPODIUM MINERAL CANADA LTD.**

By: /s/ Sohail Samdani

\_\_\_\_\_

Sohail Samdani

Lycopodium Mineral Canada Ltd.

Dated: September 1, 2022

**CONSENT OF S. RIVARD**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Stéphane Rivard

Stéphane Rivard, P. Eng.

(Former) Senior Director, Technical Services

IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF KNIGHT PIÉSOLD LTD.**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

**KNIGHT PIÉSOLD LTD.**

By: /s/ Craig Hall  
Craig Hall, P. Eng  
Managing Principal

Dated: September 1, 2022

**CONSENT OF F.J. SAWADOGO**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Francois J. Sawadogo

Francois J. Sawadogo, M.Sc., MAIG  
IAMGOLD Essakane SA

Dated: September 1, 2022

**CONSENT OF R. B. BURNLEY**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ R. Breese Burnley  
R. Breese Burnley, P.E.

Dated: September 1, 2022

**CONSENT OF A. COULSON**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Adam Coulson

Adam Coulson, Ph.D., P.Eng

Dated: September 1, 2022

**CONSENT OF M. DAVACHI**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Mickey M. Davachi

\_\_\_\_\_  
Mickey M. Davachi, Ph.D.,

P.Eng., D.GE, FASCE

WOOD

Dated: September 1, 2022

**CONSENT OF P. O'HARA**

The undersigned hereby consents to the use of their report entitled "Technical Report on the Côté Gold Project, Ontario, Canada" effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Paul M. O'Hara

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Paul M. O'Hara, P.Eng

WOOD

Dated: September 1, 2022

**CONSENT O. LEUANGTHONG**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Rosebel Gold Mine, Suriname” with an effective date of December 31, 2021, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Oy Leuangthong

Oy Leuangthong, P. Eng.  
Corporate Consultant (Geostatistics)  
SRK Consulting (Canada) Inc.

Dated: September 1, 2022

**CONSENT OF A. LADIDI**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Abderrazak Ladidi

Abderrazak Ladidi, Geo.  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF C. CHARLES**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Cécile Charles  
Cécile Charles, Geo.  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF M. DESHAIES**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Martine Deshaies

Martine Deshaies, Eng.

Dated: September 1, 2022

**CONSENT OF L. RAGSDALE**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Lisa Ragsdale

Lisa Ragsdale, P.Ge  
Director, Mining Geology  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF G. BOURQUE**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Guy Bourque  
Guy Bourque, Eng.  
Director, Mining  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF P. FERLAND**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Patrick Ferland  
\_\_\_\_\_  
Patrick Ferland, Eng.  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF S. PELLETIER**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Steve Pelletier  
Steve Pelletier, ing., P. Eng.  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF N. LANDRY**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Nathalie Landry \_\_\_\_\_

Nathalie Landry, Geo.  
IAMGOLD Corporation

Dated: September 1, 2022

**CONSENT OF J. COX**

The undersigned hereby consents to the use of their report titled “Technical Report on the Côté Gold Project, Ontario, Canada” with an effective date of June 30, 2022 and dated August 12, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Jason J. Cox  
Jason J. Cox, P. Eng

Dated: September 1, 2022

**CONSENT OF S. THEBEN**

The undersigned hereby consents to the use of their report titled “Technical Report on the Côté Gold Project, Ontario, Canada” with an effective date of June 30, 2022 and dated August 12, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Stephan Theben  
Stephan Theben, Dipl.-Ing., SME (RM)

Dated: September 1, 2022

**CONSENT OF R. TURENNE**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Raymond J. Turenne

Raymond J. Turenne, P.Eng.

WOOD

Dated: September 1, 2022

**CONSENT OF I. CRUNDWELL**

The undersigned hereby consents to the summary, quotation or inclusion of those portions prepared by the undersigned of the technical report entitled "Technical Report on the Rosebel Gold Mine, Suriname" with an effective date of December 31, 2021, dated January 31, 2022 and filed on February 4, 2022, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Ian Crundwell

\_\_\_\_\_  
Ian Crundwell, Sr. Eng.  
WSP Canada Inc.

Dated: August 18, 2022

**CONSENT OF A. MITROFANOV**

The undersigned hereby consents to the use of their report “Technical Report on the Rosebel Gold Mine, Suriname” with an effective date of December 31, 2021, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Aleksandr Mitrofanov

Aleksandr Mitrofanov, P. Geo

Dated: September 1, 2022

**CONSENT OF A. MOUTON**

The undersigned hereby consents to the use of their report “Technical Report on the Rosebel Gold Mine, Suriname” with an effective date of December 31, 2021, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Alain Mouton  
Alain Mouton, P.Ge

Dated: September 1, 2022

**CONSENT OF S. DANIEL**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Sheila E. Daniel  
Sheila E. Daniel, M.Sc., P.Geol  
WOOD

Dated: September 1, 2022

**CONSENT OF G. FERLATTE**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Rosebel Gold Mine, Suriname” with an effective date of December 31, 2021, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Gilles Ferlatte  
Gilles Ferlatte, P.Eng.

Dated: September 1, 2022

**CONSENT OF M. DROMACQUE**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Michel Dromacque  
Michel Dromacque, CENG,  
MIMMMM

Dated: September 1, 2022

**CONSENT OF B. PERRON**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Bruno Perron

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Bruno Perron, P. Eng., BScA  
Chief Geologist  
Rosebel Gold Mines N.V.

Dated: September 1, 2022

**CONSENT OF M. GAUTHIER**

The undersigned hereby consents to the use of their report(s), and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Mauril Gauthier

Mauril Gauthier, Eng.

Dated: September 1, 2022

**CONSENT OF D. NADA**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Deena Nada

Deena Nada, P. Eng

WOOD

Dated: September 1, 2022

**CONSENT OF B. SHAH**

The undersigned hereby consents to the use of their report entitled “Technical Report on the Côté Gold Project, Ontario, Canada” effective June 30, 2022, and the information derived therefrom, as well as the reference to their name, in each case where used or incorporated by reference in the Registration Statement on Form F-10 of IAMGOLD Corporation.

By: /s/ Bijal Shah

Bijal Shah, M.A.Sc., P.Eng

WOOD

Dated: September 1, 2022

## Calculation of Filing Fee Tables

Form F-10  
(Form Type)IAMGOLD Corporation  
(Exact Name of Registrant as Specified in its Charter)Table 3: Combined Prospectuses  
In US Dollars

Security Type	Security Class Title	Amount of Securities Previously Registered	Maximum Aggregate Offering Price of Securities Previously Registered	Form Type	File Number	Initial Effective Date
Equity	Common Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Equity	First Preference Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Equity	Second Preference Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Debt	Debt Securities	(1)(3)	—	F-10	333-238310	May 15, 2020
Other	Warrants to Purchase Common Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Other	Warrants to Purchase First Preference Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Other	Warrants to Purchase Second Preference Shares	(1)(3)	—	F-10	333-238310	May 15, 2020
Other	Warrants to Purchase Debt Securities	(1)(3)	—	F-10	333-238310	May 15, 2020
Other	Subscription Receipts	(1)(3)	—	F-10	333-238310	May 15, 2020
Unallocated (Universal) Shelf	—	(1)(3)	\$500,000,000 (1)(2)(3)	F-10	333-238310	May 15, 2020

- (1) There are being registered hereunder an indeterminate number of Common Shares, First Preference Shares, Second Preference Shares, Debt Securities, Warrants to Purchase Common Shares, Warrants to Purchase First Preference Shares, Warrants to Purchase Second Preference Shares, Warrants to Purchase Debt Securities and Subscription Receipts and units consisting of two or more of any such securities (collectively, the “Securities”) of IAMGOLD Corporation (the “Registrant”) as from time to time may be issued at prices determined at the time of issuance.
- (2) Estimated solely for purposes of calculating the registration fee pursuant to Rule 457(o) under the Securities Act of 1933, as amended (the “Securities Act”).
- (3) The prospectus contained herein relates to an aggregate of US\$500,000,000 of securities, including, pursuant to Rule 429 under the Securities Act, US\$500,000,000 of unsold securities that were previously registered under the Registrant’s Registration Statement on Form F-10 (File No. 333-238310), filed on May 15, 2020 (the “Prior Registration Statement”). No separate registration fee is payable with respect to such securities, as such securities were previously registered on the Prior Registration Statement.