

CHARTER OF THE NOMINATING & CORPORATE GOVERNANCE COMMITTEE

1. PURPOSE

The purpose of the Nominating and Corporate Governance Committee (the “Committee”) of the board of directors (the “Board”) of the Great Panther Mining Limited (the “Company”) is to:

- a.** develop and recommend to the Board corporate governance principles and to assist the Company in its corporate governance responsibilities under applicable law;
- b.** identify individuals qualified to be nominated for election as directors of the Company;
- c.** evaluate the qualifications and independence of each member of the Board and its committees and recommend to the Board any appropriate changes in the composition of the Board and any of its committees; and
- d.** evaluate the performance of the Board and its committees.

In discharging their duties hereunder, the basic responsibilities of the members of the Committee are to exercise their business judgment and to act in a manner that they reasonably believe to be in the best interests of the Company and its shareholders.

2. COMPOSITION

The Committee will be comprised of members of the Board, the number of which will be determined from time to time by resolution of the Board. The composition of the Committee will be determined by the Board and be composed entirely of “independent” directors in a manner that satisfies the membership and independence requirements set out in the rules and regulations, in effect from time to time, of any applicable securities commissions and any exchanges upon which the Company’s securities are listed (the said securities commissions and exchanges are hereinafter collectively referred to as the “Regulators”). The composition of the Committee should provide for continuity of membership while at the same time achieving the longer-term objectives for Board composition outlined in Section 8 of this Charter.

3. TERM OF OFFICE

The members of the Committee will be appointed or re-appointed by the Board on an annual basis and will continue to serve until a successor is appointed or until the member resigns or is removed by the Board. The Board may remove or replace any member of the Committee at any time. 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.

4. COMMITTEE CHAIR

The Board, or if it fails to do so, the members of the Committee, will appoint a chair 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 Chair of the Committee:

- a. provides leadership to the Committee with respect to its functions as described in this Charter and as otherwise may be appropriate, including overseeing the logistics of the operations of the Committee;
- b. chairs meetings of the Committee, unless not present, including in camera sessions, and reports to the Board following each meeting of the Committee on the findings, activities and any recommendations of the Committee;
- c. ensures that the Committee meets as often as it deems necessary, but will not meet less than once annually;
- d. in consultation with the Chair of the Board and the Committee members, establishes a calendar for holding meetings of the Committee;
- e. establishes the agenda for each meeting of the Committee, with input from other Committee members, the Chair of the Board, and any other parties as applicable;
- f. acts as liaison and maintains communication with the Chair of the Board and the Board to optimize the effectiveness of the Committee. This includes reporting to the full Board on all proceedings and deliberations of the Committee at the first meeting of the Board after each Committee meeting and at such other times and in such manner as the Committee considers advisable;
- g. reports annually to the Board on the role of the Committee and the effectiveness of the Committee role in contributing to the objectives and responsibilities of the Board as a whole;
- h. ensures that the members of the Committee understand and discharge their duties and obligations;
- i. fosters ethical and responsible decision making by the Committee and its individual members;



- j. ensures that resources and expertise are available to the Committee so that it may conduct its work effectively and efficiently and pre-approves work to be done for the Committee by consultants;
- k. facilitates effective communication between members of the Committee and management; and
- l. performs such other duties and responsibilities as may be delegated to the Chair by the Board from time to time.

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;
- b. the Committee may meet as often as it deems necessary, but will not meet less than once annually;
- c. 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
- d. the Committee will maintain written minutes of its meetings, which minutes 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 its chair, accompanied by any recommendations to the Board approved by the Committee.

6. AUTHORITY

The Committee will have the authority to:

- a. retain (at the Company's expense) its own legal counsel, accountants and other consultants that the Committee believes, in its sole discretion, are needed to carry out its duties and responsibilities;
- b. conduct investigations that it believes, in its sole discretion, are necessary to carry out its responsibilities; and
- c. request that any officer, director 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 the external auditors) meet with the Committee and any of its advisors and respond to their inquiries.



7. DUTIES AND RESPONSIBILITIES

In addition to performing such other functions as it deems necessary or appropriate and that are consistent with this Charter, the Company's constating documents and governing laws, the Committee will have the following duties and responsibilities:

- a. develop and administer the Company's overall approach to corporate governance issues and, subject to approval by the Board, implement and oversee a system of corporate governance which reflects a high standard of corporate governance;
- b. monitor the Company's compliance with the corporate governance requirements of all applicable Regulators having jurisdiction over the Company;
- c. establish the size and composition of the Board and qualification criteria for directors giving regard to standards for independence, expertise, skills, and background based on, among other things, a consideration of competencies and skills of the Board as a whole and the directors as individuals;
- d. select or recommend nominees for election or appointment as directors and evaluate any individuals nominated for election or appointment as directors in accordance with Section 8 of this Charter below, giving consideration as qualifications including whether or not each nominee can devote sufficient time and resources to his or her duties as a board member;
- e. review, monitor and make recommendations to the Board regarding the orientation and education of directors;
- f. establish criteria and evaluation procedures (including but not limited to, independence, qualifications, and performance) and conduct annual reviews of each member of the Board including the suitability of each member or any committee members for continued appointment when his or her term expires or when he or she has a material change in his or her personal affairs (including, but not limited to, employment, other board appointments and financial situation);
- g. establish criteria and evaluation procedures (including but not limited to, independence, qualifications, and performance) and conduct annual reviews of the Board as a whole as well as the Board Committees, and report the findings to the Board;
- h. annually review and evaluate the Committee's own performance with respect to the performance of its nominating and corporate governance functions and duties;
- i. following the end of each fiscal year, review with the Board the results of each committee's self-performance review, the annual performance reviews of the individual directors, and the Board as a whole that would be conducted in the third quarter of the year and make recommendations to the Board in respect of the qualifications, appointment and removal of directors from the Board and its committees, as applicable;
- j. oversee the Board's evaluation of senior management; and
- k. monitor communications with shareholders regarding matters of corporate governance.



8. BOARD COMPOSITION

In carrying out its duties and responsibilities regarding the identification and recommendation to the Board of individuals qualified to be directors under this Charter, the Committee will undertake the following:

- a. Long Term Plan.** The Committee will develop and annually update and recommend to the Board for approval, a long-term plan for Board composition that takes into consideration:
 - i.** the independence of each director;
 - ii.** the competencies, diversity and skills the Board, as a whole, should possess;
 - iii.** the current strengths, skills and experience represented by each director, as well as each director's personality and other qualities as they affect Board dynamics;
 - iv.** retirement dates;
 - v.** the appropriate size of the Board, with a view to facilitating effective decision-making;
 - vi.** the strategic direction of the Company; and
 - vii.** the proxy voting guidelines issued by Institutional Shareholder Services and Glass-Lewis, or other recognized institutional investor advisory services.
- b. Experience and Skill Sets of Directors.** Develop recommendations regarding the essential and desired experiences and skills for potential directors, taking into consideration the Board's short-term needs and long-term succession plans.
- c. Representation of Women on the Board.** Consider and develop recommendations to the Board on what changes to the Company's current policies relating to the representation of women on the Board and in executive officer positions may be advisable.
- d. Diversity.** Consider the competencies, diverse perspectives and skills each nominee will bring to the Board as well as whether or not each new nominee can devote sufficient time and resources to his or her duties as a Board member;
- e. Security Holder Recommendations.** Develop and implement a process to handle any nominees for director who are recommended by security holders and make recommendations in accordance with the policies set forth in this Charter.

9. ANNUAL REVIEW

The Charter will be reviewed annually by the Committee to reassess its adequacy and any recommended changes will be submitted to the Board for approval.

Last presented by the Committee for review and approval to, and so approved by, the Board of Directors on November 4, 2020 (previously on September 25, 2019).