



<b>Title:</b>	Sustainability and Technical Committee Charter		
<b>Approved by:</b>	Board of Directors	<b>Date approved:</b>	August 6, 2025

## 1. PURPOSE AND OBJECTIVES

The Sustainability and Technical Committee (the "**Committee**") of Americas Gold and Silver Corporation (the "**Corporation**") has been established by the Board of Directors of the Corporation (the "**Board**") and is appointed by the Board to assist the Corporation and the Board in fulfilling their respective obligations relating to technical, health and safety, environmental and social matters concerning the Corporation.

## 2. COMPOSITION

- (a) The Committee shall consist of as many members as the Board shall determine. The Board shall appoint the members of the Committee annually. The Board may modify the membership of, or fill vacancies in, the Committee by appointment from among the members of the Board.
- (b) The Committee members shall have adequate and sufficient experience with mineral exploration, mine development and operations, including disclosure of mineral exploration results, technical reports, health, safety, environmental and sustainability practices and legislation for the mineral sector. At least one member of the Committee shall be independent within the meaning of National Instrument 52-110 – Audit Committees.
- (c) Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership. The Chair shall be an independent non-executive member of the Board.
- (d) 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 on ceasing to be a director of the Corporation. The Board may fill vacancies on the Committee by appointment from among the Board. If, and whenever, a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains.

## 3. OPERATIONS

- (a) The Chair of the Committee, in consultation with the Committee members, shall determine the schedule and frequency of the Committee meetings, provided that the Committee shall meet at least four (4) times per year.
- (b) The Committee members may meet independently, with only members of the Committee, at the end of every meeting of the Committee, or more frequently if necessary.



- (c) Quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee. If fifteen (15) minutes after the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned for one hour unless a quorum is present before that time. If following such one-hour period a quorum as hereinbefore specified is not present, then, at the discretion of the members then present, the quorum for the adjourned meeting shall consist of the members then present; provided however that quorum cannot consist of one member without a waiver from the Board.
- (d) Committee meetings shall be held from time to time and at such place as any member of the Committee shall determine upon reasonable notice to each of its members which shall not be less than seventy-two (72) hours before the time fixed for the meeting. The notice period may be waived by all members of the Committee and attendance at a meeting is deemed waiver of notice. The Chair of the Board or the CEO shall be entitled to request that any member of the Committee call a meeting of the Committee.
- (e) Members may participate in a meeting of the Committee in person or by means of telephone, web conference or other communication equipment. The Committee may invite such other directors, officers and employees of the Corporation and such other advisors and persons as is considered advisable to attend any meeting of the Committee. For greater certainty, the Committee shall have the right to determine who shall and who shall not be present at any time during a meeting of the Committee.
- (f) The Chair of the Committee shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management. The agenda and information concerning the business to be conducted at each Committee meeting shall be, to the extent practical, communicated to members of the Committee sufficiently in advance of each meeting to permit meaningful review. The Committee will keep minutes of its meetings which shall be available for review by the Board. Except in exceptional circumstances, draft minutes of each meeting of the Committee shall be circulated to the Committee for review within fourteen (14) days following the date of each such meeting.
- (g) Any matter to be determined by the Committee shall be decided by a majority of the votes cast at a meeting of the Committee called for such purpose. Any action of the Committee may also be taken by an instrument or instruments in writing signed by all the members of the Committee (including in counterparts, by facsimile or other electronic signature) and any such action shall be as effective as if it had been decided by a majority of the votes cast at a meeting of the Committee called for such purpose. In case of an equality of votes, the matter will be referred to the Board for decision.
- (h) The Committee shall report regularly to the entire Board. The Chair of the Committee shall prepare and deliver the report to the Board. The Committee's report by the Chair may be a verbal report delivered to the Board at a duly called Board meeting.



#### 4. CHAIR

- (a) The Chair of the Committee shall:
- (i) provide leadership to the Committee and oversee the functioning of the Committee;
  - (ii) chair meetings of the Committee (unless not present), including in-camera sessions, and report to the Board following each meeting of the Committee on the activities and any recommendations and decisions of the Committee and otherwise at such times and in such manner as the Chair considers advisable;
  - (iii) ensure that the Committee meets at least four (4) times per financial year of the Corporation, and otherwise as is considered advisable;
  - (iv) establish dates for holding meetings of the Committee;
  - (v) set the agenda for each meeting of the Committee with input from other members of the Committee and any other appropriate individuals;
  - (vi) ensure that Committee materials are available to any director;
  - (vii) act as a liaison, and maintain communication, with the Chair of the Board, the Lead Director of the Board (the "**Lead Director**"), if any, and the Board to coordinate input from the Board and to optimize the effectiveness of the Committee;
  - (viii) oversee the fulfillment by the Committee of its role, mandate, and responsibilities as set forth in this Charter;
  - (ix) assist the members of the Committee to understand and comply with the responsibilities contained in this Charter;
  - (x) foster ethical and responsible decision making by the Committee;
  - (xi) oversee the structure, composition and membership of, and activities delegated to, the Committee from time to time;
  - (xii) ensure appropriate information is requested from the officers of the Corporation and is provided to the Committee to enable it to function effectively and comply with this Charter;
  - (xiii) ensure that appropriate resources and expertise are available to the Committee;



- (xiv) ensure that the Committee considers whether any independent counsel or other experts or advisors retained by the Committee are appropriately qualified and independent in accordance with applicable laws;
- (xv) facilitate effective communication between the members of the Committee and the officers of the Corporation;
- (xvi) when practicable, attend, or arrange for another member of the Committee or one of the other Directors sufficiently informed on Committee matters to attend, each meeting of the shareholders of the Corporation to respond to any questions from shareholders that may be asked of the Committee; and
- (xvii) perform such other duties as may be delegated to the Chair by the Committee or the Board from time to time.

## **5. RESPONSIBILITIES**

The Committee is responsible for making all determinations and taking all actions that are reasonably appropriate or necessary in the course of establishing procedures for the following topics: technical, health and safety, ESG – operational and project related matters, and related matters.

### **(a) Technical:**

- (i) Reviewing and approving the Corporation's mandates and policies relating to all technical matters.
- (ii) Providing technical oversight in connection with the Corporation's exploration, development and operational activities.
- (iii) Reviewing with management the mid to long-term technical risks and opportunities associated with its business and ensuring that the Board is made aware of these risks and/or opportunities.
- (iv) Discussing with management, and reporting to the Board as appropriate, any exploration, geological, mining, metallurgical and other technical issues of significance that may require the attention of the Board.
- (v) In cooperation with management, assessing the availability of the technical skills within the Corporation, or available to the Corporation, and advising the Board on whether training or other means are necessary or desirable to supplement the skill base of the Corporation.
- (vi) Reviewing the technical and budget issues associated with projects, acquisitions and/or dispositions with respect to their potential impacts on the Corporation, and reporting such to the Board.



- (vii) Reviewing the annual operating report of management and the Corporation's performance against the annual operating and strategic plan of the Corporation and reporting to the Board thereon.
  - (viii) Reviewing technical reports prepared for the Corporation under National Instrument 43- 101 – Standards of Disclosure for Mineral Projects on properties material to the Corporation and news releases announcing technical results relating to one or more properties material to the Corporation.
  - (ix) Reviewing with management the technical development and review of major active projects of the Corporation.
  - (x) Consulting with management, as requested from time to time, on corporate development initiatives.
- (b) **Health and Safety:**
  - (i) Overseeing the Corporation's mandates and policies relating to all health and safety matters.
  - (ii) Ensuring that the Corporation provides training opportunities, instruction and equipment to its employees and promotes regulatory awareness to enable work in a manner that is safe for the workers and their colleagues.
  - (iii) Reviewing from time to time, and recommending to the Board for approval changes in or additions to the occupational health and safety policies, standards, accountabilities and programs of the Corporation in the context of competitive, legal and operational considerations.
  - (iv) Reviewing reports on the nature and extent of the compliance or any non-compliance of the Corporation with the occupational health and safety policies, standards, accountabilities and programs of the Corporation and occupational health and safety legislation applicable to the Corporation, monitoring the correction of any deficiencies and reporting to the Board on the status of such matters.
  - (v) Reviewing such other occupational health and safety matters as the Committee considers advisable or the Board may specifically direct the Committee to review or consider.
- (c) **ESG – Operational and Project-Related Matters:**
  - (i) Review management reports on operational and project-related aspects of all sustainability, environmental and social matters, including project timelines, budgets, current project status, and all other related operational matters.



- (ii) Review with management the operations and project-related matters of the Corporation relative to sustainability issues, and make recommendations to the Board as the Committee determines appropriate.
  - (iii) Review the results of any sustainability and environmental audits and report on same to the Board.
  - (iv) Confirm that management has in place appropriate operational procedures that would minimize adverse effects on operations should social and environmental violations or incidents occur.
  - (v) Review with management the following items as they relate to the operational and project-related aspects of social, sustainability and environmental matters:
    - a. the policies of the Corporation with respect to operational risk assessment and risk management;
    - b. the steps management has taken to monitor and control environmental risk exposures; and
    - c. the effect of relevant regulatory initiatives and trends.
  - (vi) Advise the Board regularly of significant developments in the course of performing the above duties.
- (d) **Other Responsibilities:**
  - (i) The members of the Committee should make periodic site visits, as considered appropriate, in order to become familiar with the nature of the operations of the Corporation, and to review relevant objectives, procedures and performance with respect to technical, health, safety, environmental and social matters. Absent extraordinary circumstances, a minimum of one meeting of the Committee per annum shall be held at one (or more) of the Corporation's property assets. Individual members of the Committee or any members of the Board who visit the Corporation sites may conduct ad hoc inspections and provide reports to the Committee for consideration.
  - (ii) The Committee should review and assess the adequacy of this mandate from time to time, at least once annually, and submit any proposed amendments to the Board for consideration.
  - (iii) The Committee should perform any other activities consistent with this mandate and applicable laws as the Committee or the Board considers advisable.



**6. AUTHORITY**

- (a) The Committee has the power to delegate its authority and duties to a subcommittee or individual members of the Committee, as it deems appropriate, provided that the subcommittee is comprised entirely of independent directors.
- (b) The Committee has the authority to retain, and determine the fees and other retention terms of, independent technical consultants, legal counsel, executive search and employment consultants, compensation consultants and other advisors in its sole discretion that it determines to be necessary to permit it to carry out its duties. Prior to selecting or receiving advice from an advisor, the Committee shall evaluate the independence of such advisor by considering, among other things, any business or personal relationship of the advisor or the firm employing the advisor with a senior executive of the Corporation and any ownership of shares of the Corporation by the advisor.