



Last Amended: February 15, 2018
Adopted: November 5, 2004

MANDATE OF THE HEALTH, SAFETY & ENVIRONMENT COMMITTEE

Purpose

To assist the board of directors (the "Board") of Dundee Precious Metals Inc. (the "Company") in fulfilling its oversight responsibilities for the Company's establishment of health, safety and environmental policies in support of its core values for all aspects of its business, to review their appropriateness and effectiveness on an ongoing basis, to monitor the Company's performance in health, safety and environmental matters and to report to the Board on a regular basis.

Composition

The Health, Safety & Environment Committee (the "Committee") will consist of at least three members of the Board. The Board will appoint the Committee members and the Committee Chair.

Procedures, Powers & Duties

The Committee will meet prior to each quarterly Board meeting, with authority to convene additional meetings, as circumstances warrant. All Committee members are expected to attend each meeting.

Meeting agendas will be prepared in advance and circulated to Committee members along with any appropriate briefing materials.

No business shall be transacted by the Committee except at a meeting duly called, where a majority of members are present, either in person or by telephone or video conference.

Any director of the Company may attend meetings of the Committee at the Committee Chair's invitation. The Committee Chair may also invite the Company's Chief Executive Officer or senior management employees, or others to attend meetings and provide pertinent information, as necessary. All regularly scheduled meetings shall include an in camera session of independent directors without management or third parties present.

The business of the Committee will be recorded in minutes of the Committee which shall be submitted to the board of directors. The Chair of the Committee will report on the activities of the Committee at the following meeting of the Board.

Outside Consultants and Advisors

The Committee may retain special legal counsel or outside consultants to advise the Committee at the Company's expense including sole authority to retain and to approve any such firm's fees and other retention terms, without the prior approval of the Board.

The Committee shall receive all government inspection reports and reports prepared by outside consultants and external advisors retained by management, including audit reports, in respect of health, safety and environment matters and shall be entitled to meet with such consultants and advisors in-camera, without the presence of management, as the Committee considers necessary and desirable in the fulfillment of its responsibilities.

Responsibilities

The following responsibilities shall be the common recurring activities of the Committee in carrying out its responsibilities and shall serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of business, legal, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to its purpose.

The Committee shall:

1. Oversee the development, implementation and maintenance of a framework of policies and systems for executing:
 - (a) the Company's commitment to the health and safety of workers at its sites; and
 - (b) the Company's commitment to environmental stewardship, public responsibility, social progress and economic growth where it conducts business.
2. Consider the appropriateness and effectiveness of the Company's health, safety and environmental policies in the context of industry, legal, operational and reputational considerations on an annual basis and recommend any necessary changes to the Board.
3. Receive reports from management on the identification, assessment and management of risks relating to health, safety and environment matters and report to the Board in respect thereof.
4. Receive reports on and monitor the Company's plan, objectives and performance relative to health, safety and environment, taking account of key identified risks relating to the Company's business, and oversee management's actions to address gaps and implement improvement initiatives.
5. Receive management reports quarterly and annually which track compliance with applicable laws providing for the protection of the environment, the health and safety of employees and the public, and the status of any investigations or legal proceedings, of a material nature.
6. Receive annually, all reports prepared by management with respect to plans to conduct health, safety and environmental performance assessments, including key issues to be addressed during the coming year.
7. Promptly review reports prepared by management with respect to any extraordinary event or condition involving significant environmental damage, significant risk to public health or safety, major public controversy, material liability, or potential therefore. Consider the recommendations of management in the reports, assess proposed action plans, report to the Board and, where appropriate, make recommendations to the Board.
8. If any management report reviewed by the Committee contains issues of major concern, or material non-compliance, the Committee shall assess the adequacy of the Company's

response to such situations, make recommendations to the Board, where appropriate, and receive follow-up reports from management which demonstrate that issues have been properly addressed or resolved.

9. Review the proposed disclosure regarding material public reports on environmental, health and safety matters to be made available and report to the Board with recommendations.

Mandate Reviews

The Committee shall annually review its performance relative to this mandate, the adequacy of this mandate and recommend changes to the Board.