

## COMPENSATION AND CORPORATE GOVERNANCE COMMITTEE CHARTER

### AMERICAS SILVER CORPORATION

#### 1. Role of the Committee

The role of the Compensation and Corporate Governance Committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its corporate governance and director nominating responsibilities as well as overseeing certain compensation and succession planning matters of Americas Silver Corporation (the “**Company**”). This role requires that the Committee attend to the following:

- (a) Develop and recommend to the Board of Directors of the Company (the "Board") criteria for selecting new directors;
- (b) Assist the Board by identifying individuals qualified to become members of the Board and senior management (consistent with criteria approved by the Board);
- (c) Recommend to the Board the director nominees for the next annual meeting of shareholders and for each committee of the Board and the chair of each committee;
- (d) Review evaluations of senior management in conjunction with the Chief Executive Officer ("CEO");
- (e) Ensure appropriate succession planning systems and processes relating to senior management;
- (f) Develop and oversee compensation guidelines and structures for the Board and senior management including salaries, annual and long-term incentive plans and plans involving share options, share issuances and share unit awards;
- (g) Develop and oversee pension and benefit plans and share ownership guidelines;
- (h) Develop and recommend to the Board appropriate corporate governance principles for the Company;
- (i) Recommend to the Board procedures for the conduct of Board meetings, and the proper discharge of the Board's mandate;
- (j) Oversee the annual review of the Board, its committees' and individual directors' performance and the assessment of the Board and committees charters; and
- (k) Undertake such other initiatives that may be necessary or desirable to enable the Board to provide effective corporate governance.

**2. Membership**

- (a) Members of the Committee shall be appointed by the Board, and shall be made up of at least three (3) members of the Board.
- (b) The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of shareholders at which directors are elected, provided that if the appointment of members of the Committee is not so made, the directors who are then serving as members of the Committee shall continue as members until their successors are appointed. The Board may appoint a member to fill a vacancy that occurs in the Committee between annual elections of directors.
- (c) Any member of the Committee may be removed from the Committee by a resolution of the Board.
- (d) The Board shall appoint a Chair of the Committee who shall be an independent non-executive director. In the absence of a chairman and/or an appointed deputy, the remaining members present shall elect one of the members present to chair the meeting.
- (e) Each of the members of the Committee shall meet the Company's standards of director "independence" in accordance with applicable legislation and stock exchange requirements including Sections 803A and 805 of the NYSE MKT Company Guide (the "Company Guide"), and shall have or develop an understanding of senior management resources, of compensation principles and practices and of corporate governance principles and practices.

**3. Meetings and Procedure**

- (a) The General Counsel/Corporate Secretary or such other appropriate designee shall act as the Secretary of the Committee.
- (b) The quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine.
- (c) The powers of the Committee may be exercised at a duly convened meeting at which a quorum of the Committee is present in person or by telephone or other electronic means or by a resolution signed by all members entitled to vote on that resolution at a meeting of the Committee.
- (d) Each member (including the chair) is entitled to one (but only one) vote in Committee proceedings.
- (e) The Committee shall meet at least twice per year and more frequently as circumstances require at such times and places as the Chair of the Committee may determine.
- (f) The Committee shall meet separately, periodically, with senior management and may request any member of the Company's senior management or the Company's outside counsel to attend meetings of the Committee or with any members of, or advisors to, the Committee.

- (g) CEO may be present at meetings of the Committee to determine executive compensation other than his or her own. The Committee may also meet in camera at each of its regularly scheduled meetings.
- (h) Meetings of the Committee shall be summoned by the Secretary of the Committee at the request of its members. The Chair shall develop and set the Committees agenda, in consultation with other members of the Committee, the CEO, the General Counsel/Corporate Secretary and other members of senior management as required.
- (i) Unless otherwise agreed, notice of each meeting confirming the venue, time and date together with an agenda of items to be discussed shall be forwarded to each member of the Committee and any other person requested or required to attend, no fewer than three (3) working days prior to the meeting, or such period as may be reasonably necessary in the circumstances as determined by the Chair. Supporting materials shall be sent to the members of the Committee and to other attendees as appropriate, at the same time or at such time as is practicable to enable appropriate review.
- (j) The Secretary of the Committee or appropriate designee shall minute the proceedings and resolutions of all Committee meetings. Minutes of the Committee meetings shall be circulated to all members of the Committee for their approval and will be made available to the Board in due course.
- (k) The Committee may delegate authority to individual members and subcommittees of its members where the Committee determines it is appropriate to do so.

#### **4. Responsibilities**

- (a) Director Candidate Nomination and Appointment – The Committee shall:
  - (i) Review annually the competencies, skills and personal qualities required of directors to add value to the Company in light of the opportunities and risks facing the Company and the Company's proposed strategies and the need to ensure that a majority of the Board is comprised of individuals who meet the independence requirements of applicable legislation, securities regulation and stock exchange requirements;
  - (ii) Oversee an appropriate orientation and education for new directors, in co- operation with the Company's senior management, in order to familiarize them with the Company and its business (including the Company's reporting structure, strategic plans, significant financial, accounting and risk issues, compliance programs and policies, senior management and the independent auditor);
  - (iii) Actively seek individuals qualified (in the context of the Company's needs and any formal criteria established by the Board) to become members of the Board for recommendation to the Board;
  - (iv) The Board will also consider the length of service of each director as well as the level of representation of women on the Board, and in addition to gender diversity may also favorably consider diversity of race, nationality or other attributes in the assessment of Board composition; and

- (v) Review and recommend to the Board the membership and allocation of directors to the various committees of the Board, and the chairs thereof.
- (b) Compensation – The Committee shall:**
- (i) At least annually, review with the CEO the long term goals and objectives of the Company which are relevant to the CEO's compensation, evaluate the CEO's performance in light of those goals and objectives, determine and recommend to the independent directors for approval the CEO's compensation based on that evaluation and report to the Board thereon. In determining the CEO's compensation, the Committee shall consider the Company's performance, the value of similar incentive awards to chief executive officers at comparable companies, and the awards given to the CEO in past years, with a view to maintaining a compensation program for the CEO at a fair and competitive level, consistent with the best interests of the Company;
  - (ii) At least annually (and upon appointment), in consultation with the CEO, review and make recommendations to the Board with respect to the process and criteria used to evaluate the performance of senior management (i.e. direct reports to the CEO) and the compensation thereof (including incentive- compensation plans, equity-based plans, the terms of any employment agreements, severance arrangements, and change in control arrangements or provisions, and any special or supplemental benefits), with a view to maintaining a compensation program for the senior management at a fair and competitive level, consistent with the best interests of the Company;
  - (iii) Periodically review and make recommendations to the Board with respect to compensation of directors, the Chairman of the Board and those acting as committee chairs to, among other things, ensure their compensation appropriately reflects the responsibilities they are assuming;
  - (iv) Regularly review the efficacy of incentive compensation programs and equity- based compensation programs for the Company's directors, officers and employees, including share ownership guidelines and, when necessary, make recommendations to the Board regarding the role and design thereof;
  - (v) Fix and determine (and, as it determines to be appropriate, delegate the authority to fix and determine) awards (and the vesting criteria thereof) to employees of units or stock or stock options pursuant to any of the Company's equity or non-equity based plans now or from time to time in effect or otherwise as permitted by applicable legislation, securities regulation and stock exchange requirements and exercise such other power and authority as may be permitted or required under those plans;
  - (vi) In co-operation with the Company's senior management, oversee the human resources policies and programs which are of strategic significance to the Company and make recommendations thereon, as required, to the Board; and
  - (vii) Review all executive compensation disclosure prior to public disclosure of this information by the Company.

- (c) **Succession Planning** – The Committee shall: Periodically review with the Board the succession plans relating to the position of the CEO and other senior positions and make recommendations to the Board with respect to the selection of individuals to occupy these positions.
- (d) **Corporate Governance and Compliance** – The Committee shall:
- (i) Review from time to time the size, number of directors who are independent and overall composition of the Board to ensure that the Board is constituted in a way that can best help the Company thrive;
  - (ii) Establish procedures for the receipt of comments from all directors with respect to their views on the effectiveness of the Board, its committees and individual directors, which is to be included in an annual assessment of the Board's performance;
  - (iii) In conjunction with the foregoing review the practices of the Board (including for example separate meetings of non-management directors and of independent directors) to ensure compliance with the Corporate Governance Policies and Procedures of the Company;
  - (iv) At least annually, review the adequacy of the Corporate Governance Policies and Procedures including the Code of Business Conduct and Ethics of the Company and recommend any proposed changes to the Board for approval;
  - (v) Be responsible for overseeing the Company's Code of Business Conduct and Ethics and including granting any waivers from its application and reviewing senior management's monitoring of compliance with that code;
  - (vi) Monitoring and making recommendations with respect to the Company's Corporate Disclosure and Securities Trading Policy and compliance therewith;
  - (vii) At least annually, review the powers, mandates and performance, and the membership of the various committees of the Board and, if appropriate, make recommendations to the Board; and
  - (viii) At least annually, review the relationship between senior management and the Board and, if appropriate, make recommendations to the Board with a view to ensuring that the Board is able to function independently of senior management.
- (e) **Other**
- (i) The Committee may undertake such other initiatives as may be necessary or desirable to fulfill its duties and shall consider such other matters as the Board may from time-to-time refer to it.
  - (ii) Nothing contained in this Charter is intended to expand applicable standards of conduct under statutory or regulatory requirements for the directors of the Company or the members of the Committee

**5. Reporting Responsibilities**

- (a)** The Committee shall report to the Board on a regular basis, and in any event:
  - (i) At least annually, with an assessment of the performance of the Board, its committees and individual directors and discuss the report with the full Board;
  - (ii) Before the public disclosure by the Company of directors' and officers' remuneration in its management information circular; and
  - (iii) As required by applicable legislation, regulatory requirements and policies of applicable securities administrators.
- (b)** The Compensation and Corporate Governance Committee shall report on the following:
  - (i) The Company's system of corporate governance practices for inclusion in the management information circular or other public disclosure documents of the Company;
  - (ii) The extent (if at all) to which the Company does not comply with the corporate governance guidelines of applicable legislation, regulatory requirements and policies of applicable securities administrators; and
  - (iii) The Company's executive compensation as required by applicable legislation, regulatory requirements and policies of applicable securities administrators.

**6. Authority** – The Committee is authorized to:

- (a)** Retain (at the Company's expense) and receive advice or commission reports from special advisors as the Committee determines to be necessary to permit it to carry out its duties. For greater certainty the Committee has the authority to appoint and, if appropriate, terminate any consultant used to identify director candidates or to assist in the evaluation of director, CEO or senior management compensation and to approve the consultant's fees and other retention terms and as part of any such engagement, the Committee shall consider the independence of any compensation consultant, legal counsel or other advisor pursuant to the categories set out in Section 805(c) of the Company Guide; and
- (b)** Seek any information it requires directly from employees. Any meetings or contacts that a committee member wishes to initiate should normally be arranged through the CEO or General Counsel. The committee members will use their judgment to ensure that any such contact is not disruptive to the business operations of the Company. Directors are normally expected to provide a copy or otherwise inform senior management as applicable of communications with employees of the Company.

- 7. Annual Evaluation** – Annually, the Committee shall, in a manner it determines to be appropriate:
- (a)** Conduct a review and evaluation of the performance of the Committee and its members, including the compliance of the Committee with this Charter;
  - (b)** Review and assess the adequacy of this Charter and any position description for the Committee Chair and recommend to the Board any improvements to this Charter or the position description that the Committee determines to be appropriate, except for minor technical amendments to this Charter, authority for which is delegated to the Corporate Secretary, who will report any such amendments to the Board at its next regular meeting; and
  - (c)** Complete such other reviews and evaluations as are otherwise contemplated by this Charter including Section 4(a), (b), (c) and (d); and Section 5(a).

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***Approved by the Board of Directors on December 15, 2016***