

**SUNSHINE SILVER MINING & REFINING COMPANY**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

**I. Statement of Purpose**

The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board of Directors”) of Sunshine Silver Mining & Refining Company (the “Company”). The purpose of the Committee is to assist the Board of Directors in discharging its responsibility relating to:

- (i) 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;
- (ii) oversight of the Company’s corporate governance structure and monitoring compliance with the Company’s Code of Business Conduct and Ethics (the “Ethics Code”);
- (iii) assisting in the evaluation of the overall efficiency and performance of the Board; and
- (iv) addressing related matters.

The Committee shall also prepare and report on 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 and the applicable policies of the Board of Directors. Each member of the Committee shall have a working familiarity and understanding of applicable corporate governance 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 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.

### **III. Principal Responsibilities and Authority**

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, except to the extent that any such positions or vacancies are subject to appointment or nomination rights granted to certain stockholders. 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, subject to any such stockholder appointment or nomination rights. 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, except where such review or inquiry is inconsistent with the rights of any stockholder to appoint or nominate directors.

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 of Director evaluation process and other perceived needs of the Board of Directors, except to the extent that any such directors are subject to appointment or nomination rights granted to certain stockholders. 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 set forth in the Corporate Governance Guidelines, 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 Corporate Governance 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. *Director Education.* The Committee shall periodically review and make recommendations about ongoing education for incumbent directors and about appropriate orientation for new directors.

J. *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.

K. *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.

L. *Stockholder Engagement and Proposals.* The Committee shall oversee the Company's engagement with stockholders and proxy advisory firms, including with respect to stockholder proposals and sustainability matters.

M. *Director Time Commitments.* Annually, the Committee shall review each director's time commitments, considering other public company board memberships and leadership roles, and determine whether or not each director has adequate time to commit to their responsibilities as a director.

N. *Oversight of the Ethics Code.* In coordination with the Audit Committee, the Committee shall review and monitor compliance with the Ethics Code, investigate any alleged breach or violation of the Ethics Code, and enforce the provisions of the Ethics Code, it being understood that the Audit Committee shall have primary responsibility for aspects of the Ethics Code that relate to financial statement and reporting issues and related party transactions, and the Committee shall generally have primary responsibility for other aspects of the Ethics Code.

O. *Oversight of Corporate Sustainability Metrics and Reporting.* In coordination with the Technical, Safety and Sustainability Committee, the Committee shall review the sustainability goals and metrics against which the Company's performance can be evaluated, work with management to set appropriate goals and targets and review the Company's progress against those goals and targets.

P. *Oversight of AI Governance & Technology.* The Committee shall monitor the Company's use of artificial intelligence, machine learning, advanced analytics, and automated decision systems (collectively, "AI"), assess alignment with the Company's business and sustainability objectives, responsible AI standards and compliance considerations and oversee the adoption of ethical AI and technology guidelines and risk management structures as deemed appropriate by the Committee.

#### **IV. General Responsibilities and Authority**

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

(1) 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.

(2) 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.

(3) 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.

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

C. *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.

D. *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 May 10, 2026.

Effective as of June 3, 2026.