

## **SAFETY, HEALTH, ENVIRONMENTAL AND SOCIAL COMMITTEE CHARTER**

### **1. MANDATE**

The mandate of the Safety, Health, Environment and Social Committee (the "Committee") of the board of directors (the "Board") of Great Panther Mining Limited (the "Company") is to assist the Board in fulfilling its oversight responsibilities in respect of:

- a.** ensuring the health and safety of the Company's employees and contractors at its mining operations and at its development and exploration project sites;
- b.** ensuring that the Company's mining operations and development and exploration programs are conducted in an environmental and socially responsible manner through the application of prudent design and operating practices and the education and training of the employees and contractors who work on the Company's projects;
- c.** ensuring that the Company has good relations with the communities where the Company has its mining operations and conducts its development and exploration programs and operates in a socially responsible manner;
- d.** monitoring the Company's compliance with applicable laws governing the Company's mining operations and development and exploration programs;
- e.** identifying the Company's risk exposure as they relate to health and safety, environmental, community relations and sustainability matters; and
- f.** providing reports on environmental, social and governance data to investors and other stakeholders.

To fulfill its duties and responsibilities, the Committee will review and oversee the following matters, and make recommendations to the Board as required to enable the Board as necessary to enable the Board to exercise its oversight responsibilities:

- a.** general duties and responsibilities:
  - i.** review and evaluate management's reports on the safety, health, environmental and social aspects of the Company's mining operations and development and exploration programs to ensure that the Company is operating in a socially and environmentally responsible and sustainable manner in compliance with applicable laws and regulations; and



- ii. consider changes to applicable environmental, social, safety and health laws and regulations of the countries and regions in which the Company maintains operations or development projects that may materially impact the Company's operations and provide oversight with respect to management's response to any such changes;
- b. assume oversight responsibility with respect to safety and health matters including:
  - i. review audits of and reports from management on the Company's safety and health programs, including corporate occupational health and safety policies and procedures;
  - ii. review management's reports as to corporate and management level safety and health, operations and exploration personnel;
  - iii. receive and review reports from management regarding safety and health compliance issues and identify health and safety risks to the Board;
  - iv. satisfying itself that management monitors trends and reviews current and emerging safety and health issues related to the Company's mining operations and development programs and report to the Board as to the risks to the Company associated with such safety and health issues;
  - v. direct management to develop and maintain education programs for the Company's employees with respect to potential health, safety and environmental hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes such hazards;
  - vi. direct management to develop, maintain and update procedures for the efficient and effective reporting of on-site accidents;
  - vii. direct management to develop, maintain and update first aid and emergency response plans for each operation and development project;
  - viii. ensure that management promotes and facilitates employee participation in developing health, safety and environmental and community standards and practices, and ensure there are procedures available to employees for the prompt reporting of any perceived breaches of such standards;
  - ix. review management's reports as to the Company's safety and health performance to:



- A.** assess the overall effectiveness of safety and health programs and make recommendations for improvement, where appropriate; and
    - B.** determine if any issues that may be identified as a result of such review are of significance to report to the Board; and
    - C.** review the scope of potential liabilities and the adequacy of the management systems to manage these liabilities;
  - c.** assume oversight responsibility with respect to environmental matters including:
    - i.** review of reports from management regarding the Company’s environmental management programs, including corporate environmental policies and procedures, to ensure that the Company is taking all necessary action reasonable in the circumstances to operate in an environmentally responsible manner;
    - ii.** review management’s assessment regarding environmental compliance issues, as identified from time-to-time;
    - iii.** 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;
    - iv.** 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
    - v.** review of management’s reports as to the identification of potential environmental liabilities and risks and the adequacy of the Company’s environmental management systems to manage these liabilities and risks;
  - d.** assume oversight responsibility with respect to social responsibility and community relations matters including:
    - i.** oversee the Company’s investment in corporate social responsibility and community relations programs, with such programs to be adopted to improve the quality of life, support education and enterprise development and built relationships with the communities in which the Company has mining operations and conducts its development and exploration programs;
    - ii.** review of management’s reports regarding the Company’s social responsibility management and community relations programs, including community relations policies and procedures;



- iii. review of management reports regarding social responsibility and community relations issues, and make recommendations to the Board as to such issues with the objectives of avoiding or resolving any community conflicts that could adversely impact on the Company's mining operations and development programs, and make recommendations to the Board regarding such actions;
  - iv. satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the social performance field, and evaluates their impact on the Company;
  - v. review with management, the potential effect that any major exploration, development, operating, or new business activity may have relating to the Company's social responsibility obligations and community relations;
- e. to oversee the Company's sustainability initiatives, including:
- i. reviewing and monitoring the Company's sustainability policies and activities to ensure compliance with applicable law and any sustainability initiatives adopted by the Board;
  - ii. recommending actions for the development of policies, programs and procedures to ensure that the principles set out in the Company's policies related to the sustainability of its activities are being adhered to and its objectives are achieved;
  - iii. reviewing and reporting to the Board on the sufficiency of resources available for carrying out the sustainability initiatives adopted by the Board;
  - iv. providing oversight over management's preparation of the Company's annual sustainability report and/or audit plan and review any significant issues that arise from these reports and/or audits; and
  - v. review and approve the Company's reports under the Company's sustainability initiatives.

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

Relying on the integrity of the Company's management, the members of the Committee are members of the Board of Directors and, as such, are appointed to provide broad oversight of the Company's activities and affairs, and are not accountable or responsible for the Company's day-to-day activities, nor for the administration or implementation of arrangements relating thereto. Rather, the Company's management is responsible for such matters.

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



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

## **2. COMPOSITION**

The Committee will comprise 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 independence standards approved by the Company's Nominating and Corporate Governance Committee from time-to-time.

## **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.

## **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.

## 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 in order to perform its responsibilities, 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 email 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 and any other records as it deems appropriate. The minutes and records will be filed with the minutes of the meetings of the Board.

## 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;

- c. conduct and authorize investigations, including visits to the Company's mine sites, into any matters within the scope of its responsibilities that it believes, in its sole discretion, are necessary to carry out its responsibilities;
- d. 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
- e. 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 safety, health, environmental and social standards, sound business risk practices and ethical behaviour.

## 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.

*Ratified and approved by the Board of Directors with effect as of November 4, 2020.*