



SAFETY, HEALTH AND ENVIRONMENT COMMITTEE CHARTER

AYA GOLD & SILVER INC. (the "Corporation")

1. PURPOSE

The Safety, Health and Environment Committee (the "**Committee**") is a committee of the board of directors (the "**Board**") of the Corporation.

The members and the chair of the Committee (the "**Chair**") are appointed by the Board on an annual basis (or until their successors are duly appointed). The Committee oversees the Corporation's approach with respect to safety, health and environmental matters.

The Committee has the authority to delegate to one or more of its members the final approval of any of the matters referred to in this Charter.

2. COMPOSITION

The Committee shall be comprised of three or more directors as determined by the Board.

In the absence of the Chair, the members of the Committee may designate a chair from among its ranks for a particular meeting.

3. RESPONSIBILITIES

The Committee's responsibilities include, without limitation to its general charter:

- (1) Overseeing the Corporation's overall corporate responsibility strategy, including a corporate responsibility policy framework and initiatives to promote safety, health and responsible environmental stewardship, while maintaining and developing positive relationships with communities in which the Corporation operates;
- (2) Reviewing any annual disclosure relating to the Corporation's safety, health and environment policies and activities;
- (3) Overseeing the effectiveness of the Corporation's policies, systems and monitoring processes in place to manage the safety and health of employees and the Corporation's environmental impacts;
- (4) Reviewing the safety, health and environmental policies and procedures and recommend improvements, if any;
- (5) Request investigation of any extraordinary negative safety, health or environmental incidents where appropriate;

- (6) Receiving reports from management regarding compliance with safety, health and environmental legislation, licences, the policies and systems in place to monitor such compliance;
- (7) If convenient, making periodic visits to selected site at the Corporation's properties or operations' locations in order to become familiar with the nature of the operations, and to review relevant objectives, procedures and performance with respect to health, safety and environment; and
- (8) Overseeing management's mitigation of material risks related to safety, health and environmental matters and as otherwise assigned by the Board; and
- (9) Exercising 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.

4. GENERAL PROVISIONS

- (1) Meetings of the Committee are held at least twice a year and as many additional times as the Committee considers necessary to carry out its duties effectively;
- (2) Unless otherwise provided in this charter, the Committee shall fix its own procedures, keep records of its proceedings and report to the Board at the next meeting of the Board;
- (3) The quorum for the transaction of business at any meeting of the Committee shall be a majority of the members of the Committee;
- (4) At all meetings of the Committee, every item brought to resolution shall be decided by a majority of the votes cast. In case of an equality of votes, the Chair shall not be entitled to a deciding or casting vote;
- (5) At each Committee meeting, members shall meet without management present;
- (6) When it considers necessary or advisable to do so, the Committee may retain, at the Corporation's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its charter. The Committee shall have the sole authority to retain and terminate any such consultant or advisor;
- (7) The Committee shall annually assess the adequacy of this Charter and recommend any changes to the Board for approval; and
- (8) The Committee shall perform any other activities consistent with this charter, applicable laws and stock exchange rules, and otherwise as the Committee considers necessary or appropriate.