

# Sustainability Committee Charter

*(revised November 2020)*

*This Sustainability Committee Charter has been approved by the Board of Directors (the "Board") of Endeavour Silver Corp. (the "Company") as of the date set out above.*

## **Purpose of Sustainability Committee**

The Sustainability Committee (the Committee) is to assist the Board in fulfilling and discharging its occupational health, safety and environmental sustainability ("HSE") roles and obligations in relation to the Company and its subsidiaries. The Committee will provide oversight of HSE as core values of the Company and encourage a culture that recognizes these values and takes responsibility for the development, approval and implementation of policies, standards, systems and responsible HSE work practices in all its activities that affect employees, contractors and stakeholders.

## **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 and at least one member of the Committee should have a broad understanding of applicable legislative obligations in relation to HSE matters.

## **Meetings**

The Committee will meet at least three times during the Company's financial year, with additional meetings as deemed necessary by the Committee. One of the meetings will be aligned with Board site visits to the Company's properties.

It is the responsibility of the Chair of the Committee to schedule all meetings of the Committee and provide the Committee with a written notice and agenda for all meetings. The Chair of the Committee shall report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider.

The Committee may 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. The Committee may call upon and have access to resources for additional information or advice, including engaging external consultants. The Committee shall 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.

## Committee Responsibilities and Duties

The Sustainability Committee's primary responsibilities are to:

1. Provide management oversight in its administration of policies and procedures with respect to HSE 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.
2. Provide management oversight in its collection and assessment of lost time data and other statistical measures, rehabilitation status, incident reporting, energy use and intensity, audit outcomes and other performance indicators across the Company.
3. Provide management oversight in its assessment on the impact of current and developing HSE laws, regulations and treaties affecting the Company.
4. Provide management oversight over the annual HSE report and/or audit plan and review any significant issues that arise from these audits.
5. Review and assess executive management's performance against HSE objectives and targets, as may be recommended by the Committee and approved by the Board.
6. Provide management oversight over the performance and management's assessment of its HSE management system and its suitability to current and future Company requirements.
7. If deemed necessary and appropriate by the Committee, make periodic visits to the Company's operations to observe HSE procedures in practice.
8. Provide management oversight over the Company's HSE crisis management plan.
9. Promote management commitment to continuous improvement in HSE performance at all levels of the Company.
10. Oversee participation of executive management in the investigation and review of serious HSE incidents involving the Company.
11. 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.

12. Monitor current, pending or threatened legal action by or against the Company relating to HSE issues.
13. Provide management oversight in its review and identification of risks related to HSE matters and adoption of programs to reduce risks.