

# Sustainability Committee Charter

## 1. **Mandate**

The Sustainability Committee (the “Committee”) is to assist the board of directors (the “Board”) of Endeavour Silver Corp. (the “Company”) with its oversight responsibilities with respect to ensuring that appropriate policies, systems and personnel are in place to support safe and sustainable business practices in the conduct of the Company’s activities, and to maintain high standards of practice, including Health, Safety and Environment (“HSE”) management standards together with the three pillars of the [Sustainability Strategy](#), People, Planet and Business (“PPB”).

The Committee will provide oversight of the PPB areas together with HSE matters and the development, approval and implementation of policies, standards, systems and responsible HSE work practices in all its activities that affect employees, contractors and stakeholders.

## 2. **Composition**

The Board will determine the membership of the Committee, which is to consist of no fewer than three directors of the Company. The majority of the members of the Committee shall be independent directors.

## 3. **Term of Office**

The members of the Committee will be appointed or re-appointed by the Board on an annual basis. Each member of the Committee will continue to be a member thereof until such member's successor is appointed, or until such member resigns or is removed by the Board. The Board may

remove or replace any member of the Committee at any time with or without cause. However, a member of the Committee will automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to meet the requirements established, from time to time, by applicable laws governing the Company, stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities. Vacancies on the Committee will be filled by the Board.

#### **4. Committee Chair**

The Board or the members of the Committee will elect by majority vote a chair of the Committee (the "Chair") from the members of the Committee. The fundamental responsibility of the Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Chair's responsibilities include:

- (a) working with the Chair of the Board, the Chief Executive Officer, the Corporate Secretary, and Chief Financial Officer if necessary, to establish the frequency of the Committee meetings and the agendas for the meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider;
- (e) scheduling all meetings of the Committee and provide the Committee with a written notice and agenda for all meetings;
- (f) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (g) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

## 5. Meetings

The Committee will meet at least three times during the Company's financial year, with additional meetings as deemed necessary by the Committee. If the Chair is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the Committee may choose one of their members to chair the meeting. A quorum for meetings will be a majority of the members of the Committee, present in person or by communication device that permits all persons participating in the meeting to speak to and hear each other. One of the meetings will be aligned with Board site visits to the Company's properties. The Committee will maintain written minutes of its meetings and any other records as it deems appropriate. The minutes and records will be filed with the minutes of the meetings of the Board. The Committee will make regular reports of its meetings to the Board, directly or through the Chair, accompanied by any recommendations to the Board approved by the Committee.

## 6. Authority

The Committee will have the authority to:

- (a) invite external or internal advisor(s), including any member of the management team or other person, to attend part or all of any meetings of the Committee to make presentations, participate in discussions, or provide information and assistance to the Committee as required;
- (b) call upon and have access to resources for additional information or advice, including engaging external consultants;
- (c) form and delegate authority to one or more subcommittees, consisting of at least one member, as it deems appropriate from time to time under the circumstances;
- (d) conduct and authorize investigations, including visits to the Company's mine sites, into any matters within the scope of its responsibilities that it believes, are necessary to carry out its responsibilities; and
- (e) have unrestricted access to employees and records of the Company to the fullest extent permitted by law and is authorized to take advice from external parties as appropriate at the Company's expense.

## 7. Committee Responsibilities and Duties

The Committee's primary responsibilities are to:

- (a) provide management oversight in its administration of corporate policies and procedures with respect to:
  - (i) HSE matters, including water, waste, tailings, biodiversity, greenhouse gas emissions and climate change;
  - (ii) relationships with communities and Indigenous Peoples including community investments, development and impacts;
  - (iii) crisis management planning; and
  - (iv) related matters, having regard to regulatory requirements and the objectives of the Company, as applicable, and, when appropriate, provide recommendations to executive management on how to enhance the policies as regulations and objectives change;
- (b) monitor the Company's compliance with applicable disclosure requirements in respect of climate-related matters;
- (c) provide management oversight in its collection and assessment of lost time data and other statistical measures such as rehabilitation status, incident reporting, energy use and intensity, community investment, audit outcomes and other performance indicators across the Company;
- (d) provide management oversight in its assessment on the impact of current and developing HSE laws, regulations and treaties affecting the Company;
- (e) provide management oversight over preparation of the Company's annual HSE and Sustainability report, and/or audit plans and review any significant issues that arise from these audits;
- (f) review and assess executive management's performance against HSE objectives and targets, as may be established in the Sustainability strategy or recommended by the Committee and approved by the Board;
- (g) provide management oversight over the performance and management's assessment of its HSE management system and its suitability to current and future Company requirements;

- (h) if deemed necessary and appropriate by the Committee, make periodic visits to the Company's operations to observe HSE procedures in practice and conduct and authorize investigations;
- (i) provide management oversight over the Company's HSE crisis management plans and related matters;
- (j) promote management commitment to continuous improvement in HSE performance at all levels of the Company;
- (k) oversee participation of executive management in the investigation and review of serious HSE incidents involving the Company;
- (l) provide management oversight over significant HSE incidents, with access to legal counsel to discuss legal exposures and ramifications associated with each such incident, and to seek legal advice with regard to the handling of the incident and to prepare for expected litigation, if necessary;
- (m) monitor current, pending or threatened legal action by or against the Company relating to HSE matters; and
- (n) provide management oversight in its review and identification of risks related to HSE matters and adoption of programs to reduce risks.

In all cases, the Committee will make recommendations, where appropriate, to the management of the Company and/or to the Board. The Board and management of the Company will ensure that the Committee has adequate funding to fulfil its mandate.

## 8. Revisions

Last updated and approved by the Board on July 30, 2024 (Reviewed on August 12, 2025).