

# **Executive Committee Charter**

## **Appointment**

The Board of Directors of Coeur Mining, Inc. (the “Company”) by a resolution adopted by a majority of the full Board of Directors, may designate three (3) or more of its members to constitute an executive committee. The designation of such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any member thereof, of any responsibility imposed by law.

## **Authority**

The executive committee, when the Board of Directors is not in session, shall have and may exercise all of the authority of the Board of Directors except to the extent, if any, that such authority shall be limited by law, the resolution appointing the executive committee, the Certificate of Incorporation of the Company, as from time to time amended or restated, and the By-laws of the Company, as from time to time amended or restated.

## **Tenure and Qualifications**

Each member of the executive committee shall hold office until the next regular annual meeting of the Board of Directors following his or her designation and until his or her successor is designated as a member of the executive committee and is elected and qualified.

## **Meetings**

Regular meetings of the executive committee may be held without notice at such times and places as the executive committee may fix from time to time by resolution. Special meetings of the executive committee may be called by any member thereof upon not less than one day’s notice stating the place, date and hour of the meeting, which notice may be written or oral. Any member of the executive committee may waive notice of any meeting and no notice of any meeting need be given to any member thereof who attends in person. The notice of a meeting of the executive committee need not state the business proposed to be transacted at the meeting.

## **Quorum**

A majority of the members of the executive committee shall constitute a quorum for the transaction of business at any meeting thereof, and action of the executive committee must be authorized by the affirmative vote of a majority of the members present at a meeting at which a quorum is present.

## **Action without A Meeting**

Any action required or permitted to be taken by the executive committee at a meeting may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members of the executive committee.

## **Vacancies**

Any vacancy in the executive committee may be filled by a resolution adopted by a majority of the full Board of Directors.

## **Resignations and Removal**

Any member of the executive committee may be removed at any time with or without cause by resolution adopted by a majority of the full Board of Directors. Any member of the executive committee may resign from the executive committee at any time by giving written notice to the President or Secretary of the corporation, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

## **Procedure**

The executive committee shall elect a presiding officer from its members. It shall keep regular minutes of its proceedings and report the same to the Board of Directors for its information at the meeting thereof held next after the proceedings shall have been taken.

*Last amended and approved by the Board of Directors on May 13, 2019.*