



**ENVIRONMENTAL, HEALTH, SAFETY AND
SUSTAINABILITY COMMITTEE
TERMS OF REFERENCE
(revised November 2020)**

A. PURPOSE

The Environmental, Health, Safety and Sustainability Committee (the “Committee”) shall provide assistance to the Board of Directors (the “Board”) of SSR Mining Inc. (the “Company”) in upholding the Company’s core values and fulfilling its Environmental, Social and Governance (“ESG”) responsibilities. The Company’s core values are to protect life, health and the environment for present and future generations.

The main purpose of the Committee is to:

- (a) Review, monitor and make recommendations to the Board regarding the company’s health, safety, environmental and community relations performance);
- (b) Assess the effectiveness of the Company’s safety, health, security, environmental and community relations policies and practices.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, at least three of whom shall be independent.
2. The Board shall appoint the members of the Committee and the Chair of the Committee each year at its organizational meeting held in conjunction with each annual general meeting of shareholders. It is desirable to have at least one member of the previous committee be carried over to any newly constituted committee. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee. Membership of the committee cease should any member cease to be a director of the company for any reason.
3. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
4. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.
5. The Committee shall meet at least three times each year on such dates and at such locations as the Chair of the Committee shall determine. The Committee may also meet at any other time or times on the call of the Chair or any two of the other members. Meetings may also be held and attended electronically or telephonically.

6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee may also act by unanimous written consent of its members.
7. Notice of the time and place of every meeting shall be given verbally, in writing or by e-mail or telephone to each member of the Committee at least 48 hours prior to the time fixed for such meeting. The notice shall specify the purpose of the meeting. Meetings of the Committee may be held without formal notice if all the members are present do not object or notice not having been given, or if those absent waive notice in any manner before or after the meeting.
8. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management, as necessary. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
9. The Committee shall have the power to delegate its authority and duties to subcommittees or individual members of the Committee as it considers appropriate.
10. In discharging its responsibilities, the Committee shall have full access to such officers and employees of the Company, independent consultants and advisors, to all books, records, facilities and personnel of the Company, and to such information and records of the Company as it considers necessary or advisable in order to perform its duties and responsibilities.
11. At the invitation of the Chair, one or more officers or employees of the Company may, and if required by the Committee shall, attend a meeting of the Committee.
12. The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).
13. The Committee shall report to the Board at the Board's next regularly scheduled meeting all such information and action it has taken since the previous report.
14. Any matter to be voted upon shall be decided by a majority of the votes cast on the question. In the case of an equality of votes, the Chair shall be entitled to a second or deciding vote.
15. The Committee shall report to the Board at the Board's next regularly scheduled meeting all such information and action it has taken since the previous report.
16. The Committee shall annually assess its performance and review this charter and the calendar of activities, attached as Appendix A, and submit any recommended changes thereto for approval by the Board.

C. OUTSIDE CONSULTANTS AND ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors, including sole authority to approve the fees and other retention terms for such persons.

D. DUTIES AND RESPONSIBILITIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in the "Purpose" section of this charter. These functions should 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 changing business, legislative, regulatory, legal 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 the purposes of the Committee as outlined in the "Purpose" section of this charter.

The duties and responsibilities of the Committee shall be to:

- (a) Review and monitor the Environmental and Sustainability Policy (E&S), Human Rights (HR), Land Access and Resettlement (LAR) and Safety and Health (SH), policies, performance and activities of the Company on behalf of the Board to ensure compliance with applicable laws, legislation, policies, principles as they relate to these issues
- (b) review with management the Company's risk assessment, risk exposure and risk management in respect of EHS&S and CR matters, and report to the Board in respect thereof
- (c) monitor management's action plans to address emerging issues and review the sufficiency of resources available for carrying out the actions and activities recommended
- (d) review and consider potential environmental liabilities and obligations and their potential financial impact on the Company, including the Company's close down and restoration provision
- (e) inform the Audit Committee of the Board in respect of significant changes in financial risk or potential disclosure issues related to E&S, HR, LAR and SH matters
- (f) review and assess the adequacy of this charter on a regular basis and submit any proposed revisions to the Board for consideration and approval
- (g) review the sustainability objectives to be set forth in the Company's annual Sustainability Report, if applicable
- (h) review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended

APPENDIX A

**EHS&S COMMITTEE –
ILLUSTRATIVE CALENDAR OF EVENTS**

This schedule of agenda items is being provided to assist with planning EHS&S Committee meetings of SSR Mining. It is not meant to be an exhaustive list of the responsibilities of the EHS&S Committee. The EHS&S Committee Terms of Reference continues to govern the EHS&S Committee.

Meetings Required: 3

| Description of Activity | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | As Needed |
|--|---------------|----------------|---------------|----------------|-----------|
| <p><u>At each meeting:</u> Approve minutes of last meeting Review action items Review corporate safety, health, security, environment & community relations objectives and achievement of results Report on safety, health & security Report on environment & community relations Monitor action plans to address safety, health, security, risk, environment, community relations and sustainability issues, and ensure sufficient resources are allocated to manage issues Report on new material safety, health, security, environment, community relations and sustainability risks and report to the Board in respect thereof In-camera session</p> | X | X | X | X | |
| Review key observations/data/trends from prior year and implications for ensuing year | X | | | | |
| Site visit | | | | | X |
| Receive CDRP update | X | | | | |
| Annually review and monitor, and audit as considered desirable, the safety, health, security, environment and community relations systems | | X | | | X |

| Description of Activity | First Quarter | Second Quarter | Third Quarter | Fourth Quarter | As Needed |
|--|---------------|----------------|---------------|----------------|-----------|
| Review the sustainability objectives for the ensuing year to be set forth in the Company's annual Sustainability Report, if applicable | | X | | | |
| Review results of Committee self-evaluation | | | X | | |
| Review Committee charter and calendar of activities | | | X | | |
| Review of safety, health, security, environment and community relations policies | | | X | | |