

# Audit Committee Charter

## 1. Mandate

The Audit Committee (the “Committee”) has oversight responsibility for the adequacy and effectiveness of the accounting and financial reporting processes of Endeavour Silver Corp., (the “Company”) by providing oversight of senior management and the external auditor relating to:

- (a) maintaining necessary books, records and accounts to accurately and fairly reflect the Company’s transactions for financial accounting and reporting process to shareholders and regulatory bodies;
- (b) maintaining effective internal control over accounting processes and financial reporting, including adequate control environment and processes for assessing the risk of material misstatements in the financial statements and for detecting control weaknesses or fraud; and
- (c) financial and controls audit process, review and audit finding reports and other matters that may arise.

The Committee provides assurance to the board of the Company (the “Board”) that processes, internal controls and procedures are operating effectively, thus enabling the Company to assume the necessary risks to successfully operate the business and meet objectives.

## 2. Composition

The Committee shall consist of a minimum of three directors of the Company, all of whom are “independent” within the meaning of National Instrument 52-110 - Audit Committees in Canada, subject to any further applicable requirements under United States securities laws and regulations and the policies of the New York Stock Exchange.

The members of the Committee shall be financially literate, meaning that each member must be able to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. One member of the Committee must have accounting and financial expertise, meaning that the member possesses financial or accounting credentials or has experience in finance or accounting.

### 3. Term of Office

The members of the Committee will be appointed or re-appointed by the Board immediately following the Annual General Meeting of the Company. Each member of the Committee will continue to be a member thereof until such member's successor is appointed, or until such member resigns or is removed by the Board. The Board may remove or replace any member of the Committee at any time with or without cause. However, a member of the Committee will automatically cease to be a member of the Committee upon either ceasing to be a director of the Board or ceasing to meet the requirements of applicable laws governing the Company, stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities. Vacancies on the Committee will be filled by the Board.

### 4. Committee Chair

The Board or the members of the Committee will elect by majority vote a chair of the Committee (the "Chair") from the members of the Committee. The fundamental responsibility of the Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. It is the responsibility of the Chair to:

- (a) schedule all meetings of the Committee and provide the Committee with a written notice and agenda for all meetings;

- (b) lead the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate;
- (c) report to the Board after each Committee meeting, including recommendations on any specific decisions or actions the Board should consider;
- (d) work with the Chair of the Board, the Chief Executive Officer, the Corporate Secretary, and Chief Financial Officer if necessary, to establish the frequency of the Committee meetings and the agendas for the meetings;
- (e) provide leadership to the Committee and preside over Committee meetings;
- (f) facilitate the flow of information to and from the Committee and foster an environment in which Committee members may ask questions and express their viewpoints; and
- (g) take such other steps as are reasonably required to ensure that the Committee carries out its mandate.

## 5. Meetings

The Committee will meet at least quarterly, with additional meetings as deemed necessary by the Committee. If the Committee Chair is not present within 15 minutes after the time set for holding the meeting, the directors present who are members of the Committee may choose one of their members to chair the meeting. A quorum for meetings will be a majority of the members of the Committee, present in person or via communication devices that permits all persons participating in the meeting to speak to and hear each other. The Committee will maintain written minutes of its meetings and any other records as it deems appropriate. The minutes and records will be filed with the minutes of the meetings of the Board. The Committee will make regular reports of its meetings to the Board, directly or through its Chair, accompanied by any recommendations to the Board approved by the Committee.

## 6. Authority

The Committee shall have the authority to:

- (a) Pre-approve non-audit services as may be delegated by the Committee to one or more independent members of the Committee, provided that such pre-approval must be presented to the Committee's first scheduled meeting following such pre-approval. Pre- approval of non-audit services is satisfied if:
  - (i) the aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than 5% of the total amount of fees paid by the Company and subsidiaries to the Company's external auditor during the fiscal year in which the services are provided;
  - (ii) the Company or a subsidiary did not recognize the services as non-audit services at the time of the engagement; and
  - (iii) the services are promptly brought to the attention of the Committee and approved, prior to completion of the audit, by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee;
- (b) engage independent counsel and other advisors as it determines necessary to carry out its duties;
- (c) set and pay the compensation for any advisors employed by the Committee;
- (d) communicate directly with the internal and external auditors of the Company, or any persons of the Company as needed;
- (e) invite external or internal advisor(s), including any member of the management team or other person, to attend part or all of any meetings of the Committee to make presentations, participate in discussions, or provide information and assistance to the Committee as required;
- (f) call upon and have access to resources for additional information or advice, including engaging external consultants; and
- (g) have unrestricted access to employees and records of the Company to the fullest extent permitted by law and is authorized to take advice from external parties as appropriate at the Company's expense.

The Committee provides assurance to the Board that processes, controls and procedures are operating effectively, thus enabling the Company to assume the necessary risks to successfully operate the business and meet objectives.

## 7. Committee Responsibilities and Duties

The Committee's duty is to monitor and oversee the operations of management and the external auditor. Management is responsible for establishing and following the Company's internal controls and financial reporting processes and for compliance with applicable laws and policies. The external auditor is responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards, and for issuing its report on the statements.

The Committee should review and evaluate this Charter on an annual basis and recommend any proposed changes to the Board for approval in accordance with the requirements of applicable laws governing the Company, stock exchanges on which the Company's securities are listed and applicable securities regulatory authorities.

The specific duties of the Committee are as follows:

- (a) Management Oversight:
  - (i) review and evaluate the Company's processes for identifying, analyzing and managing financial risks that may prevent the Company from achieving its objectives;
  - (ii) review and evaluate the Company's internal controls, as established by management;
  - (iii) review and evaluate the status and adequacy of internal information systems and security;
  - (iv) meet with the external auditor at least once a year in the absence of management;
  - (v) request the external auditor's assessment of the Company's financial and accounting personnel; and

- (vi) review and evaluate the adequacy of the Company's procedures and practices relating to currency exchange rates;

(b) External Auditor Oversight:

- (i) recommend to the Board the selection and, where applicable, the replacement of the external auditor to be appointed or nominated annually for shareholder approval;
- (ii) recommend to the Board the compensation to be paid to the external auditor;
- (iii) review and evaluate the external auditor's process for identifying and responding to key audit and internal control risks;
- (iv) review the scope and approach of the annual audit;
- (v) inform the external auditor of the Committee's expectations;
- (vi) meet with the external auditor at least once a year in the absence of management; and
- (vii) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;

(c) Review the independence of the external auditor on an annual basis:

- (i) review with the external auditor both the acceptability and the quality of the Company's financial reporting standards;
- (ii) resolve any disagreements between management and the external auditor regarding financial reporting;
- (iii) review and pre-approve all audit and audit related services and recommend to the Board the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditor to the Company and its subsidiaries; and

- (iv) confirm with the external auditor that the external auditor is independent and is ultimately accountable to the Board and the Committee as representatives of the shareholders.

(d) **Financial Reporting Oversight:**

- (i) review with management and the external auditor the Company's annual and interim financial statements, management's discussion and analysis, any annual and interim profit or loss press releases and any reports or other financial information to be submitted to any governmental and/or regulatory body, or the public, including any certification, report, opinion, or review rendered by the external auditor, for the purpose of approval or recommending their approval to the Board prior to their filing, issue or publication;
- (ii) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements (other than the public disclosure referred to in (i) above), as well as review any financial information and earnings guidance provided to analysts and rating agencies, and periodically assess the adequacy of those procedures; and
- (iii) discuss with the external auditor the quality and the acceptability of the International Financial Reporting Standards applied by management.

(e) **"Whistleblower" Procedures:**

- (i) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, financial disclosure, or auditing matters;
- (ii) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting, auditing or financial reporting and disclosure matters. For more information, see the Company's Whistleblower Policy; and

- (iii) investigate concerns, complaints and reports in respect of accounting and auditing matters submitted under the Company's Whistleblower Policy.

In all cases, the Committee will make recommendations, where appropriate, to the management of the Company and/or to the Board. The Board and management of the Company will ensure that the Committee has adequate funding to fulfil its mandate.

## 8. Revisions

Last updated and approved by the Board on November 5, 2022.