



PAN AMERICAN
— SILVER —

HEALTH, SAFETY, ENVIRONMENT AND COMMUNITIES COMMITTEE CHARTER

PURPOSE

The main purpose of the Health, Safety, Environment and Communities Committee of the Board (the “**Committee**”) of Pan American Silver Corp. (the “**Company**”) is to provide oversight with respect to:

- a. the protection of the health and safety of the Company’s employees and contractors at its mining operations and development project sites;
- b. training of the Company’s employees and contractors at its mining operations relating to the practice of safe mining techniques and the avoidance of environmental hazards while performing employment activities; and
- c. the conduct of operations at all mines and the development of new projects in an environmentally and socially responsible manner through the application of prudent design and operating practices and the education and training of employees and contractors who work for the Company.

COMPOSITION AND OPERATION

The Committee shall consist of not less than two members of the board of directors of the Company (the “**Board**”).

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required.

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. The Chair shall be independent¹. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.

The Committee will make every effort to meet at least four times each fiscal year, on such dates as may be determined by the Committee, and shall conduct additional meetings as required from time to time. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

¹ A director’s “independence” shall be determined in accordance with the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces and territories of Canada and the U.S. Securities and Exchange Commission, and the stock exchanges on which the Company’s securities are listed, including without limitation the Toronto Stock Exchange and Nasdaq.



RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are to:

- a. provide oversight with respect to management's periodic review and evaluation of the environmental, social, safety and health policies, and related activities of the Company's various operating subsidiaries, such review and evaluation being designed to ensure that the Company and its operating subsidiaries are operating in a socially and environmentally responsible manner and in compliance with applicable laws and regulations;
- b. 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;
- c. review audits of health and safety programs, environmental management systems, and social programs, and consider the results and findings of such audits;
- d. receive and review reports by management on health, safety, environment and communities issues and make recommendations to the Board in connection therewith;
- e. direct management to develop and maintain education programs for its 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;
- f. direct management to develop, maintain and update procedures for the efficient and effective reporting of on-site accidents;
- g. direct management to develop, maintain and update first aid and emergency response plans for each operation and development project;
- h. 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;
- i. direct management to develop, maintain and update procedures to receive and address potential concerns of stakeholders and affected communities relating to the health and safety or environment; and
- j. review the Company's Health, Safety, Environment and Communities Committee Charter and related policies annually, and recommend any proposed changes to the Board.



AUTHORITY

The Committee shall have unrestricted access to all records, facilities, and personnel of the Company necessary to carry out its responsibilities.

At the invitation of the Committee, one or more officers or employees of the Company may, and if required by the Committee, shall, attend meetings of the Committee.

The Committee shall have the authority to, at the Company's expense, obtain advice and assistance from outside advisors or legal counsel in its sole discretion.

The Committee, upon approval by a majority of the members of the Committee, may delegate certain of its duties and responsibilities to subcommittees of the Committee which must report back to the full Committee.