



PAN AMERICAN
— SILVER —

MANDATE OF THE CHAIRMAN OF THE BOARD

The Chairman provides effective leadership to the board of directors (the "**Board**") in the governance of Pan American Silver Corp. (the "**Company**"). The Chairman sets the "tone" for the Board and its members to foster ethical and responsible decision-making, appropriate oversight of management and best corporate governance practices.

A principal responsibility of the Chairman of the Board (the "**Chairman**") will be to manage and act as the chief administrative officer of the Board with such duties and responsibilities as the Board may establish from time to time.

APPOINTMENT

The Chairman shall be a duly elected or appointed member of the Board and will be appointed each year; and have the competencies and skills recommended by the Nominating and Governance Committee.

The performance of the Chairman will be evaluated annually by the Board and the Chairman may be removed or replaced at any time by the Board if the Chairman's performance does not meet the expectations of the Board, such vacancy shall be filled by Board appointment.

DUTIES AND RESPONSIBILITIES

Managing the Board

The Chairman shall have the following responsibilities:

- a. with the Board, to lead, manage and organize the Board, consistent with the approach to corporate governance practices adopted by the Board from time to time and to ensure the Board is accountable for the Company's overall approach to governance issues;
- b. except as otherwise authorized by the by-laws of the Company, to preside as chair at all Board meetings;
- c. with the Chief Executive Officer ("**CEO**"), to set the agenda of the Board and shareholders' meetings in consultation with the corporate secretary of the Company;
- d. to ensure that all business set out in the agendas of Board meetings is discussed and brought to resolution, as required;
- e. to assist the committees and committee chairs to bring important issues forward to the Board for consideration and resolution;
- f. to provide the Board, the Board committees and individual directors with leadership to assist them to carry out their duties and responsibilities effectively and efficiently, and independently from management;
- g. to ensure that the Board meets in separate, regularly scheduled, non-management, in-camera sessions;



- h. to ensure the responsibilities of the Board are effectively carried out in compliance with the Board Mandate and that the functions of the Board delegated to committees of the Board are carried out by the committees and reported to the Board and recorded as such;
- i. together with the CEO and the Nominating and Governance Committee, to actively participate in the recruitment, education and retention of directors;
- j. to ensure the Board represents and protects the interests of its shareholders;
- k. to foster ethical and responsible decision-making by the Board, the Board committees and individual directors;
- l. to ensure that the boundaries between Board and management responsibilities are clearly understood and respected and that relationships between Board and management are conducted in a professional and constructive manner;
- m. with the Nominating and Governance Committee, to respond to potential conflicts of interest situations;
- n. with the chair of the Nominating and Governance Committee, will ensure the effective and efficient operation of the Board, its committees and its individual; and
- o. assist the Nominating and Governance Committee in the evaluation of this mandate decides and any suggested amendments thereto.

Working with Management

The Chairman shall have the following responsibilities:

- a. to act as a liaison between the Board and the senior management of the Company including acting as an advisor to the CEO;
- b. to actively participate in the corporate development and growth of the Company;
- c. to assist the CEO in formulating the Company's corporate mission statement and overall strategy of the Company;
- d. to assist in securing any financings deemed by the Board to be necessary for the Company to maintain its operations and development and assist with the assessment of financing options including debt, equity and hybrid alternatives;
- e. to assist in ensuring the development of appropriate funding alternatives with the development of a strategy for negotiating with debt investors and equity underwriters;
- f. to ensure that an annual evaluation of CEO performance is conducted by the Nominating and Governance Committee and the Board; and
- g. to carry out such other duties and responsibilities as may be required of the Chairman by the Board from time to time.



Relations with Shareholders and other Stakeholders

The Chairman shall have the following responsibilities:

- a. except as otherwise authorized by the by-laws of the Company, to preside as chair at all meetings of the Shareholders;
- b. to ensure that the Shareholders meet at least once annually and as many additional times as required; and
- c. at the request of the CEO, to represent the Company to shareholders and external stakeholders, including local community groups, government and non-governmental organizations;