



HEALTH, SAFETY, ENVIRONMENT AND COMMUNITY COMMITTEE CHARTER

**1. Purpose**

1.1. The purpose of the Health, Safety, Environment and Community Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of MAG Silver Corp. (the “**Company**”) shall be to assist the Board in its oversight of:

- (a) the risks, challenges and opportunities to the Company’s business associated with health, safety, environmental and social responsibility (including human rights and community engagement) matters;
- (b) the Company’s sustainability conduct, including health, safety, environmental and social responsibility policies and programs, and performance in such areas;
- (c) the Company’s compliance with applicable legal and regulatory requirements associated with health, safety, environmental and human rights matters; and
- (d) the Company’s external reporting in relation to health, safety, environmental and social responsibility matters.

**2. Membership**

2.1. The Board will appoint members of the Committee in accordance with the Company’s articles, who shall serve until each such member’s successor is appointed or until such member’s resignation or removal. The Committee must be composed of not less than three members of the Board, the majority of whom must be independent as determined by the Board in accordance with the applicable requirements of the laws governing the Company, including *National Instrument 52-110 – Audit Committees*, as amended from time to time, and the rules of the stock exchanges on which the Company’s securities are listed. The Board will fill any vacancy if and when the Committee has less than three members and may remove members by resolution.

2.2. The Board shall designate one member of the Committee as the chair of the Committee (the “**Committee Chair**”). If a Committee Chair is not appointed by the Board, the members of the Committee may designate the Committee Chair by majority vote. The Committee Chair shall be responsible for overseeing the operations and affairs of the Committee as more fully specified below.

**3. Meetings and Authority**

3.1. The Committee shall meet at least four times per year, with additional meetings as deemed necessary on such dates and at such locations as the Committee Chair may determine.

3.2. The quorum for meetings shall be the majority of the members of the Committee, present in person or by telephone or other communication medium that permits all persons

participating in the meeting to communicate with each other. No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present.

- 3.3. The Committee may invite an advisor (or advisors), including any member of the Company's management team or other person, to attend all or part of any meetings of the Committee, to make presentations, participate in discussions, or provide information and assistance to the Committee as required.
- 3.4. Members of the Board who are not members of the Committee may attend Committee meetings at their discretion.
- 3.5. The Committee may call upon and have access to resources for additional information or advice including external consultants. The Committee has unrestricted access to employees and records to the fullest extent permitted by law and is authorized to take advice from external parties, as appropriate, at the Company's expense.
- 3.6. The Committee Chair, any member of the Committee, the chair of the Board or the Chief Executive Officer may call a meeting of the Committee by notifying the Company's Corporate Secretary who will notify all members of the Board. Notice of the time and place of each meeting shall be given at least 24 hours prior to the time fixed for such meeting.
- 3.7. For each Committee meeting, the Committee Chair shall develop and set the agenda, in consultation with the other members of the Committee, the Board and management, as necessary or appropriate. The agenda and other materials concerning the business to be conducted at the meeting shall, to the extent practicable, be communicated to the Committee members sufficiently in advance of each meeting to permit meaningful review.
- 3.8. As part of each Committee meeting, the Committee shall hold an in-camera session at which management and non-independent directors of the Board are not present, and the agenda for each Committee meeting will afford an opportunity for such a session.
- 3.9. The Corporate Secretary of the Company will act as secretary for meetings of the Committee. In the event that there is no Corporate Secretary or she/he is not available, the Committee Chair will appoint a member of the Committee or other person, as appropriate, to act as secretary for the purposes of such meeting. Minutes will be recorded at each meeting and approved at the following Committee meeting. Following each Committee meeting, the Committee Chair will report to the Board on the issues considered by the Committee, any recommendations being made by the Committee for approval by the Board and on any actions taken by the Committee.

#### **4. Responsibilities and Duties**

- 4.1. To provide oversight for the Company's sustainability matters, the Committee will, among other things, review and monitor, seek recommendations from management or third-party experts (as considered appropriate by the Committee) and, when deemed appropriate by the Committee, make recommendations to the Board with respect to sustainability matters. In fulfilling its responsibilities, the Committee will:

##### ***A. Health, Safety and Environment:***

- (a) review and monitor the health, safety and environmental policies and activities of the Company for consistency with industry best practices and compliance with

applicable laws and legislation;

- (b) review and assess emerging trends, risks and activities related to climate change impacts, specifically energy use, greenhouse gas emissions and water management;
- (c) review quarterly and annual health, safety and environmental performance;
- (d) encourage, support, assist and guide management, as may be requested from time to time, in developing short- and long-term practices that achieve the principles set out in the health, safety and environmental policies;
- (e) review health, safety and environmental responses to compliance issues and incidents to determine that the Company has been diligent and is taking necessary action in respect of those matters;
- (f) investigate, or cause to be investigated, material health, safety and environmental performance issues;
- (g) review results of health, safety and environmental audits and management's activities to maintain appropriate health, safety and environmental controls; and
- (h) verify that management has identified the principal areas of health, safety and environmental risks; monitor management's risk management processes to address these risks; and review the sufficiency of resources available for carrying out the recommended actions and activities.

***B. Corporate Social Responsibility:***

- (a) encourage, support, assist and guide management, as may be requested from time to time, to develop and implement corporate social responsibility policies and programs in communities where the Company conducts its business, and that such policies and programs are consistent with industry best practices;
- (b) review and monitor reports from management on the Company's corporate social responsibility programs, including significant sustainable development and community relations policies and procedures;
- (c) verify that management has identified the principal areas of social risks; monitor management's risk management processes to address these risks; and review the sufficiency of resources available for carrying out the recommended actions and activities;
- (d) review and monitor potential human rights issues and regularly assess the adequacy of the Company's policies and procedures to uphold those rights;
- (e) monitor trends and review current and emerging issues in the corporate social responsibility field, and evaluate their impact on the Company; and
- (f) review reports from management to assess the effectiveness and performance of the Company's corporate social responsibility program.

***C. General Matters:***

- (a) review the proposed public disclosure of all health, safety, environmental and social responsibility matters, and make recommendations to the Board for approval;

- (b) evaluate the function and performance of the Committee on an annual basis, and participate in relevant educational and professional development;
- (c) develop and review periodically, and not less than annually, an annual work plan to assist the Committee in carrying out its responsibilities;
- (d) annually review and assess the adequacy of this Charter, and recommend changes to the Governance and Nomination Committee of the Board when necessary; and
- (e) exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

**Last reviewed and approved by the Board on March 25, 2022.**