



COMMUNITIES AND SUSTAINABLE DEVELOPMENT COMMITTEE CHARTER

PURPOSE

The main purpose of the Communities and Sustainable Development Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Pan American Silver Corp. (the “**Company**”) is to provide oversight and guidance with respect to:

- a. matters in connection with the continued development and adoption of sustainable and socially responsible business practices and standards by the Company, including with respect to communities of interest;
- b. the Company’s practices and performance with respect to community and sustainability matters, including, but not limited to, engagement and relationships with, and impacts on, communities of interest and Indigenous peoples, human rights, government relations, and the Company’s philanthropic initiatives and activities;
- c. in conjunction with other Board committees, the development of the Company’s approach to environmental, social and governance (“**ESG**”) matters and policies, and making recommendations to the Board in respect thereof; and
- d. the Company’s reporting standards, communications and disclosure of community, sustainability and ESG performance and matters relating thereto.

COMPOSITION AND OPERATION

The Committee shall consist of not less than three members of 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. A majority of the Committee members shall be independent¹.

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. The Chair shall be independent. 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.

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 the New York Stock Exchange.



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.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are to:

- a. review and, if applicable, provide guidance with respect to, the development of the Company's goals, policies and programs as they relate to communities, sustainable development, and social matters, including but not limited to, engagement and relationships with, and impacts on, communities of interest and Indigenous peoples, human rights, government relations, and the Company's philanthropic initiatives and activities;
- b. provide oversight with respect to management's identification, review, and assessment of the ESG performance of the Company, such review and assessment being designed to provide assurance that the Company and its subsidiaries are operating in a socially responsible manner and in compliance with applicable laws and regulations, as well acting in accordance with applicable international standards and with such standards and emerging practices voluntarily adopted by the Company;
- c. periodically receive reports from management with respect to changes to or developments in laws, regulations, and standards applicable to the Company and to the countries and regions in which the Company maintains operations or projects, as well as other emerging requirements, that could materially impact the Company, and provide oversight with respect to management's response to any such changes and the Company's related compliance activities;
- d. receive reports from management and consider the Company's membership in or adherence to supra-national organizations or standards relating to sustainability, human rights, relationships with communities of interest and Indigenous peoples, climate change, cultural heritage, security and other social or sustainability matters, and where applicable and at the discretion of the Committee, provide recommendations to management and/or the Board;
- e. review and approve annual targets determined by management with reference to the Company's goals, policies and programs regarding communities, sustainable development, and social matters, and monitoring and reporting to the Board on performance against those targets;
- f. receive and review reports from management with respect to sustainability-related audits undertaken by the Company, and consider the results and findings of such audits, including management's responses and recommendations in respect thereof;
- g. receive and review reports by management on any significant social and community issues and grievance matters, and make recommendations to management and to the Board in connection therewith;
- h. consider the Company's performance on environmental management as it relates to social responsibility and sustainable development, including climate change and new initiatives, and benchmarking against peer performance, along with any proposed recommendations or actions based on such performance;
- i. review and monitor management's activities to ensure that the principal risks and opportunities to the Company related to sustainable development, social and community matters, human rights, government relations, and ESG reporting are identified by management and that appropriate resources are allocated by management to address these risks and opportunities;
- j. provide oversight with respect to management's programs to promote and facilitate employee participation



in the development and implementation of Company ESG standards and practices, and satisfy itself that the Company provides its employees with the appropriate tools, education and training to execute their employment-related duties in a manner that minimizes risks related thereto;

- k. receive and consider reports from management with respect to significant changes in risk exposure relating to sustainable development, social and community matters, human rights, government relations and related communications, and environmental matters, including with respect to civil and criminal proceedings involving the Company which relate to community, sustainability, human rights and other ESG matters, and where applicable, make recommendations to management and advise the Board;
- l. direct management to develop, maintain and update procedures to receive and address potential concerns and grievances of stakeholders and communities of interest, as well as processes for employees, contractors and other Company personnel to report actual or perceived breaches of the Company's standards or practices;
- m. review and provide oversight relating to the Company's communications, disclosure and reporting of ESG targets and performance, including the publication of the Company's Sustainability Report and engagement with respect to ESG ratings organizations and other similar agencies or reporting systems;
- n. perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee shall deem appropriate;
- o. make periodic reports to the Board, as requested or as may otherwise be determined by the Committee, on community, sustainability, and social matters; and
- p. review the Company's Communities and Sustainable Development Committee Charter and related policies periodically 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.