

**ENDEAVOUR SILVER CORP.
CORPORATE GOVERNANCE – BOARD DUTIES**

The following are the duties required to be carried out by the Board and its various committees pursuant to the Company's corporate governance charters, mandates and policies.

Board Duties

1. Establish roles and responsibilities of Chairman.
2. Annual evaluation of independence of Chair.
3. Annual review of Chair and individual directors.
4. Annual review of performance of the Board and its committees in light of their governing mandates and charters.
5. Develop and annually review positional descriptions for Chief Executive Officer, Chairman.
6. Review compensation of executive officers on an annual basis.
7. Annually review Code of Business Conduct and Disclosure Policy and revise, if necessary.

Corporate Governance and Nominating Committee

1. Schedule meetings, at least once annually.
2. Annually review adequacy of corporate governance procedures and adequacy of corporate governance charter.
3. Annually review the following:
Committee member qualifications

Committee structure

Committee performance.
4. Conduct assessment of Board performance and report to the Board annually.

Compensation Committee

1. Schedule meetings, at least once annually.
2. Annually review compensation of executive officers and report to the Board.
3. Annually evaluate performance of each executive officer.
4. Review and approve report on executive compensation for the Company's information circular.