



GREAT PANTHER SILVER LIMITED
(the "Company")

CHARTER OF THE SAFETY, HEALTH AND ENVIRONMENT COMMITTEE

Article 1. Mandate

The mandate of the Safety, Health and Environment Committee (the "Committee") of the board of directors (the "Board") of the Company is to:

- a) assist the Board in fulfilling its oversight responsibilities in respect of:
 - (i) review and monitor safety, health and environment policies and programs;
 - (ii) oversight of the Company's safety, health and environment performance; and
 - (iii) monitor of current and future regulatory issues;
- b) assume oversight responsibility with respect to safety and health matters including:
 - (i) review and recommendations, as appropriate, in regard to the Company's safety and health program, including corporate occupational health and safety policies and procedures;
 - (ii) review of key corporate and management level safety and health personnel;
 - (iii) review and recommendations, as appropriate, in regard to safety and health compliance issues, if any;
 - (iv) satisfying itself that management of the Company monitors trends and review current and emerging issues in the safety and health field and evaluates the impact on the Company;
 - (v) review of the Company's safety and health performance to:
 - A. assess the effectiveness of the safety and health program and to make recommendations for improvement, where appropriate; and
 - B. determine if any safety and health issues that may be identified as a result of such review are of significance to report to the Board; and
 - C. review of the scope of potential safety and health liabilities and the adequacy of the safety and health management system to manage these liabilities;

- c) Assume oversight responsibility with respect to environmental matters including:
- (vi) review and recommendations, as appropriate, in regard to the Company's environmental management program, including corporate environmental policies and procedures;
 - (vii) review and recommendations, as appropriate, in regard to environmental compliance issues, if any;
 - (viii) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the environmental field, and evaluates their impact on the Company;
 - (ix) review of incident reports to:
 - A. assess whether environmental management procedures were effective in such incidents, and to make recommendations for improvement, where appropriate; and
 - B. determine if such incidents are of significance to report to the Board; and
 - (x) review of the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities;

In all cases, the Committee will make recommendations, where appropriate, to the management of the Company and/or to the Board.

The Committee will primarily fulfil its mandate by performing the duties set out in Article 7 hereof.

The Board and management of the Company will ensure that the Committee has adequate funding to fulfil its mandate.

Article 2. Composition

The Committee will be comprised of a minimum number of three members of the Board, unless the Board should from time to time determine otherwise by resolution.

A majority of the members of the Committee shall be independent as determined under the Company's Corporate Governance Overview and Guidelines.

Article 3. Term of Office

The members of the Committee will be appointed or re-appointed by the Board on an annual basis for one-year terms, upon recommendation of the Nominating and Corporate Governance Committee. 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 any Regulators. Vacancies on the Committee will be filled by the Board.

Article 4. Committee Chair

The Board, or if it fails to do so, the members of the Committee, will elect by majority vote a chair of the Committee from the members of the Committee. If the chair of the Committee is not present at any meeting of the Committee, an acting chair for the meeting will be chosen by majority vote of the Committee from among the members present. In the case of a deadlock in respect of any matter or vote, the chair will refer the matter to the Board for resolution. The Committee may appoint a secretary who need not be a member of the Board or Committee.

The fundamental responsibility of the Committee 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 Committee Chair's responsibilities include:

- a) working with the Chair of the Board; and the Chief Executive Officer, the President, and 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 with respect to the significant activities of the Committee and any recommendations of the Committee;
- e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

Article 5. Meetings

The time and place of meetings of the Committee and the procedures at such meetings will be determined, from time to time, by the members thereof, provided that:

- a) a quorum for meetings will be two members, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak to and hear each other. The Committee will act on the affirmative vote of a majority of members present at a meeting at which a quorum is present. The Committee may also act by unanimous written consent in lieu of meeting;

the Committee may meet as often as it deems necessary in order to perform its responsibilities, but will not meet less than once annually;

notice of the time and place of every meeting will be given in writing and delivered in person or by facsimile or other means of electronic transmission to each member of the Committee at least 72 hours prior to the time of such meeting; and

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.

Article 6. Authority

The Committee will have the authority to:

- a) 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;
- b) engage (at the Company's expense) its own legal counsel and other consultants or advisors that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities. Such independent advisors may be regular advisors to the Company. The Committee is empowered, without further action by the Board to cause the company to pay appropriate compensation to advisors engaged by the Committee;

conduct and authorize investigations into any matters within the scope of its responsibilities that it believes, in its sole discretion, are necessary to carry out its responsibilities;

access all Company records; request that any director, officer or employee of the Company, or other persons whose advice and counsel are sought by the Committee (including, but not limited to, the Company's legal counsel and any other consultants) meet with the Committee and any of its advisors and respond to their inquiries; and

take whatever actions it deems appropriate, in its sole discretion, to foster an internal culture within the Company that results in the development and maintenance of a superior level of health, safety and environmental standards, sound business risk practices and ethical behaviour.

Article 7. Specific Duties

In fulfilling its mandate, the Committee will, among other things:

- a) make regular reports (orally or otherwise) of its meetings to the Board, directly or through its chair, accompanied by any recommendations to the Board approved by the Committee. The Committee shall report in writing on request of the Chair of the Board;
- b) review annually the Committee's performance;
- c) review annually and update this Charter and recommend any proposed changes to the Board for approval, in accordance with the requirements of all applicable federal, provincial and state securities legislation and the rules and regulations of Regulators having jurisdiction over the Company; and perform such other functions, consistent with this Charter, the Company's constating documents and governing laws, as the Committee deems necessary or appropriate and as may be delegated from time to time by the Board; and
- d) be involved with the preparation and review of the Company's action plans for responding to and reporting of critical events.

Last presented by the Committee for review and approval to, and so approved by, the Board of Directors on October 29, 2017.