



SANTACRUZ SILVER MINING LTD.

GOVERNANCE AND NOMINATION COMMITTEE CHARTER

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I. ESTABLISHMENT OF GOVERNANCE AND NOMINATION COMMITTEE

The board of directors of Santacruz Silver Mining Ltd. (the "**Company**") hereby establishes a committee to be called the Governance and Nomination Committee (the "**Committee**").

II. MEMBERSHIP

The Committee shall be composed of three (3) members or such greater number as the board of directors may from time to time determine, a majority of whom shall be "independent" as defined in Multilateral Instrument 52-110 – "Audit Committees". Members shall be appointed annually from among the members of the board of directors.

III. MANDATE

The Committee shall, in addition to any other duties and responsibilities specifically delegated to it by the board of directors, generally assume responsibility for developing the approach of the Company to matters concerning corporate governance and, from time to time, shall review and make recommendations to the board of directors as to such matters. Specifically, the Committee will endeavor to:

Human Resources and Corporate Governance Matters

- (a) annually review the mandates of the board of directors and its committees and recommend to the board of directors such amendments to those mandates as the Committee believes are necessary or desirable;
- (b) consider and, if thought fit, approve requests from directors or the Committees of the engagement of special advisors from time to time;
- (c) prepare and recommend to the board annually a statement of corporate governance practices to be included in the Company's annual report or information circular;
- (d) review on a periodic basis the composition of the board and ensure that an appropriate number of independent directors sit on the board of directors, analyzing the needs of the board and recommending nominees who meet such needs;
- (e) assess, at least annually, the effectiveness of the board as a whole, the committees of the board and the contribution of individual directors, including considering the appropriate size of the board;
- (f) establish criteria for potential candidates for board membership;

- (g) identify individuals qualified to become board members, consistent with the desired criteria and maintain a list of potential candidates for board membership and where appropriate, interviewing potential candidates for board membership;
- (h) the retain and terminate any search firms used to identify director candidates, including sole authority to approve the search firms' fees and other retention terms;
- (i) select, or recommend that the board select, the director nominees for the next annual meeting of shareholders;
- (j) CEO Succession planning;
- (k) develop and recommend to the board a set of corporate governance guidelines applicable to the Company;
- (l) oversee the evaluation of the board and management;
- (m) implement an orientation and education program for new recruits to the board of directors;
- (n) with the assistance or recommendations of management or outside consultants where appropriate, make recommendations to the board of directors regarding appointments of corporate officers and senior management; and
- (o) conduct an annual performance evaluation of the Committee in the Company's annual information circular in accordance with applicable rules and regulations.

Ethical and Legal Compliance

- (a) The Committee will oversee compliance with the Company's Disclosure, Confidentiality and Insider Trading Policies, authorize any waiver granted in connection with these policies, and confirm with management the appropriate disclosure of any such waiver.

IV. ADMINISTRATIVE MATTERS

The following general provisions shall have application to the Committee:

- (a) two members of the Committee shall constitute a quorum. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present or by a resolution in writing signed by all the members of the Committee. Meetings may occur via telephone, group video conference or teleconference;
- (b) any members of the Committee may be removed or replaced at any time by the board of directors and shall cease to be a member of the Committee as soon as such member ceases to be a director. The board of directors 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;

- (c) the Committee may invite such officers and directors of the Company as it may see fit from time to time to attend at meetings of the Committee and assist thereat in the discussion and consideration of the matters being considered by the Committee;
- (d) the time at which and place where the meetings of the Committee shall be held and the calling of meetings and the procedure in all respects at such meetings shall be determined by the Committee, unless otherwise determined by the articles of the Company or by resolution of the board of directors;
- (e) unless otherwise designated by the board of directors, the members of the Committee shall elect a Chairman from among the members and the Chairman shall preside at all meetings of the Committee. In the absence of the Chairman, the members of the Committee shall appoint one of their members to act as Chairman. Notwithstanding the foregoing, in all circumstances the Chairman "independent" as defined in Multilateral Instrument 52-110 – "Audit Committees"; and
- (f) minutes of the Committee will be recorded and maintained and circulated to directors who are not members of the Committee or otherwise made available at a subsequent meeting of the board of directors.

V. STANDARDS OF LIABILITY

Nothing contained in this mandate is intended to expand applicable standards of liability under statutory, regulatory, common law or any other legal requirements for the Board or members of its Committees. The purposes and responsibilities outlined in this mandate and accompanying Board materials are meant to serve as guidelines rather than inflexible rules and the Board may adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

EFFECTIVE DATE

This Charter was implemented by the Board on November 11, 2023.