

GATOS SILVER, INC.

COMPENSATION AND NOMINATING COMMITTEE CHARTER

I. Statement of Purpose

The Compensation and Nominating Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board of Directors”) of Gatos Silver, Inc. (the “Company”). The purpose of the Committee is to assist the Board of Directors in discharging its responsibility relating to:

- (i) compensation of the Company’s Directors, executive officers, including the Chief Executive Officer (“CEO”), and such other employees as the Committee may determine (such officers and employees, “management”);
- (ii) identification of individuals qualified to become members of the Board of Directors, for the purpose of recommending Director nominees at each annual meeting of stockholders and nominees for election to fill any vacancies on the Board of Directors; and
- (iii) addressing related matters.

The Committee shall also prepare and report on executive compensation and corporate governance for inclusion in the Company’s annual meeting proxy statement, shall develop and recommend to the Board of Directors corporate governance principles applicable to the Company and shall be responsible for leading the annual review of the Board of Directors’ performance.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board of Directors for approval.

B. *Members.* The members of the Committee shall be appointed by the Board of Directors and the Board of Directors may remove a member of the Committee at any time. Members of the Committee shall meet the independence requirements of applicable law and the applicable listing standards of all stock exchanges on which the Company is listed, the applicable policies of the Board of Directors, the requirements of an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended, and the requirements of a “non-employee director” for purposes of Section 16 of the Securities Exchange Act of 1934, as amended. Each member of the Committee shall have a working familiarity and understanding of applicable corporate governance, compensation or human resources practices and principles. The Committee shall be comprised of at least three members. The Board of Directors shall designate a Committee Chair.

C. *Meetings.* In order to discharge its responsibilities, the Committee shall each year establish a schedule of meetings. Additional meetings may be scheduled as required. The Corporate Secretary of the Company, or such individual as may be appointed by the Committee (“Committee Secretary”), shall act as secretary for Committee meetings and, upon receiving a request from any member of the Committee to schedule a meeting, shall arrange for such meeting to be held.

Unless otherwise provided herein, proceedings of the Committee shall be conducted in accordance with the rules and procedures applicable to meetings of the Board of Directors.

D. *Quorum; Action by Committee.* A quorum at any Committee meeting shall be at least two members. All determinations of the Committee shall be made by a majority of its members present at a

meeting duly called or held, except as specifically provided herein (or where only two members are present, by unanimous vote). Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee shall be fully as effective as if it had been made at a meeting duly called and held.

E. *Agenda, Minutes and Reports.* The Chair of the Committee, in consultation with management and the other members of the Committee, shall set meeting agendas. The Committee Secretary shall ensure that the agenda and any supporting material are circulated in advance of each Committee meeting. Minutes for all meetings of the Committee shall be prepared to document the Committee's discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee members to ensure an accurate final record and shall be approved at a subsequent meeting of the Committee. The Committee shall make regular reports to the Board of Directors.

F. *Performance Evaluation.* The Committee shall evaluate its performance on an annual basis, develop criteria for such evaluation and report to the Board of Directors on such evaluation.

III. **Responsibilities and Authority– Compensation Matters**

The following shall be the principal responsibilities and authority of the Committee related to compensation matters:

A. *Goals and Objectives; Compensation of CEO.* The Committee shall review and approve periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the CEO (including both base and incentive compensation), including the balance between short-term compensation and long-term incentives. The Committee shall evaluate the performance of the CEO in light of those goals and objectives and recommend to the Independent Directors the compensation level of the CEO based on such evaluation. The Chair of the Committee and Chair of the Board (or the Lead Director if the CEO is also the Chair of the Board) shall be responsible for communicating to the CEO the evaluation of his or her performance and the level of compensation approved for the CEO.

B. *Goals and Objectives, Compensation Levels of Other Executive Officers.* The Committee shall review and recommend to the Board periodically, but no less frequently than annually, the Company's goals and objectives relevant to compensation of the other executive officers of the Company. The Committee shall evaluate the performance of the other executive officers in light of those goals and objectives and shall recommend to the Board of Directors periodically, but no less frequently than annually, the compensation level (including both base and incentive compensation) and direct and indirect benefits of other executive officers of the Company.

C. *Incentive Compensation and Equity Based Plans.* In considering incentive compensation for the CEO and other executive officers of the Company, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative stockholder return (and other criteria) during such periods and the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards made in prior years. The Committee shall make recommendations to the Board of Directors with respect to the establishment and terms of incentive-compensation and equity-based plans and shall administer such plans when authorized by the Board of Directors, including determining any awards to be granted thereunder to management, including the CEO, and directors under any such plan implemented by the Company.

D. *Post-Service Arrangements.* The Committee shall evaluate the post-service (including severance) arrangements and benefits of the CEO and other members of management and their

reasonableness in light of practices at comparable companies and any benefits received by the Company in connection with such arrangements.

E. *Evaluation of Compensation Program.* The Committee shall review on a periodic basis the operation of the Company's compensation program to evaluate its coordination and execution, including alignment between risk management and compensation practices to avoid unnecessary risk taking, and shall recommend to the Board of Directors steps to modify compensation programs that provide benefits or payments that are not reasonably related or are disproportionate to the benefits received by the Company.

F. *Perquisite Policies.* The Committee shall establish and review periodically policies with respect to perquisites of the CEO and other members of management.

G. *Director Compensation and Perquisites.* The Committee shall periodically advise the Board of Directors with respect to Board of Directors and Committee compensation, as well as Director retirement policies and programs and perquisites, but no less frequently than annually. In considering Director compensation and perquisites, the Committee may take into consideration the relative responsibilities of the Chair of the Board and Directors in serving on the Board of Directors and its various Committees. Directors who are Company employees shall not be compensated for their services as Directors.

H. *Stock Ownership Guidelines.* The Committee shall review annually any stock ownership guidelines applicable to Directors and management of the Company and shall recommend to the Board of Directors revisions to such guidelines as appropriate.

I. *Review of Compensation Discussion and Analysis; Compensation Disclosures; Committee Report.* The Committee shall (i) review the Compensation Discussion and Analysis section proposed for inclusion in the Company's Annual Report on Form 10-K and annual meeting proxy statement and the related tabular and other disclosures about director and executive compensation; (ii) discuss the Compensation Discussion and Analysis section with management and recommend to the Board of Directors whether such section should be included in such Annual Report and proxy statement; and (iii) furnish for inclusion in such Annual Report and annual meeting proxy statement its report with respect to such discussion and recommendation as required by applicable law.

J. *Stockholder Relations regarding Compensation Matters.* The Committee shall manage the Board of Directors' relations with the Company's shareholders on executive compensation matters including the requirement to submit the Company's executive compensation program for an advisory vote by shareholders.

IV. Responsibilities and Authority– Corporate Governance, Nominating and Other Matters

The following shall be the principal responsibilities and authority of the Committee related to corporate governance, nominating and other matters:

A. *Director Selection Criteria.* The Committee shall recommend criteria to be approved by the Board of Directors for selecting nominees to stand for election as Directors, which shall reflect at a minimum any requirements of applicable law or listing standards, as well as a candidate's strength of character, judgment, business experience, specific areas of expertise, factors relating to the composition of the Board of Directors (including its size and structure) and principles of diversity.

B. *Director Recruitment.* The Committee shall consider (in consultation with the Chair of the Board of Directors and the CEO) and recruit candidates to fill positions on the Board of Directors,

including vacancies resulting from the removal, resignation or retirement of any Director, an increase in the size of the Board of Directors, or otherwise. The Committee shall also review any candidate recommended by the stockholders of the Company in light of the Committee's criteria for selection of nominees to stand for election as Directors. As part of this responsibility, the Committee shall be responsible for conducting, subject to applicable law, any and all inquiries into the background and qualifications of any candidate for the Board of Directors and such candidate's compliance with the independence and other qualification requirements established by the Committee.

C. *Reconsideration of Directors for Re-Election.* In connection with its annual recommendation of a slate of nominees, the Committee shall assess the contributions of those Directors selected for re-election, and shall at that time review its criteria for Board of Directors candidates in the context of the Board evaluation process and other perceived needs of the Board of Directors. Final approval of any candidate shall be determined by the full Board of Directors.

D. *Recommendation to Board of Directors.* The Committee shall recommend the Director nominees for approval by the Board of Directors and the stockholders.

E. *Director Removal Guidelines; Majority Vote Policy.* The Committee shall establish and recommend to the Board of Directors guidelines for the removal of members of the Board of Directors. If any Director submits his or her resignation pursuant to the Majority Vote Policy of the Board of Directors, the Committee will promptly review the tendered resignation and recommend any action to the full Board.

F. *Governance Guidelines and Governance Principles.* The Committee shall recommend to the Board of Directors corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board of Directors and its Committees. The Committee shall also recommend other governance principles and policies for the Company. The corporate governance guidelines and other governance principles and policies shall be reviewed no less frequently than annually by the Committee, and the Committee shall make recommendations to the Board of Directors with respect to changes to the guidelines and other governance principles and policies.

G. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board of Directors with respect to the charters, structure and operations of the various committees of the Board of Directors and qualifications for membership thereon, including policies for removal of members and rotation of members among other committees of the Board of Directors. The Committee shall also make recommendations to the Board of Directors regarding which Directors should serve on the various committees of the Board of Directors.

H. *Annual Evaluation of Board of Directors and Senior Management.* The Committee shall oversee the evaluation of the Board of Directors and executive officers of the Company. In discharging this responsibility, the Committee shall solicit comments from all Directors and report annually to the Board of Directors on the results of the evaluation. In addition, the Committee shall evaluate management's recommendations on the election of officers of the Corporation.

I. *Succession Planning.* The Committee shall review periodically with the Chair of the Board of Directors and the CEO (if not the same person), the succession plans relating to positions held by executive officers of the Company, including policies for CEO selection and succession in the event of incapacitation, retirement or removal of the CEO, and evaluations of, and development plans for, any potential successors to the CEO. The Committee shall also make recommendations to the Board of Directors with respect to the process for selection, and the selection, of individuals to occupy these positions.

J. *Preparation of Report for Annual Meeting Proxy Statement.* The Committee shall prepare the report required to be included in the Company's annual meeting proxy statement with respect to governance matters, in accordance with applicable rules and regulations.

K. *Access to Records, Consultants and Others.*

(1) The Committee shall have the sole authority and responsibility to engage and terminate any outside consultants, legal counsel and other advisers to assist in evaluating and determining appropriate compensation levels for the Directors, CEO and other members of management, and in evaluating and determining appropriate compensation plans and policies, and to approve the terms of any such engagement and the fees of any such consultants, counsel and other advisers. Before selecting such consultants, counsel and other advisers, the Committee shall take into consideration all factors relevant to such person's independence from management, including (a) other services such person provides to the Company, (b) the fees paid by the Company for such other services as a percentage of such person's total revenue, (c) the policies of such person that are designed to prevent conflicts of interest, (d) such person's business and personal relationships with Committee members and any executive officer of the Company, and (e) stock in the Company owned by such person, but shall not be required to employ only independent consultants, counsel or other advisers.

(2) In addition, the Committee shall have the sole authority and responsibility to engage or terminate any outside consultant, counsel and other advisers with respect to the identification of Director candidates and the nomination of members to the Board of Directors and with respect to any other responsibilities and authority of the Committee, and to approve the terms of any such engagement and the fees of any such consultant, counsel and other advisers.

(3) In discharging its responsibilities, the Committee shall have full access to any relevant records of the Company. The Committee may also request that any officer or other employee of the Company, the Company's outside counsel or any other person meet with any members of, or consultants to, the Committee.

(4) The Company shall provide funding to the Committee sufficient to pay engagement fees of the consultants, counsel and other advisers retained by the Committee, as well as necessary or appropriate administrative expenses of the Committee incurred in discharging its responsibilities.

L. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee comprised of one or more members of the Committee.

M. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation.

N. *Other Delegated Responsibilities.* The Committee shall also carry out such other duties that may be delegated to it by the Board of Directors from time to time.

Approved by the Board of Directors on October 8, 2020.