

GOLD RESOURCE CORPORATION
SUSTAINABILITY COMMITTEE
CHARTER

Approved April 24, 2023

Purpose:

The purpose of the Sustainability Committee (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 sustainable development, environmental, health, safety, technical operations, development, 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 (3) 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 Sustainability Committee shall include, but are not limited to:

1. Review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend changes to the Board;
2. Evaluate the functioning and effectiveness of the Committee and its members on an annual basis;
3. Review and discuss with management the sustainable development, environmental, health and safety, technical operations, and social and community policies and practices of the Company and, where appropriate, recommend revisions to those policies and practices to the Board;
4. Receive and review updates from management regarding the sustainability performance of the Corporation with relation to sustainable development, environmental, health and safety, technical operations, and social and community on behalf of the Board, to ensure that management is taking appropriate measures to address critical risks and to comply with relevant laws and regulations;
5. Review and report to the Board on the results of any material sustainability incident with relation to environmental, health and safety, technical operations, and social and community at any of the Corporation’s operations;
6. Investigate, or cause to be investigated, material negative Environmental and/or Health and Safety performance;
7. 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;
8. Review management’s response to all Environmental and/or Health and Safety audits and material incidents;

9. Periodically review management's plans and actions with respect to Environmental studies, permitting, sustainable development and support for communities within the area of the Company's operations;
10. Review and assess the effectiveness of the technical operations to include mining methods, process flow sheets, recoveries, cost of operations and other key activities and performance measures;
11. Review and assess mineral resource and reserve estimates (SK-1300 and 43-101 compliant) of the Company's projects and technical merits of resource expansion;
12. Periodically review geology, mineralization, and the drilling programs of the Company's projects;
13. Periodic review of development projects to include status, capital, operating costs, economic models, and other matters;
14. Review and approve annual disclosure relating to the Corporation's environmental, health and safety, technical operations, and social and community policies and activities;
15. Periodically review and report to the Board on the sufficiency of the resources available for carrying out the Company's environmental, health, safety, technical operations, development, social and community responsibilities and obligations;
16. 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;
17. 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; and,
18. Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board.

Meetings and Procedural Matters:

The Committee shall meet at least once quarterly 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.