

SUSTAINABILITY COMMITTEE MANDATE

COMMITTEE PURPOSE

The Sustainability Committee (Committee) assists the board of directors (Board) of Dundee Precious Metals Inc. (DPM) in ensuring that DPM's environmental and social matters are consistently managed in a way that supports the fulfilment of DPM's purpose and strategy in compliance with DPM's policies, standards and legal and regulatory obligations. Specifically, the Committee assists the Board in the oversight and assessment of:

- Health, safety, well-being and security of the employees and contractors of DPM and its subsidiaries and the communities in which DPM and its subsidiaries operate
- Sustainable development and the monitoring, management and reduction of the environmental impact of the activities of DPM and its subsidiaries (including, without limitation, activities related to tailings management, arsenic management, and climate change)
- Responsible management of social and human rights impacts of the activities of DPM and its subsidiaries
- The contribution of DPM and its subsidiaries to the development of vibrant communities and sustainable livelihoods
- The protection of local culture and heritage resources in the communities in which DPM and its subsidiaries operate
- DPM's engagement, relationships and communication with local communities, governments and other organizations
- Compliance by DPM and its subsidiaries with applicable laws, regulations, principles, and policies relating to the above matters
- DPM's overall approach to sustainability, ensuring DPM and its subsidiaries consistently exhibit and promote ethical, transparent, responsible, and sustainable behaviour and meaningfully engage and communicate with stakeholders

Collectively, "Sustainability Matters".

The Vice President, Sustainability and External Relations (VP Sustainability) supports the Committee in fulfilling these responsibilities.

OPERATING GUIDELINES

In carrying out its role and responsibilities, the Committee follows the Committee Operating Guidelines.



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COMPOSITION

The Committee is composed of at least three independent Directors appointed by the Board, with one Committee member designated as Chair of the Committee. Committee members are selected from the Directors on the recommendation of the Corporate Governance & Nominating Committee, provided that all members of the Sustainability Committee are “independent”¹.

RESPONSIBILITIES

Subject to the powers and duties of the Board, the Committee assumes the following responsibilities:

Oversight of Sustainability Matters

1. Review with the VP Sustainability and such other members of the senior leadership team as the Committee requires (collectively, Management) and oversee the development, implementation and maintenance of goals, strategies, systems, policies, and programs relating to Sustainability Matters and recommend any necessary changes for Board approval.
2. Annually review targets determined by Management with respect to Sustainability Matters, and monitor performance against those targets.
3. Receive reports on and review with Management the sufficiency of resources available to deliver on DPM’s commitments relating to Sustainability Matters.
4. Receive and review internal or external reports as needed concerning the design, implementation, appropriateness and effectiveness of DPM’s systems, policies and plans relating to Sustainability Matters in the context of emerging national and international best practices, and industry, legal, operational and reputational considerations, and recommend any necessary policy changes (including to DPM’s Corporate Responsibility Policy) to the Board.
5. Meet with external advisors and independent bodies as needed to review and assess Management’s systems, policies, plans and activities relating to tailings management, arsenic management, and management of other Sustainability Matters as the Committee determines appropriate.
6. Participate in community or stakeholder engagement activities as suggested by Management and as determined appropriate by the Committee.
7. Promptly review incidents related to Sustainability Matters to determine that Management is taking all necessary and appropriate action in respect of those incidents and that DPM has been diligent in carrying out its responsibilities and activities in that regard.
8. Receive and review, from time to time, reports from DPM’s external legal counsel on civil, criminal or regulatory proceedings involving DPM or its subsidiaries which relate to Sustainability Matters.

¹ “Independence” is defined in accordance with applicable corporate and securities laws, regulations, guidelines, and stock exchange rules.

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Transparency and External Sustainability Reporting

1. Oversee DPM's compliance with applicable global reporting standards and expectations with respect to Sustainability Matters and ensure that DPM's systems and processes allow for transparent, accurate, timely and reliable public disclosure of DPM's management of Sustainability Matters.
2. Receive and review reports from DPM's independent assurance providers on the reliability and accuracy of information included in DPM's reports or relevant public disclosure documents related to Sustainability Matters.
3. Review and recommend for approval by the Board any reports or relevant public disclosure documents related to Sustainability Matters, including the Sustainability Report.

Risk Management and Compliance

1. Periodically review and discuss with Management the identification of and any changes in material risks and exposures relating to Sustainability Matters as identified in DPM's enterprise risk management framework, and the adequacy of Management's systems, control plans, and activities to assess, manage and monitor such risks.
2. Receive regular reports concerning complaints received under DPM's Speak Up and Reporting Policy related to the Committee's areas of responsibility and oversee investigations related to such complaints.
3. Annually, receive and review reports concerning DPM's compliance with relevant requirements related to Sustainability Matters in jurisdictions in which DPM and its subsidiaries conduct business, as well as the status of any material investigations, proceedings or matters involving material public controversy.
4. Review the disclosure in DPM's annual disclosure documents (including the Management Information Circular and other documents) concerning the Committee's composition, responsibilities and how they are discharged, governance practices, and any other required or applicable information.

Mandate and Workplan Review and Performance

1. Annually review the Committee's performance relative to this mandate.
2. Annually review the adequacy of the mandate and the Committee's workplan and recommend any changes to the Board.

Other Responsibilities

1. Keep current on emerging best practices relative to the Committee's mandate.
2. Review such other matters related to the Committee's purpose that the Committee or the Board deems advisable or timely in light of business, legal, regulatory or other conditions.



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In Camera Sessions

At every quarterly meeting, the Committee holds *in camera* meetings with Committee members only and at the Committee's discretion, may hold such other *in camera* sessions at any Committee meeting as the Committee determines is appropriate.

Policy Oversight

The Committee is responsible for overseeing and making recommendations to the Board for any required changes the following Board and organizational policies:

1. Corporate Responsibility Policy
2. Such other policies as determined appropriate by the Board