

GOLD RESOURCE CORPORATION

SAFETY & SUSTAINABILITY

COMMITTEE CHARTER

Confirmed January 1, 2020

Purpose:

The purpose of the Safety & Sustainability Committee is to assist the Board of Directors (“Board”) of Gold Resource Corporation (“Company”), a Colorado corporation (the “Company”), with oversight responsibilities in relation to environmental, health, safety, social and community matters. While the Committee does not have decision making authority, it is expected to recommend to the Board any improvements or findings it deems appropriate in the interest of the shareholders.

Composition:

The Committee shall be comprised of at least three members of the Board. The members of the Committee and its Chairperson will be appointed by the Board and shall serve for such term as the Board may determine, or until their earlier resignation, death or removal by the Board. Upon the failure of the Board to appoint a Chairperson, the Committee shall elect one. Any vacancy on the Committee shall be filled by the Board at its next meeting following the occurrence of the vacancy. No member of the Committee shall be removed except by vote of the Board.

Functions and Authority:

The authority and responsibilities of the Safety and Sustainability Committee are as follows:

1. review and discuss with management the Environmental, Health and Safety, and Community policies of the Company and, where appropriate, recommend revisions to those policies to the Board;
2. receive and review updates from management regarding the sustainability performance of the Corporation with relation to Environmental, Health and Safety, and Community on behalf of the Board, to ensure that management is taking appropriate measures to comply with relevant laws and regulations;
3. review and report to the Board on the results of any material sustainability incident with relation to Environmental, Health and Safety, and Community at any of the Corporation’s operations;
4. review and report to the Board on the results of any Environmental and/or Health and Safety audits performed at any of the Corporation’s operations;
5. review management’s response to all Environmental and/or Health and Safety audits and material incidents;
6. investigate, or cause to be investigated, material negative Environmental and/or Health and Safety performance;
7. periodically review and report to the Board on the sufficiency of the resources available for carrying out the Company’s health, safety, environment and sustainability responsibilities and obligations;
8. periodically review and report to the Board on the sustainability risks related to Environmental, Health and Safety, and Community matters associated with the Company’s operations, and the procedures and plans designed to manage and mitigate those risks;

9. periodically review management's assessment of trends and the impact of proposed laws, regulations and voluntary codes or initiatives affecting Environmental, Health and Safety, and Community matters;
10. periodically review management's plans and actions with respect to sustainable development and support for communities within the area of the Company's operations.
11. review the proposed disclosure to the public of all Environmental, Health and Safety, and Community matters, and make recommendations to the Board for approval thereof; and
12. evaluate the function and performance of the Committee on an annual basis.

Meetings and Procedural Matters:

The Committee shall meet at least once annually and may hold additional meetings as the Chairperson or Committee deems appropriate. The Committee will meet at such time as shall be determined by its Chairperson, or upon the request of any two of its members. The Committee may meet by in person, by telephone, or by videoconference, during which all members can hear each other and may take action by written consent. The Committee may invite to its meetings any director or officer of the Company or such other person as it deems appropriate.

The Chairperson shall preside at all meetings of the Committee when present unless the Chairperson delegates such duties to another member. A majority of the members will constitute a quorum. A majority of the members present at any meeting at which a quorum is present may act on behalf of the Committee and each member shall have one vote. Minutes of each meeting of the Committee shall be kept and submitted to the Secretary of the Company who shall make the minutes available for review by any member of the Board. The Committee, through its Chairperson or other designated representative, shall make such recommendations as it deems appropriate, either in such minutes or otherwise. The Chairperson of the Committee shall report to the Board on the Committee's activities from time to time or whenever so requested by the Board.