

**ERO COPPER CORP.**  
**ENVIRONMENTAL, HEALTH, SAFETY AND SUSTAINABILITY COMMITTEE**  
**MANDATE**

**1. Purpose And Scope**

The Environmental, Health, Safety and Sustainability Committee (the “**Committee**”) of Ero Copper Corp. (the “**Company**”) is a committee of the Board of Directors (the “**Board**”) of the Company, to which the Board has delegated certain responsibilities relating to environmental, health, safety and sustainability matters. The Committee shall assist the Board in fulfilling its oversight responsibilities in respect of development, implementation and monitoring of the Company’s health, safety, environment and sustainability policies.

**2. Membership**

*Number of Members*

The Committee shall be composed of three or more members of the Board.

*Independence of Members*

Each member of the Committee shall be independent. “Independent” shall have the meaning, as the context requires, given to it in National Policy 58-201 *Corporate Governance Guidelines*, as may be amended from time to time.

*Term of Members*

The members of the Committee shall be appointed annually by the Board. Each member of the Committee shall serve at the pleasure of the Board until the member resigns, is removed, or ceases to be a member of the Board. Unless a Chair is elected by the Board, the members of the Committee may designate a Chair by majority vote of the full Committee membership.

**3. Meetings**

*Number of Meetings*

The Committee shall meet as many times as required to carry out its duties and responsibilities.

*Quorum*

No business may be transacted by the Committee at a meeting unless a quorum of the Committee is present. A majority of members of the Committee shall constitute a quorum.

*Minutes; Reporting to the Board*

The Committee shall maintain minutes or other records of meetings and activities of the Committee in sufficient detail to convey the substance of all discussions held. Upon approval of the minutes by the Committee, the minutes shall be circulated to the members of the Board. However, the Chair may report orally to the Board on any matter in her or his view requiring the immediate attention of the Board.

### *Attendance of Non-Members*

The Committee may invite to a meeting any officers or employees of the Company, legal counsel, advisors and other persons whose attendance it considers necessary or desirable in order to carry out its responsibilities.

### *Procedure*

The procedures for calling, holding, conducting and adjourning meetings of the Committee shall be the same as those applicable to meetings of the Board.

## **4. Duties and Responsibilities**

Subject to the powers and duties of the Board, the Board has delegated the following powers and duties to be performed by the Committee on behalf of and for the Board:

### *Oversight of Health, Safety, Environment and Sustainability Policies*

The Committee will:

- (a) provide oversight with respect to management's periodic review, evaluation and development, where necessary, of policies, practices and standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of health, safety, sustainability and environmental stewardship;
- (b) periodically review, with management, the risks and opportunities associated with health and safety; environmental matters including water, waste, biodiversity and air quality management as well as emissions and climate change; corporate social responsibility matters including engagement with host communities; and related matters, and review management's recommendations regarding the adoption of appropriate programs and procedures to address such risk and opportunities or, if required, make such recommendations;
- (c) at least annually, review with management the Company's loss prevention policies, tailings facility management, and emergency response plans and recovery programs;
- (d) periodically review and monitor with management, the Company's strategies and performance with respect to health, safety, sustainability and the environment;
- (e) periodically review and monitor the Company's policies and, if necessary, procedures and practices relating to the reporting of health, safety and environmental incidents with respect to the Company's employees, suppliers, contractors, consultants, facilities and operations, in compliance with regulatory laws;
- (f) review with management and legal counsel, the Company's current or pending legal actions by or against the Company, related to environmental, health and safety and sustainability issues;

- (g) receive and review reports regarding significant health, safety and environmental incidents, emerging issues, summaries of inspections or audits, and corrective actions taken in response to deficiencies;
- (h) monitor as well as review reports prepared by the Company with respect to health, safety, sustainability and the environment, including emerging potential physical and market-related risks to the Company's business associated with climate change, and review the Company's public communications and disclosure documents with respect to such matters, including the Company's annual sustainability report; and
- (i) periodically review steps taken by management to ensure that employees receive the training necessary to meet health, safety, sustainability and environmental standards set by law and policies set by the Company.

***Additional Duties and Responsibilities:***

The Committee will also:

- (a) facilitate information sharing with other committees of the Board as required to address matters of mutual interest or concern in response to health, safety, environmental and sustainability issues;
- (b) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations; and
- (c) periodically review this Mandate and recommend to the Board for its approval any modifications to this Mandate.

In addition, the Committee will perform such other functions as are assigned by law and the Company's Articles, and on the instructions of the Board.

***Functioning of Committee***

The Committee shall have unrestricted access to Company personnel and documents and the resources necessary to carry out its responsibilities.

**5. Independent Advisors**

The Committee shall have the authority to retain external legal counsel, consultants or other advisors to assist it in fulfilling its responsibilities and to set and pay the respective compensation for these advisors without consulting or obtaining the approval of the Board or any Company officer. The Company shall provide appropriate funding, as determined by the Committee, for the services of these advisors.

## **6. No Rights Created**

This Mandate is a statement of broad policies and is intended as a component of the flexible governance framework within which the committees of the Board assist the Board in directing the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company's Notice of Articles and Articles, it is not intended to establish any legally binding obligations.