



---

## ENVIRONMENTAL, HEALTH & SAFETY COMMITTEE CHARTER

<b>Effective Date:</b>	<b>May 17, 2012</b>	<b>Amended:</b>	<b>May 1, 2018</b>
<b>Approved by:</b>	<b>Board of Directors</b>		

### PURPOSE

The primary purpose of the Environmental, Health & Safety Committee (the "**Committee**") is to assist the board of directors (the "**Board**") of McEwen Mining Inc. (the "**Company**") in fulfilling its oversight responsibilities in relation to:

- The establishment and review of safety, health and environmental policies;
- Oversee the management of the implementation of systems;
- Monitoring the effectiveness of safety, health and environmental policies, systems and monitoring processes;
- Receiving audit results and updates from management with respect to health, safety and environmental performance; and
- Any additional matters delegated to the Committee by the Board.

### COMPOSITION

The members of the Committee and its Chair will be appointed annually by the Board on the recommendation of the Nominating and Corporate Governance Committee. The Committee will consist of at least three and not more than six members.

### MEETINGS

The Committee will meet at least four times annually and as many additional times as the Committee deems necessary to carry out its duties effectively.

Notice of every meeting will be given to each member and the Chair of the Board.

A majority of the members of the Committee will constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum is present.

The Committee may invite such officers, directors and employees of the Company and other persons as it may see fit from time to time to attend its meetings and assist in the discussion and consideration of any matter.

A meeting of the Committee may be convened by the Chair or any member of the Committee.

## **DUTIES AND RESPONSIBILITIES**

To carry out its oversight responsibilities, the Committee will:

1. Establish and periodically review safety, health and environmental policies.
2. Oversee the management of the implementation of systems necessary for compliance with safety, health and environmental policies, bringing any material non-compliance with the policies to the attention of the Board in a timely fashion.
3. Receive reports from management on significant safety, health and environmental issues.
4. Monitor the effectiveness of the policies, systems and monitoring processes in place to manage the safety and health of employees, contractors, visitors and the general public and to manage environmental impacts.
5. Monitor significant event trends.
6. Review and monitor the safety, health and environmental performance of the Company.
7. Review regular updates from management on the safety, health and environmental performance of the Company.
8. Review audit results and findings on health, safety and environmental audits, the action plans pursuant to the findings and the result of investigations into significant events and the Committee shall have the power to initiate audits at its request.
9. Receive regular updates from management regarding (i) compliance with safety, health and environmental legislation and licences and (ii) the policies and systems in place to monitor such compliance.
10. Review the benchmarking of the policies, systems and monitoring processes of the Company against industry best practices.
11. Oversee management with respect to all other matters relating to safety, health and environmental in a manner consistent with the Policies.

## **REPORTING**

The Committee will regularly report to the Board on:

1. Compliance with safety, health and environmental policies;
2. The effectiveness of safety, health and environmental policies;

3. All other significant matters it has addressed and with respect to such other matters that are within its responsibilities.

### **REVIEW AND EVALUATION**

The Committee will annually review and evaluate the adequacy of its charter and recommend any proposed changes to the Nominating and Corporate Governance Committee.

The Committee will participate in an annual performance evaluation by the Nominating and Corporate Governance Committee, the results of which will be reviewed by the Board.

### **CHAIR**

Each year, the Board will appoint one member to be Chair of the Committee. If, in any year, the Board does not appoint a Chair of the Committee, the incumbent Chair of the Committee will continue in office until a successor is appointed.

### **REMOVAL AND VACANCIES**

Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee upon ceasing to be a director. The Board may fill vacancies on the Committee by appointment from among its members. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the foregoing, each member of the Committee shall remain as such until the next annual meeting of shareholders after that member's election.

### **AUTHORITY TO RETAIN ADVISORS**

The Committee may, without seeking approval of the Board or management, select, retain, terminate set and approve the fees and other retention terms of any outside advisor, as it deems appropriate. The Company will provide for appropriate funding, for payment of compensation to any such advisors, and for ordinary administrative expenses of the Committee.