

## **TECHNICAL AND OPERATIONS COMMITTEE CHARTER**

### **1. MANDATE**

The mandate of the Technical and Operations 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.** reviewing and monitoring the technical and operational aspects of the Company's mining operations and its development and exploration programs;
- b.** reviewing and monitoring the technical studies and evaluations of the Company's mineral properties;
- c.** reviewing management's preparation of mineral resource and reserve estimates for the Company's mineral properties; and
- d.** consider changes to laws and regulations as they may impact the Company's mining operations and development and exploration programs and provide oversight with respect to management's response to any such changes.

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.** reviewing management's overall approach to establishing objectives relating to mining operations, development programs and exploration programs, including construction and operational activities, permitting, budgeting, allocation of resources, steps to be implemented and timing for completion;
- b.** reviewing management's approach to technical matters relating to exploration, development, permitting, construction and/or operational activities of the Company in respect of mineral properties;
- c.** reviewing mineral resource and reserve estimates in respect of the Company's mineral properties, and the related assumptions and methodology, with a view to satisfying itself that these underlying assumptions and methodology are reasonable;
- d.** reviewing management's policies and procedures regarding the disclosure of resource and reserve information in order to ensure such disclosure is in compliance with applicable law and regulatory requirements;



- e. reviewing all proposed major commercial arrangements regarding EPCM activities planned for the development of the Company's mining projects, including expansions of existing projects and new development projects.
- f. reviewing life-of-mine plans and annual operating and production plans prepared by management for the Company's existing mining operations and development and exploration programs with a view to satisfying itself that the assumptions underlying these plans are reasonable;
- g. reviewing management's assessment of the Company's major operational risk exposure, including a regular review of the top technical risks identified by management, including exploration, geological, mining, geotechnical, metallurgical and other technical issues of concern, and the policies and practices adopted by the Company to mitigate those risks;
- h. review of key corporate and management level operations and exploration personnel;
- i. review of operational compliance issues identified by management in connection with ensuring that the Company's mining operations and development and exploration programs are complying with applicable law;
- j. satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the mining, processing and exploration fields and evaluates the impact, if any, on the Company;
- k. review of management's assessment of the Company's operational and exploration performance to:
  - i. assess the technical, cost and overall effectiveness of mine plans, exploration programs, special projects, and make recommendations for improvement, where appropriate; and
  - ii. determine if any issues that may be identified as a result of such review are of significance to report to the Board; and
  - iii. review the scope of potential liabilities and the adequacy of the management systems 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.

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, 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 operational and exploration 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 effective as of November 4, 2020.*