

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

As of May 15, 2017

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.

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 his or her 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) develop policies and maintain standards of performance that meet or exceed legal and regulatory requirements and industry standards in the areas of health, safety and environmental stewardship;
- (b) identify risks related to the environment, health and safety and, recommend the adoption of appropriate programs and procedures to reduce such risks;
- (c) periodically review, with management, the Company's loss prevention policies and emergency response plans and recovery programs;
- (d) periodically review the Company's strategies 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, contractors, consultants, facilities and operations, in compliance with regulatory laws;
- (f) review with management and legal counsel, the Company's current or pending legal action by or against the Company, related to environmental, health and safety issues;
- (g) 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) review reports prepared by the Company with respect to health, safety, sustainability and the environment, if and when required, including for inclusion in the disclosure documents of the Company;

- (i) require management to take steps to ensure that employees receive the training necessary to meet health, safety and environmental standards set by law and policies set by the Committee; and
- (j) require management to regularly monitor and report on the Company's health, safety, environmental and sustainability performance.

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; and
- (b) report regularly to the Board on its activities, including the results of meetings and reviews undertaken, and any associated recommendations.

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.

Duties and Responsibilities of the Chair

The Chair of the Committee shall be principally responsible for overseeing the operations and affairs of the Committee and, in particular, will:

- (a) provide leadership to foster the effectiveness of the Committee;
- (b) ensure there is an effective relationship between the Board and the Committee;
- (c) in consultation with the other members of the Committee and the Board, where appropriate, prepare the agenda for each meeting of the Committee;
- (d) ensure that all Committee members receive the information required for the proper performance of their duties, including information relevant to each meeting of the Committee;
- (e) chair Committee meetings, including stimulating debate, providing adequate time for discussion of issues, facilitating consensus, encouraging full participation and discussion by individual members and confirming that clarity regarding decision-making is reached and accurately recorded;

- (f) ensure that an appropriate system is in place to evaluate the performance of the Committee as a whole, the Committee's individual members, and make recommendations for changes when appropriate; and
- (g) provide such additional services as required by the Board.

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.