

## AMERICAS SILVER CORPORATION

### SUSTAINABILITY & TECHNICAL COMMITTEE CHARTER

#### 1. Role of the Committee

The role of the Sustainability & Technical Committee (the “**Committee**”) is to assist Board of Directors (the “**Board**”) in *reviewing* sustainability matters, including environmental, health safety, and technical and operational matters, policies and programs of Americas Silver Corporation and its subsidiaries (the “**Company**”) and overseeing the Company’s performance in such areas.

#### 2. Membership

- (a) The Committee shall be composed of not less than three (3) directors, the majority of whom shall be independent directors.
- (b) Each member of the Committee should have a general familiarity with the mining industry, including environmental, health, and safety. At least one member of the Committee should have an extensive background in mining operations.
- (c) Members of the Committee shall be appointed by the Board following the annual meeting of the shareholders of the Company. Each member shall continue to be a member of the committee until a successor is appointed, unless the member resigns, is removed by the Board or ceases to be a director. The Board may fill a vacancy that occurs in the Committee at any time.
- (d) The Board or, in the event of its failure to do so, the members of the Committee, shall appoint, following the annual meeting of the shareholders of the Company, a Chair from among their number. Such Chair shall serve as a liaison between members and each of the Board and senior management.

#### 3. Responsibilities – In addition to such other duties as may be delegated by the Board the Committee’s Responsibilities shall include:

- (a) Reviewing and monitoring the sustainability (including environmental, health and safety) policies, systems and activities of the Company on behalf of the Board and seeking assurance that the Company is in compliance with applicable laws, regulations and the conditions of applicable permits and licences;
- (b) Reviewing quarterly environmental health and safety reports prepared by management;
- (c) Periodically reviewing specific environmental and health issues and incidents to advise the Board, whether the Company is taking all necessary action in respect of those matters and whether the Company has been duly diligent in carrying out its responsibilities and activities in that regard;
- (d) Reviewing results of operational, environment, health and safety audits conducted by management and outside advisors;
- (e) Ensuring that principle areas of sustainability (including environmental, health and safety) risk and potential impacts are identified by management to protect the Company’s license to operate, and that these risks and their mitigation plans are reviewed periodically;

- (f) Review the assumptions and methodology underpinning of the Company's mineral reserve and mineral resource estimates and satisfy itself that the judgement exercised was reasonable. Recommend Board approval of technical reports and annual mineral reserve and mineral resource estimates.
- (g) Review technical and operational matters on behalf of the Board, which may include reviewing:
  - (i) the annual budget and the life of mine plan for each operating mine;
  - (ii) significant technical risks, mitigation strategies and opportunities associated with the Company's mines and projects;
  - (iii) exploration, geological, mining, metallurgical and other technical issues of significant concern; and
  - (iv) technical merits associated with potential new projects or acquisitions.
- (h) Making visits, as the Committee or individually if necessary, to mine sites in order to become familiar with the nature of the operations and to review relevant objectives, procedures and performances with respect to sustainability matters, , and technical and operational matters; and
- (i) Reviewing the scope of potential liabilities in the areas of focus of the Committee and the adequacy of the systems that are in place to manage those liabilities.

#### **4. Reporting**

- (a) The Committee Chair shall make periodic reports to the Board, as requested on environmental, health, safety and community development matters relative to the Company.
- (b) The Committee will keep a record of discussions by maintaining minutes of its meetings and providing an oral report at the next Board meeting.<sup>1</sup>

#### **5. Meetings and Procedure** – The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members thereof provided that:

- (a) A quorum for meetings shall be a majority of the members;
- (b) The Committee shall meet at least semi-annually;
- (c) Unless otherwise agreed, notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least three (3) days prior to the meeting with supporting materials at the same time or at such time as is practicable to enable appropriate review in the circumstances; and

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<sup>1</sup>The General Counsel/Corporate Secretary or such other appropriate designee shall act as the Secretary of the Committee.

- (d) A resolution in writing signed by all directors entitled to vote on such resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

**6. Other**

- (a) The Committee shall, on an annual basis (in a manner it deems appropriate), review and assess the adequacy of this Charter and evaluate the performance of the Committee and its members.
- (b) In accordance with the *Board Mandate*, the Committee shall have the power to 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. The Committee may also 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.
- (c) The Committee may form and delegate authority to individual members and subcommittees where the Committee determines it is appropriate to do so.
- (d) 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.
- (e) 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.

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