



**NOTICE OF  
2014 ANNUAL GENERAL AND SPECIAL  
MEETING OF SHAREHOLDERS**

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**INFORMATION CIRCULAR**

**APRIL 4, 2014**



***“Our mission is to be the world’s preeminent silver producer, with a reputation for excellence in discovery, engineering, innovation and sustainable development.”***

## **What’s inside**

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|   |    |
|---|----|
| Notice of our 2014 Annual General and Special Meeting of Shareholders.....          | i  |
| Management Information Circular.....  | 1  |
| About the Meeting.....  | 3  |
| Voting.....   | 5  |
| About the Nominated Directors.....  | 9  |
| About the Auditor.....  | 14 |
| Having a ‘Say on Pay’.....  | 15 |
| Corporate Governance.....   | 15 |
| Ethical Business Conduct.....   | 16 |
| About the Board.....  | 16 |
| Board Committees.....   | 17 |
| Summary of Attendance of Directors.....   | 21 |
| Director Compensation.....  | 22 |
| Executive Compensation.....   | 24 |
| Compensation Discussion and Analysis.....   | 24 |
| Components of Executive Compensation.....   | 33 |
| Summary Compensation Information.....   | 46 |
| Termination of Employment, Change in Responsibilities and Employment Contracts..... | 48 |
| Share Ownership and Holding Requirements.....                                       | 49 |
| Other Information.....  | 51 |



## Notice of our 2014 Annual General and Special Meeting of Shareholders

### When

Thursday, May 8, 2014  
2:00 p.m. (Vancouver time)

### Where

Malaspina Room at the Fairmont Waterfront Hotel  
900 Canada Place Way, Vancouver, British Columbia

We will cover five items of business:

1. Receive our consolidated financial statements for the financial year ended December 31, 2013 and the auditor's report thereon
2. Elect eight directors to hold office until our 2015 annual meeting of shareholders
3. Reappointment of Deloitte LLP as the independent auditor to hold office until our 2015 annual meeting of shareholders and authorize the directors to set the auditor's pay
4. An advisory resolution approving our approach to executive compensation
5. Other business

### Your vote is important.

You are entitled to receive this notice and vote at our 2014 annual meeting of shareholders if you owned common shares of Pan American Silver Corp. as of the close of business on March 31, 2014 (the record date for the meeting).

The accompanying Circular contains important information about what the meeting will cover, who can vote and how to vote. Please read it carefully.

If you have any questions about the procedures to be followed to qualify to vote at the meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free) at 1-800-564-6253.

### BY ORDER OF THE BOARD OF DIRECTORS

*(signed) Robert Pirooz*

Robert Pirooz,  
General Counsel and Director

Vancouver, British Columbia  
April 4, 2014



## Management Information Circular

You have received this management information circular (the *Circular*) because our records indicate that you owned Pan American common shares as of the close of business on March 31, 2014, (the *record date*) for the 2014 annual general and special meeting of shareholders to be held on Thursday, May 8, 2014 (the *Meeting*). You have the right to attend the Meeting and vote on various items of business in person or by proxy. You retain these rights if the Meeting is adjourned or postponed.

Both the Board of Directors (the *Board*) and management of Pan American encourage you to vote. Our management will be soliciting your vote for this Meeting and any Meeting that is reconvened if it is postponed or adjourned.

Management's solicitation of proxies will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by our directors, officers and employees of or by our registrar and transfer agent. We have retained Kingsdale Shareholder Services as our proxy solicitation agent for the meeting to whom customary fees for such services will be paid. We will bear all costs of solicitation.

Unless otherwise indicated, all currency amounts stated in this Circular are stated in the lawful currency of the United States.

This Circular is dated April 4, 2014. Unless otherwise stated, information in this Circular is as of March 31, 2014.

### Receiving Documents

This Circular is expected to be mailed to our shareholders on or about April 14, 2014 with a proxy or voting instruction form, in accordance with applicable laws.

This Circular and other materials are being sent to both registered and non-registered shareholders.

If you are a *registered* shareholder, send your completed proxy by fax or mail, or on the internet, to Computershare Investor Services Inc. They must receive your proxy by 2:00 p.m. (Vancouver time) on Tuesday, May 6, 2014, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in British Columbia) prior to the time of any adjournment or postponement of the Meeting. The chairman of the Meeting has the discretion to accept late proxy forms.

If you are a *non-registered* shareholder and you have received these materials from us or our agent, we have obtained your name, address and information about your shareholdings from your securities broker, custodian, nominee, fiduciary or other intermediary holding these securities on your behalf in accordance with applicable requirements of securities regulators. By sending these materials to you directly, we (and not your intermediary) have assumed responsibility for delivering them to you and executing your proper voting instructions. Please return your voting instructions as specified in the enclosed voting information form.

If you are a *non-registered* shareholder and object to us receiving access to your personal name and address, we have provided these documents to your broker, custodian, fiduciary or other intermediary to forward to you. Please follow the voting instructions that you receive from your intermediary. Your intermediary is responsible for properly executing your voting instructions.

In this document, *we, us, our, Pan American and the Company* mean Pan American Silver Corp.

*You, your and shareholder* mean holders of common shares of Pan American.

**Your vote is important.** This Circular describes what the Meeting will cover and how to vote. Please read it carefully and vote, either by completing the form included with this package or by attending the Meeting in person.

As a shareholder, you can decide if you want to receive our interim and annual financial statements and management's discussion and analysis (*MD&A*). To receive these materials, please complete the enclosed card to send us your instructions, complete the request contained on the form of proxy provided in connection with the Meeting or register online at [www.computershare.com/maillinglist](http://www.computershare.com/maillinglist).

### **Additional Information**

You can find financial information relating to Pan American in our comparative financial statements and MD&A for our most recently completed financial year. See our MD&A, financial statements and our annual information form (or Form 40-F) for additional information about us. These documents are available:

- on our website ([www.panamericansilver.com](http://www.panamericansilver.com))
- on SEDAR ([www.sedar.com](http://www.sedar.com))
- on EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml))

You can also request copies of these documents or additional copies of this Circular, free of charge by contacting our corporate secretary:

|                                     |  |
|-------------------------------------|--|
| Corporate Secretary                 | <a href="http://panamericansilver.com">panamericansilver.com</a> |
| Pan American Silver Corp.           | 604-684-1175 (call toll-free)                                    |
| 1500 – 625 Howe Street              | 604-684-0147 (fax)   |
| Vancouver, British Columbia V6C 2T6 |  |

Our Board has approved the contents of this Circular and have authorized us to send it to you. We have also sent a copy to each of our directors and our auditor.

### **BY ORDER OF THE BOARD OF DIRECTORS**

*(signed) Robert Pirooz*

Robert Pirooz,  
General Counsel and Director

Vancouver, British Columbia  
April 4, 2014

# About the Meeting

## Items of Business

We'll cover five items of business:

1. Receiving our consolidated financial statements for the financial year ended December 31, 2013, and the auditor's report
2. Electing eight directors to the board to hold office until the end of our 2015 annual meeting of shareholders
3. Appointing Deloitte LLP as our independent auditor and authorizing the directors to set the auditor's pay
4. 'Say on Pay'
5. Other business

Our transfer agent and registrar is Computershare Investor Services Inc. (*Computershare*).

They will act as scrutineer of the meeting and are responsible for counting the votes on our behalf.

### Receiving Our Financial Statements and the Auditor's Report

Our consolidated financial statements for the year ended December 31, 2013, and the auditor's report are included in our 2013 annual report, which is being mailed to all shareholders and is available on our website ([www.panamericansilver.com](http://www.panamericansilver.com)) and on SEDAR ([www.sedar.com](http://www.sedar.com)).

A representative from Deloitte LLP, the independent auditor for 2013, will be at the meeting to answer any questions.

### Electing Directors (see page 9)

You will vote on electing eight directors to the Board. The director nominees are:

|                    |                       |
|--------------------|-----------------------|
| Ross J. Beaty      | Geoffrey A. Burns     |
| Michael L. Carroll | Christopher Noel Dunn |
| Neil de Gelder     | Robert P. Pirooz      |
| David C. Press     | Walter T. Segsworth   |

Directors are elected for a one-year term, which expires at the end of our 2015 annual meeting of shareholders.

### Appointing the Independent Auditor and Setting the Auditor's Pay (see page 14)

You will vote on appointing our auditor. The Board, on the recommendation of the Audit Committee, has recommended that Deloitte LLP be reappointed as the independent auditor to serve until the end of our 2015 annual meeting of shareholders. You will vote on authorizing the Board to set the auditor's pay for the ensuing year.

### 'Say on Pay' (see page 15)

You will vote on our approach to executive compensation as disclosed in this Circular. Your vote is advisory and non-binding, and will provide the Board and the Human Resources and Compensation Committee with important feedback.

### Other Business

If other items of business are properly brought before the meeting, you (or your proxyholder, if you are voting by proxy) can vote as you see fit. As of the date of this circular, we are not aware of any other items of business to be considered at the meeting.

## **Quorum and Approval**

We need a quorum of shareholders to transact business at the Meeting. According to our articles of incorporation, a quorum for the transaction of business at a general meeting is two individuals who are shareholders, proxy holders representing shareholders or duly authorized representatives of corporate shareholders personally present and representing shares aggregating not less than 25% of the issued shares carrying the right to vote at that meeting.

# Voting

## Who Can Vote

You are entitled to receive notice of and vote at the Meeting to be held on May 8, 2014, if you held Pan American common shares as of the close of business on March 31, 2014, the record date for the Meeting.

Each share you own entitles you to one vote on each item of business to be considered at the Meeting.

## How to Vote

You can vote by proxy or voting instruction form or you can attend the Meeting and vote your shares in person.

## Voting by Proxy or Voting Instruction Form

Voting by proxy or by voting instruction form is the easiest way to vote. It means you are giving someone else (called your proxyholder) the authority to attend the Meeting and vote your shares for you.

There are different ways to submit your voting instructions, depending on whether you are a registered or non-registered shareholder.

### **Non-Registered Shareholders**

You are a non-registered (or beneficial) shareholder if your shares are registered in the name of:

- your bank, trust company, securities dealer or broker, trustee, administrator, custodian or other intermediary, who holds your shares in a nominee account; or
- a clearing agency, like CDS.

OBOs are *objecting beneficial shareholders* who do not want us to know their identity.

NOBOs are *non-objecting beneficial shareholders* that do not object to us knowing their identity.

Under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, we can deliver proxy-related materials directly to NOBOs. Our agent sends NOBOs the Meeting materials and a voting instruction form, along with instructions for completing the form and returning it to them. Our agent is responsible for following the voting instructions it receives, tabulating the results and then providing appropriate instructions to our transfer agent, Computershare.

If you are an OBO, we must send the Meeting materials to your intermediary so they or their service company can forward them to you, unless you've waived the right to receive certain proxy-related materials. The package should include a voting instruction form for you to complete with your voting instructions.

### **Questions about voting?**

Contact:

Computershare Investor Services Inc.  
Attention: Stock Transfer Services  
100 University Avenue  
8<sup>th</sup> Floor  
Toronto, Ontario M5J 2Y12

Tel: 1-800-564-6253  
(toll free)

### **The voting process is different depending on whether you are a registered or non-registered shareholder.**

You are a *registered* shareholder if your name appears on your share certificate.

You are a *non-registered* shareholder if your bank, trust company, securities broker, trustee or other financial institution holds your shares (your *nominee*). This means the shares are registered in your nominee's name, and you are the *beneficial* shareholder.

Be sure to follow the appropriate voting procedure carefully.



In order to vote using the voting instruction form:

- NOBOs: Fill in the voting instruction form you received with this package and carefully follow the instructions provided. You can send your voting instructions by phone or by mail or through the internet.
- OBOs: Sign and date the voting instruction form your intermediary sends to you, and follow the instructions for returning the form. Your intermediary is responsible for properly executing your voting instructions.

If you are a non-registered shareholder and would like additional information or assistance in completing your voting instruction form or in obtaining the required information to submit your vote on the matters to be dealt with at the meeting, you may contact Kingsdale Shareholder Services toll-free at 1-877-659-1825, or by email at [contactus@kingsdaleshareholder.com](mailto:contactus@kingsdaleshareholder.com).

### **Registered Shareholders**

You are a registered shareholder if you hold a share certificate in your name.

Our President and Chief Executive Officer, Geoffrey A. Burns, or failing him, our General Counsel, Robert P. Pirooz have agreed to act as the Pan American management proxyholders in connection with the Meeting. **You can appoint someone other than the Pan American management proxyholders to attend the Meeting and vote on your behalf.** If you want to appoint someone else as your proxyholder, strike out the names on the enclosed proxy form and print the name of the person you want to appoint as your proxyholder in the space provided. This person does not need to be a Pan American shareholder.

**On any ballot, your proxyholder must vote your shares or withhold your vote according to your instructions and if you specify a choice on a matter, your shares will be voted accordingly.** If there are other items of business that properly come before the Meeting, or amendments or variations to the items of business, your proxyholder has the discretion to vote your shares as he or she sees fit.

It is important you provide voting instructions with your proxy. If you appoint the Pan American management proxyholders, but do not tell them how to vote, your shares will be voted:

- **for** the nominated directors listed on the proxy form and in this Circular
- **for** reappointing Deloitte LLP as the independent auditor
- **for** authorizing the Board to set the auditor's pay
- **for** the advisory resolution on our approach to executive compensation

This is consistent with the voting recommendations of the Board. **If there are other items of business that properly come before the Meeting, or amendments or variations to the items of business, the Pan American management proxyholders will vote according to management's recommendation.**

If you appoint someone other than the Pan American management proxyholders to be your proxyholder, that person must attend and vote at the Meeting for your vote to be counted.

A proxy will not be valid unless it is signed by the registered shareholder, or by the registered shareholders' attorney with proof that they are authorized to sign. If you represent a registered shareholder who is a corporation or association, your proxy should have the seal of the corporation or association, where applicable, and must be executed by an officer or an attorney who has written authorization. If you execute a proxy as an attorney for an individual registered shareholder, or as an officer or attorney of a registered shareholder who is a corporation or association, you must include the original, or a notarized copy of the written authorization for the officer or attorney, with your proxy form.

If you are voting by proxy, you may vote by phone, by mail or on the internet.

Computershare must receive your proxy by 2:00 p.m. (Vancouver time) on Tuesday, May 6, 2014, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the province of British Columbia)

prior to the time set for the Meeting or any adjournment or postponement of the Meeting. The chairman of the Meeting has the discretion to accept late proxy forms.

#### Voting by Telephone:

You may vote your shares by telephone by dialling the following toll-free number from a touch tone telephone: 1-866-732-8683. If you vote by telephone, you will need your control number, which appears below your name and address on your proxy form.

#### Voting by Mail:

Complete your proxy form, including the section on declaration of residency, sign and date it, and send it to Computershare in the envelope provided.

If you did not receive a return envelope, please send the completed form to:

Computershare Investor Services Inc.  
Attention: Proxy Department  
100 University Avenue  
8th Floor  
Toronto, Ontario M5J 2Y1

#### Voting on the Internet:

Go to [www.investorvote.com](http://www.investorvote.com) and follow the instructions on screen. If you vote using the internet, you will need your control number, which appears at the bottom of the first page of your proxy form.

## **Attending the Meeting and Voting in Person**

### ***Non-Registered Shareholders***

- NOBOs: Follow the instructions on the voting instruction form. You must request a legal proxy form granting you the right to attend the Meeting and vote in person.
- OBOs: Follow the instructions on the voting instruction form from your intermediary, and request a proxy form, which grants you the right to attend the Meeting and vote in person.

When you arrive at the Meeting, make sure you register with a representative from Computershare so your voting instructions can be taken at the Meeting.

### ***Registered Shareholders***

Do not complete the enclosed proxy form if you want to attend the Meeting and vote in person. Simply register with a representative from Computershare when you arrive at the Meeting.

## **Send Your Voting Instructions Right Away**

Your vote will only be counted if Computershare receives your voting instructions before 2:00 p.m. (Vancouver time) on Tuesday, May 6, 2014, if you are submitting your voting instructions online or by telephone, or if you are sending the proxy form by mail.

Make sure the proxy form is properly completed and that you allow enough time for it to reach Computershare if you are sending it by mail.

If the Meeting is postponed or adjourned, Computershare must receive your voting instructions at least 48 hours before the Meeting is reconvened.

## **Changing Your Vote**

### ***Non-Registered Shareholders***

Only registered shareholders have the right to revoke a proxy.

Non-registered shareholders can change their vote:

- NOBOs: contact our agent on the voting instruction form right away so they have enough time before the Meeting to arrange to change their vote.
- OBOs: contact your intermediary right away so they have enough time before the Meeting to arrange to change the vote and, if necessary, revoke the proxy.

### ***Registered Shareholders***

You can revoke your proxy by sending a new completed proxy form with a later date, or a written note signed by you, or by your attorney if he or she has your written authorization. You can also revoke your proxy in any manner permitted by law.

If you represent a registered shareholder who is a corporation or association, your written note must have the seal of the corporation or association, and must be executed by an officer or an attorney who has their written authorization. The written authorization must accompany the revocation notice.

We must receive the written notice any time up to and including the last business day before the day of the Meeting, or the day the Meeting is reconvened if it was postponed or adjourned.

Send the signed written notice to:

Pan American Silver Corp.  
Suite 1500, 625 Howe Street  
Vancouver, British Columbia  
Canada, V6C 2T6  
Attention: Corporate Secretary

You can also give your written notice to the chairman of the Meeting on the day of the Meeting. If the Meeting has already started, your new voting instructions can only be executed for items that have not yet been voted on.

If you've sent in your completed proxy form and since decided that you want to attend the Meeting and vote in person, you need to revoke the proxy form before you vote at the Meeting.

## **Processing the Votes**

Our transfer agent, Computershare, or its authorized agents count and tabulate the votes on our behalf.

We will file the voting results of the Meeting on SEDAR ([www.sedar.com](http://www.sedar.com)) and EDGAR ([www.sec.gov/edgar.shtml](http://www.sec.gov/edgar.shtml)) after the Meeting.

## About the Nominated Directors

Our Board has determined that eight directors will be elected at the Meeting for the ensuing year based on the mix of skills and experience the Board believes are necessary to effectively fulfil its duties and responsibilities. All nominated directors served on our Board last year.

### ***Our Policy on Majority Voting***


We have adopted a majority voting policy where any nominee proposed for election as a director is required to forthwith tender their resignation if the director receives more *withheld* votes than *for* votes (i.e., a majority of withheld votes) at any meeting where shareholders vote on the uncontested election of directors. An *uncontested election* means the number of director nominees for election is the same as the number of directors to be elected to the Board. Within 90 days of the relevant shareholders' meeting, the Board will make its determination whether or not to accept the resignation and issue a press release either announcing the resignation of the director or explaining the reasons justifying its decision not to accept the resignation. The Board will accept the resignation absent exceptional circumstances. A director who tenders a resignation pursuant to this policy will not participate in any meeting of the Board or any committee at which the resignation is considered.


### ***Nominees for Election as Directors***


The term of office of each of the present directors expires at the close of the Meeting. Persons named below will be presented for election at the Meeting as management's nominees. **Unless otherwise instructed, the accompanying form of proxy will be voted for management's nominees.** Management does not contemplate that any of these nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, the persons named in the accompanying form of proxy reserve the right to vote for another nominee in their discretion, unless the shareholder has specified in the accompanying form of proxy that such shareholder's shares are to be withheld from voting on the election of directors. Each director elected will hold office until the close of our next annual meeting of shareholders or until his successor is elected or appointed, unless his office is earlier vacated in accordance with our articles or with the provisions of the *Business Corporations Act* (British Columbia).

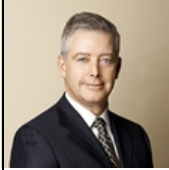
The following table sets out information about management's nominees for election as directors, including:


- The municipality and province or state in which each nominee is ordinarily resident
- All offices at Pan American currently held by each nominee
- Each nominee's principal occupation, business or employment and areas of professional expertise
- The period of time for which each nominee has served as a director
- The number of shares, options and RSUs of Pan American beneficially owned by each nominee, directly or indirectly, or over which each nominee exercises control or direction as at March 31, 2014
- Each nominee's election voting results from the Company's 2012 and 2013 Annual General and Special Meetings
- Each nominee's attendance at Board and Committee meetings held in 2013


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|--|---|---|
|                         | <p><b>ROSS J. BEATY</b>, 62<br/>Vancouver, B.C. Canada<br/>Director since<br/>September 30, 1988</p>          | <p>Mr. Beaty is Chairman of the Company. Mr. Beaty is a geologist and resource company entrepreneur with more than 40 years of experience in the international minerals industry. He founded Pan American Silver Corp. and has also founded and divested a number of other public mineral resource companies since 1985.</p>  |
|  | <p>Chairman (independent)</p> <p><b>Principal Occupation:</b><br/>Executive Chairman, Alterra Power Corp.</p> | <p>Mr. Beaty is a past President of the Silver Institute, a Fellow of the Geological Association of Canada and the Canadian Institute of Mining, and a recipient of the Institute's Past President Memorial Medal. In 2007, he received the Association of Mineral Exploration of B.C.'s Colin Spence Award for excellence in global mineral exploration and in 2008 the Mining Person of the Year award from the Mining Association of B.C. In 2010, Mr. Beaty was presented with the Viola R. MacMillan Award by the Prospectors and Developers Association of Canada (PDAC).</p> |
| <p><b>SECURITIES HELD</b></p>  |   |   |
| <p>Shares 2,118,680<sup>(1)</sup><br/>Options 0</p>  |   |   |
| <p>Meets share ownership requirement</p>   |   |   |
| <p><b>VOTING RESULTS</b></p>   |   |   |
| <p>2013 <b>FOR:</b> 95.36% <b>WITHHELD:</b> 4.64%<br/>2012 <b>FOR:</b> 96.48% <b>WITHHELD:</b> 3.52%</p> |   | <p>Mr. Beaty was born in Vancouver, Canada and educated at the Royal School of Mines, University of London, England, M.Sc., Distinction (Mineral Exploration) 1975 and the University of British Columbia, LL.B. (Law) 1979 and B.Sc. (Honours Geology) 1974.</p>   |
| <p>Areas of Expertise: Metals and Mining, Mergers and Acquisitions, International Business</p>           |   |   |
| <p><b>MEMBER ATTENDANCE 2013</b></p>   |   | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p>  |
| <p>Board of Directors 6 of 6</p>   |   | <p>Alterra Power Corp.</p>  |
| <p>Committees:<br/>Finance 5 of 5</p>  |   |   |


|  |   |  |
|--|---|--|
|                       | <p><b>GEOFFREY A. BURNS</b>, 54<br/>North Vancouver, B.C. Canada<br/>Director since<br/>July 1, 2003</p>  | <p>Mr. Burns has been President and Chief Executive Officer of the Company since May 2004. Mr. Burns has over 30 years of experience in the precious metals mining industry. He joined Pan American in 2003 after serving as Senior Vice-President and Chief Financial Officer of Coeur d'Alene Mines Corp.</p>  |
|  | <p>President, Chief Executive Officer and Director (non-independent)</p> <p><b>Principal Occupation:</b><br/>President and CEO of the Company</p> | <p>Mr. Burns holds a Bachelor of Science degree in Geology and a Masters of Business Administration.</p>   |
| <p><b>SECURITIES HELD</b></p>  |   |  |
| <p>Shares 70,253<br/>Options 126,795<br/>RSUs 12,623</p>   |   | <p>Prior to joining the Company, a significant portion of Mr. Burns' professional activities was concentrated on financial management and he has led numerous capital market transactions, including equity, debt and convertible debt placements. In addition, he has extensive experience throughout North and South America in mine operations, project development, human resources, and long term strategic planning. Since joining the Company, Mr. Burns has lead several significant M&amp;A transactions for Pan American Silver as well as participating in the key Company mine construction projects from feasibility study, through start-up and into continuous operation.</p> |
| <p>Meets share ownership requirement</p>   |   |  |
| <p><b>VOTING RESULTS</b></p>   |   |  |
| <p>2013 <b>FOR:</b> 95.98% <b>WITHHELD:</b> 4.02%<br/>2012 <b>FOR:</b> 96.57% <b>WITHHELD:</b> 3.43%</p> |   | <p>Areas of Expertise: Finance and Management, Metals and Mining, International Business, Mergers and Acquisitions</p>   |
| <p><b>MEMBER ATTENDANCE 2013</b></p>   |   | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p>   |
| <p>Board of Directors 5 of 6</p>   |   | <p>None</p>  |
| <p>Committees:<br/>Health Safety &amp; Environment 4 of 4<br/>Finance 5 of 5</p>                         |   |  |


|   |  |   |
|---|--|---|
|  <p><b>MICHAEL L. CARROLL</b>, 61<br/>Walnut Creek, CA USA<br/>Director since<br/>January 2, 2011</p> <p>Director (independent)</p> <p><b>Principal Occupation:</b><br/>Corporate Director</p> |  | <p>Mr. Carroll is a Corporate Director who joined Pan American's Board of Directors in January of 2011. He is a Certified Public Accountant with over 30 years of financial management expertise, primarily with publicly traded mining companies including Homestake Mining Company, Bond International Gold, and Cumberland Resources Ltd.</p> <p>His professional expertise includes equity and debt-financing, mergers and acquisitions, strategic planning, GAAP, international tax planning and regulatory reporting.</p> |
|   | <p><b>SECURITIES HELD</b></p> <p>Shares 6,000<br/>Options 0</p> <p>Meets share ownership requirement</p> | <p>Most recently, Mr. Carroll served as Chairman of the Audit Committee and designated financial expert of Centenario Copper Corporation.</p> <p>Areas of Expertise: Finance and Management, Metals and Mining, International Business</p>  |
| <p><b>VOTING RESULTS</b></p> <p>2013 FOR: 99.26% WITHHELD: 0.74%<br/>2012 FOR: 99.39% WITHHELD: 0.61%</p>   |  |   |
| <p><b>MEMBER ATTENDANCE 2013</b></p> <p>Board of Directors 6 of 6</p> <p>Committees:<br/>Audit (Chair) 7 of 7<br/>Finance 5 of 5</p>  |  | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p> <p>None</p>  |

|  |   |  |
|--|---|--|
|  <p><b>CHRISTOPHER NOEL DUNN</b>, 54<br/>Boston, MA USA<br/>Director since<br/>January 1, 2012</p> <p>Director (independent)</p> <p><b>Principal Occupation:</b><br/>Managing Partner, Ero Resource Partners LLC</p> |   | <p>Mr. Dunn is a Corporate Director and was appointed to the Board of Directors in late 2011. Mr. Dunn has over 25 years' experience in the investment banking industry, having worked as a Managing Director in London for Goldman Sachs, as well as having been a Senior Managing Director and Head of Global Mining and Metals for Bear Stearns.</p> <p>Mr. Dunn is currently Managing Partner of Ero Resource Partners LLC, which is focused on private equity investments in natural resources.</p> |
|  | <p><b>SECURITIES HELD</b></p> <p>Shares 941<br/>Options 20,642</p> <p>Meets share ownership requirement</p> | <p>Areas of Expertise: Finance and Management, Metals and Mining, International Business</p>   |
| <p><b>VOTING RESULTS</b></p> <p>2013 FOR: 95.67% WITHHELD: 4.33%<br/>2012 FOR: 96.41% WITHHELD: 3.59%</p>  |   |  |
| <p><b>MEMBER ATTENDANCE 2013</b></p> <p>Board of Directors 5 of 6</p> <p>Committees:<br/>Finance (Chair) 5 of 5<br/>Human Resources &amp; Compensation 5 of 5<br/>Nominating &amp; Governance 3 of 3</p>   |   | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p> <p>Pretium Resources Inc.</p>   |

|   |   |  |
|---|---|--|
|  <p><b>NEIL DE GELDER QC</b>, 61<br/>Vancouver, B.C. Canada<br/>Director since<br/>July 3, 2012</p> <p>Director (independent)</p> <p><b>Principal Occupation:</b><br/>Executive Vice President, Stern Partners</p> | <p>Mr. de Gelder is the Executive Vice-President of Stern Partners, a private diversified investment firm based in Vancouver.</p> <p>He was appointed to Pan American's Board of Directors in mid-2012 and has over 25 years' experience as a lawyer specializing in corporate, M&amp;A and financing matters with a major Canadian law firm.</p> <p>Mr. de Gelder is a past Executive Director of the British Columbia Securities Commission, and has served on a wide variety of corporate, crown, charitable and community boards over the years, including serving on the audit committee of a B.C. venture capital fund.</p> <p>Areas of Expertise: Law, Finance and Management, Metals and Mining</p> |  |
|   | <p><b>SECURITIES HELD</b></p> <p>Shares 4,000<br/>Options 12,245</p> <p>Meets share ownership requirement</p>   |  |
| <p><b>VOTING RESULTS</b></p> <p>2013 <b>FOR:</b> 95.95% <b>WITHHELD:</b> 4.05%<br/>2012 <b>N/A</b></p>  |   |  |
| <p><b>MEMBER ATTENDANCE 2013</b></p> <p>Board of Directors 6 of 6</p> <p>Committees:<br/>Nominating &amp; Governance (Chair) 3 of 3<br/>Audit 7 of 7</p>  |   | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p> <p>British Columbia Discovery Fund (VCC) Inc. (Chair)</p> |

|   |   |  |
|---|---|--|
|  <p><b>ROBERT PIROOZ QC</b>, 50<br/>Vancouver, B.C. Canada<br/>Director since<br/>April 30, 2007</p> <p>General Counsel and<br/>Director (non-independent)</p> <p><b>Principal Occupation:</b><br/>General Counsel of the Company</p> | <p>Mr. Pirooz first joined Pan American in 1998 and is currently General Counsel. His extensive legal and business experience includes the role of Vice-President and General Counsel for the BCR Group of Companies.</p> <p>Mr. Pirooz was called to the British Columbia Bar in 1990 after obtaining a Bachelor of Law degree from the University of British Columbia and studying commerce at Dalhousie.</p> <p>Areas of Expertise: Law, Metals and Mining, International Business</p> |  |
|   | <p><b>SECURITIES HELD</b></p> <p>Shares 14,432<br/>Options 76,952<br/>RSUs 4,886</p> <p>Meets share ownership requirement</p>   |  |
| <p><b>VOTING RESULTS</b></p> <p>2013 <b>FOR:</b> 93.88% <b>WITHHELD:</b> 6.12%<br/>2012 <b>FOR:</b> 96.32% <b>WITHHELD:</b> 3.68%</p>   |   |  |
| <p><b>MEMBER ATTENDANCE 2013</b></p> <p>Board of Directors 6 of 6</p>   |   | <p><b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b></p> <p>Lumina Copper Corp.<br/>Augusta Resource Corp.</p> |

|   |  |   |
|---|--|---|
|  <p><b>DAVID C. PRESS</b>, 68<br/>West Vancouver, B.C. Canada<br/>Director since<br/>May 13, 2008</p> <p>Director (independent)</p> <p><b>Principal Occupation:</b><br/>Corporate Director</p> | <p>Mr. Press is a Corporate Director with almost 40 years of diversified experience in the mining industry. He has worked in underground and open pit mines across Canada as well as in the United States and Australia.</p> <p>While with Homestake Mining Company he held the position of Director, Mine Engineering and Development. In that capacity he provided technical support to all Homestake operations as well as leading the evaluation and investigation efforts for potential acquisitions on a world-wide basis.</p> |   |
|   | <p>Mr. Press graduated from Nottingham University with an honours degree in mining engineering in 1967.</p> <p>Areas of Expertise: Metals and Mining, International Business</p>   |   |
| <b>SECURITIES HELD</b>  |  |   |
| <p>Shares 5,391<br/>Options 0</p> <p>Meets share ownership requirement</p>  |  |   |
| <b>VOTING RESULTS</b>   |  |   |
| <p>2013 <b>FOR:</b> 99.29% <b>WITHHELD:</b> 0.71%<br/>2012 <b>FOR:</b> 99.31% <b>WITHHELD:</b> 0.59%</p>  |  |   |
| <b>MEMBER</b>   | <b>ATTENDANCE 2013</b>   | <b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b> |
| <p>Board of Directors 6 of 6</p> <p>Committees:<br/>Health, Safety &amp; Environment (Chair) 4 of 4<br/>Audit 7 of 7<br/>Human Resources &amp; Compensation 5 of 5</p>  |  | None  |

|   |   |   |
|---|---|---|
|  <p><b>WALTER T. SEGSWORTH</b>, 65<br/>West Vancouver, B.C. Canada<br/>Director since<br/>May 12, 2009</p> <p>Lead Director (independent)<sup>(2)</sup></p> <p><b>Principal Occupation:</b><br/>Corporate Director</p> | <p>Mr. Segsworth is a Corporate Director who joined Pan American's Board in 2009.</p> <p>He holds a BSc in Mining Engineering from Michigan Tech and has over 43 years of experience in mining in Canada and overseas.</p> <p>Mr. Segsworth has served on the Boards of Directors of several mining companies including Westmin Resources, where he was President and CEO and Homestake Mining Company, where he was President and COO. He is currently Lead Director of the Board of Alterra Power Corp.</p> |   |
|   | <p>Mr. Segsworth is past Chairman of both the Mining Associations of BC and Canada and was named BC's Mining Person of the year in 1996.</p> <p>Areas of Expertise: Metals and Mining, Energy, International Business</p>   |   |
| <b>SECURITIES HELD</b>  |   |   |
| <p>Shares 13,021<br/>Options 0</p> <p>Meets share ownership requirement</p>   |   |   |
| <b>VOTING RESULTS</b>   |   |   |
| <p>2013 <b>FOR:</b> 97.22% <b>WITHHELD:</b> 2.78%<br/>2012 <b>FOR:</b> 99.31% <b>WITHHELD:</b> 0.69%</p>  |   |   |
| <b>MEMBER</b>   | <b>ATTENDANCE 2013</b>  | <b>OTHER DIRECTORSHIPS WITH REPORTING ISSUERS</b>             |
| <p>Board of Directors 5 of 6</p> <p>Committees:<br/>Human Resources &amp; Comp (Chair) 5 of 5<br/>Health, Safety &amp; Environment 4 of 4</p>   |   | Alterra Power Corp.<br>Gabriel Resources Ltd.<br>Roxgold Inc. |

**Notes:**

(1) 160,000 of these shares are held by Kestrel Holdings Ltd., a private company owned by Mr. Beaty.



- (2) As lead independent director, Mr. Segsworth holds in-camera meetings with all independent directors of the Board and reports back on those in-camera meetings to the Board.

The municipality and province or state of residence, principal occupation and business or employment of each director is not within the knowledge of our directors or senior officers and has been furnished by the individual nominees. The number of shares beneficially owned by each nominee or over which each nominee exercises control or direction set out in the above table has been obtained from publicly available insider reporting as at March 31, 2014 or has been provided by individual nominees.

### ***Cease trade orders, bankruptcies, penalties or sanctions***

Except as set out below, in the last 10 years, none of the proposed directors has, or has been a director, chief executive officer or chief financial officer (while, or within a year of, acting in that capacity) of any company (including ours) that has:

- become bankrupt,
- made a proposal under legislation relating to bankruptcy or insolvency,
- been subject to or instituted any proceedings, arrangement of compromise with creditors, or
- had a receiver, receiver manager or trustee appointed to hold its assets, or the assets or the nominated director.

Mr. Pirooz was formerly a director of Pacific Ballet British Columbia Society (the *Ballet*). On December 23, 2008, within a year following Mr. Pirooz's resignation from the Board of Directors of the Ballet, the Ballet filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the Bankruptcy and Insolvency Act. Subsequently, on January 9, 2009, the proposal was unanimously accepted by the creditors of the Ballet.

None of our nominated directors are, or have been within the last 10 years, a director, chief executive officer or chief financial officer of any company that was subject to:

- a cease trade order,
- an order similar to a cease trade order, or
- an order that denied the relevant company access to any exemption,

that was issued while the nominated director was acting in that capacity, or that was issued after the nominated director was no longer acting in that capacity, and which resulted from an event that occurred while that person was acting in that capacity.

None of the proposed directors have been subject to any penalties or sanctions imposed by a court or regulatory body, or have entered into a settlement agreement with any securities regulatory authority.

## **About the Auditor**

Deloitte LLP has been our auditor since October 26, 1993. The auditor conducts the annual audit of our financial statements and provides audit-related, tax and other services and reports to the Audit Committee of the Board. **Unless otherwise instructed, the accompanying form of proxy will be voted for the reappointment of Deloitte LLP as our auditor to hold office until our 2015 annual meeting of shareholders and for the authorization of the Board to fix auditor's pay.**

## Auditor's fees

The table below shows the fees earned by Deloitte LLP for services in 2012 and 2013:<sup>(1)</sup>

|                          | Year ended December 31,<br>2013 (\$) | Year ended December 31,<br>2012 (\$) |
|--------------------------|--------------------------------------|--------------------------------------|
| Audit Fees.....          | 2,073,000                            | 2,223,000                            |
| Audit Related Fees ..... | 22,000                               | 27,000                               |
| Tax-Related Fees .....   | 149,000                              | 470,000                              |
| Other Fees .....         | 33,000                               | 43,000                               |
| Total:                   | \$2,277,000                          | \$2,763,000                          |

### Note:

(1) The Audit Committee approved all audit and non-audit services provided to us by Deloitte LLP in 2013 and 2012.

## 'Say on Pay'

You will have the opportunity to vote on our approach to executive compensation at the Meeting. Since the resolution is advisory in nature, it will not be binding. However, we and, in particular, the Human Resources and Compensation Committee, will consider the outcome of the vote as part of our ongoing review of executive compensation. For information on our approach to executive compensation see "*Executive Compensation*" beginning on page 24. **Unless otherwise instructed, the accompanying form of proxy will be voted for this ordinary resolution.**

The full text of the advisory resolution on our approach to executive compensation is as follows:

Be it resolved, on an advisory basis and not to diminish the role and responsibilities of the Board, that the shareholders accept the approach to executive compensation disclosed in Pan American's information circular for the annual meeting of shareholders of Pan American to be held on Thursday, May 8, 2014.

## Corporate Governance

The Board believes that good corporate governance is important to our effective performance and plays a significant role in protecting our shareholders' interests and maximizing shareholder value.

Guidelines for effective corporate governance of listed companies are established by a number of sources, including:

- National Instrument 58-101 - Disclosure of Corporate Governance Practices (*NI 58-101*)
- National Instrument 58-201 - Corporate Governance Guidelines (*NI 58-201* and, together with NI 58-101, the *Corporate Governance Disclosure Rules*)
- *Sarbanes-Oxley Act of 2002*
- Nasdaq's corporate governance requirements (the *Nasdaq Rules*)

The Board is of the view that our system of corporate governance meets or exceeds these guidelines.

With the goal of continuously improving and enhancing our corporate governance standards and best practices, over the last three years we have presented a "say on pay" resolution to our shareholders and have adopted a majority voting policy on the election of directors.

Our overall corporate governance practices are compared with the NI 58-101 guidelines for effective corporate governance in Appendix A to this Circular.

## Ethical Business Conduct

As part of its stewardship responsibilities, in February of 2003 the Board adopted formal Standards of Ethical Conduct which were designed to deter wrongdoing and to promote honest and ethical conduct and full, accurate and timely disclosure. These standards were revised, amended and restated as a Code of Ethical Conduct in December of 2005 in light of the adoption of the Corporate Governance Disclosure Rules. This Code was again revised, amended and restated as a Global Code of Ethical Conduct (the Code) in August of 2011 to contemplate, among other things, our Global Anti-Corruption Policy that was adopted in May of 2011 and revised in November of 2013. The Code is applicable to all of our directors, officers and employees.

The Board, through the Nominating and Governance Committee and the Audit Committee, monitors compliance with the Code and is responsible for the granting of any waivers from the Code to directors or executive officers. We will disclose any waiver from the requirements of the Code granted to our directors or executive officers in our next subsequent quarterly report.

## About the Board

The Board has overall responsibility for corporate governance matters through:

- The development and approval of corporate policies and guidelines
- Assisting in the definition of corporate objectives and assessing key plans
- Evaluating our performance on a regular basis

Among other things, the Board is guided by legislative and other governance standards, as well as stock exchange rules and industry best practices. In addition, the Board has developed a mandate which sets out written terms of reference for the Board's authority, responsibility and function. This mandate was revised, amended and restated in April 2003, March 2005 and again in November 2005, in light of the adoption of NI 52-110, the Corporate Governance Disclosure Rules, the provisions of the *Sarbanes-Oxley Act of 2002* and the Nasdaq Rules. The Board, as a whole or through its committees, periodically reviews and assesses our policies and guidelines, as well as our governance practices, to ensure they are appropriate and current.

The Board is comprised of individuals of the highest integrity, each of whom has the knowledge and skill necessary to contribute effectively to the oversight and guidance of Pan American. The Board has a majority of independent directors. Independence is in part a legal and regulatory construct, but is also evaluated on the basis that such directors are able to act objectively and in an unfettered manner, free from material relationships with us.

The Board has established five committees that each play a role in our business:

- Audit
- Health, Safety and Environment
- Nominating and Governance
- Human Resources and Compensation
- Finance

Each committee acts on issues that fall within its particular purview, but also on matters that overlap between committees and ultimately may involve the Board as a whole. The Board has developed charters or mandates for each of its committees which establish their specific roles and responsibilities, and has also adopted governance guidelines for certain of its committees. Committee members are appointed annually following our annual meeting of shareholders.

In fulfilling its governance responsibilities, the Board has delegated a significant portion of the day-to-day responsibility for corporate governance to the Nominating and Governance Committee. The Nominating and Governance Committee is responsible for developing and implementing Board governance best practices and works closely with our General Counsel and our Corporate Secretary to ensure that it stays

aware of developments and emerging trends in corporate governance. The Nominating and Governance Committee regularly reports, advises and makes recommendations on governance related matters to the Board. Please refer to the description of the Nominating and Governance Committee on page 20 for a more detailed description of its composition, function and responsibilities.

In addition, the Board relies on management to ensure we are conducting our everyday business to the appropriate standards and also to provide regular, forthright reports to the Board and its committees.

The Board works with management to develop our strategic direction. In 2013 both the Board and management held special meetings focussed on strategic planning including discussions relating to:

- The Company's long range strategic plan
- Establishing budgets and financial plans and strategies
- Competitive developments and corporate opportunities
- Strategic risks

The Board and management regularly discuss strategic issues at quarterly Board meetings and as needed throughout the year.

#### Composition of the Board and Independence

The Board currently consists of eight directors, six of whom, Ross J. Beaty, Michael L. Carroll, Christopher Noel Dunn, Neil de Gelder, David C. Press, and Walter T. Segsworth, qualify as independent directors under the Corporate Governance Disclosure Rules and the Nasdaq Rules. They are independent of management and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with their ability to act in our best interests. Geoffrey A. Burns and Robert P. Pirooz are related directors who are not independent due to their management positions with us. As such, the Board is currently 75% independent.

The independent members of the Board meet without the presence of the non-independent directors and management at every regularly scheduled meeting and at such other Board meetings as they deem appropriate. These in-camera meetings are led by the lead director, Mr. Segsworth. In addition, the Audit Committee regularly holds in-camera sessions with our auditor or amongst themselves. Other committees of the Board also hold in-camera sessions on an ad-hoc basis.

### **Board Committees**

The following is a description of the composition and mandate for each of the committees of the Board.

#### ***Audit Committee***

The Audit Committee is currently composed of three directors, each of whom is an unrelated and independent director for the purposes of the Corporate Governance Disclosure Rules and all of whom are independent directors for purposes of the Nasdaq Rules and as required by the Audit Committee Charter. The Audit Committee regularly holds in-camera sessions without management present.

The chair of the Audit Committee is Michael Carroll.

All members of the Audit Committee are financially literate. We consider *financial literacy* to be the ability to read and understand a company's fundamental financial statements, including a company's balance sheet, income statement and a cash flow statement. Mr. Carroll has significant employment experience in finance and accounting - he previously served as chair of the Audit Committee and designated financial expert of Centenario Copper Corporation - and has the requisite professional experience in accounting to meet the criteria of a financial expert within the meaning of section 407 of the *Sarbanes-Oxley Act of 2002*.

The Audit Committee assists the Board in its oversight functions as they relate to the integrity of our financial statements and accounting processes, and the independent auditor qualifications and

independence. In this regard the Audit Committee has primary responsibility for our financial reporting, accounting systems and internal controls. The Audit Committee has the following duties and responsibilities:

- Assisting the Board in fulfilling its responsibilities relating to our accounting and reporting practices
- Reviewing our audited financial statements and recommending whether such statements should be approved by the Board
- Reviewing and approving our unaudited interim financial statements
- Reviewing and approving our MD&A and any press releases related to the annual and interim financial statements or any MD&A before we disclose this information
- Recommending to the Board the firm of independent auditors to be nominated for appointment by shareholders at each annual meeting of shareholders and, where appropriate, the removal of our independent auditor
- Recommending to the Board the compensation to be paid to our independent auditor
- Reviewing the audit engagement and scope of audits to be conducted by our independent auditor
- Monitoring and evaluating the independence and performance of our independent auditor
- Overseeing the work of our independent auditor, including the resolution of any disagreements between management and the independent auditor regarding financial reporting
- Pre-approving all non-audit services to be provided to us by our independent auditor prior to the commencement of such services
- In consultation with management and the independent auditor, reviewing the integrity, adequacy and timeliness of our financial reporting and internal control structure
- Monitoring our compliance with legal and regulatory requirements related to financial reporting and disclosure
- Discussing with management and the independent auditor the adequacy and effectiveness of our financial accounting systems and internal control procedures
- Reviewing and approving the appointment of our chief financial officer and key financial executives
- Establishing procedures for the receipt, retention, confidentiality and treatment of complaints received by us regarding accounting, internal accounting controls or auditing matters and the confidential, anonymous submission by our employees of concerns regarding questionable accounting or auditing matters
- Annually reviewing and reassessing the adequacy of the duties and responsibilities of the Audit Committee set out in the Board's formal written mandate
- Any other matters that the Audit Committee feels are important to its mandate or that the Board chooses to delegate to it

The Audit Committee is empowered to instruct and retain independent counsel or other advisors, set the pay and compensation for any such advisors and communicate directly with the independent auditor, as it determines necessary to carry out its duties. We will pay the costs of such advisors. The Audit Committee also has oversight responsibility for our internal audit group and function, and reviews and assesses internal audit findings. Additional information relating to the Audit Committee is contained in our Annual Information Form for the year ended December 31, 2013 under the heading "*Audit Committee*" and in Appendix A thereto.

The Audit Committee has prohibited the use of our independent auditor for the following non-audit services:

- Bookkeeping or other services related to our accounting records or financial statements
- Financial information systems design and implementation, except for services provided in connection with the assessment, design and implementation of internal account controls and risk management controls

- Appraisal or valuation services, fairness opinions or contribution-in-kind reports, where the results of any valuation or appraisal would be material to our financial statements or where the accounting firm providing the appraisal, valuation, opinion or report would audit the results
- Actuarial services
- Internal audit outsourcing services
- Management functions or human resources functions
- Broker-dealer, investment advisor or investment banking services
- Legal services
- Expert services unrelated to audits

### ***Human Resources and Compensation Committee***

The Human Resources and Compensation Committee (the *HRCC*) is currently comprised of three directors, each of whom is an independent director as required by the HRCC Mandate, and for the purposes of both the Corporate Governance Disclosure Rules and the Nasdaq Rules. In addition, none of the members of the HRCC is currently an executive officer of any other public company. The HRCC holds in-camera sessions without management present when appropriate.

The chair of the HRCC is Walter T. Segsworth.

The HRCC reviews and makes recommendations to the Board in respect of the overall compensation strategy, salary and benefits, and succession planning, of our executive officers. In addition, the HRCC is responsible for reviewing any agreements with executive officers that may address retirement, termination of employment or special circumstances, and for the general compensation structure, policies and our incentive programs, as well as delivering an annual report to shareholders on executive compensation. The HRCC annually reviews and makes recommendations to the Board for approval with respect to annual and long term corporate goals and objectives relevant for determining the compensation for our CEO, and annually reviews the performance of our CEO relative to the goals and objectives established.

More details about the HRCC and its work can be found in the *Executive Compensation* section of this Circular.

### ***Health, Safety and Environment Committee***

The Health, Safety and Environment Committee currently consists of three directors, one of whom, Mr. Geoffrey Burns, is an executive member of the Board. We believe that the Health, Safety and Environment Committee should have management nominees because they are in the best position to analyze any issues that arise in this area, as well as to effect and implement any desired changes or policies.

The chair of the Health, Safety and Environment Committee is David C. Press.

We recognize that proper care of the environment and the health and safety of our employees is integral to our existence, our employees, the communities in which we operate and all of our operations. Accordingly, we have directed our operating subsidiaries to conduct all operations in an environmentally ethical manner having regard to local laws, requirements and policies and to our Health and Safety Policy and Environmental Policy (the *HSE Policies*). Our operating subsidiaries have responsibility for compliance with the HSE Policies, including being committed to, among other things:

- Meet or exceed the standards set by the applicable environmental laws and regulations of the countries and regions in which they operate
- Consider alternative sources of energy generation and implement where appropriate efficiency programs that contribute to the reduction of the intensity of our energy use
- Explore, design, construct, operate and close mining and processing operations by utilizing effective and proven practices that minimize adverse environmental impacts

- Educate employees regarding environmental matters and promote employee participation in minimizing environmental impacts
- Conduct regular reviews and report findings to management and the Board of Directors to ensure compliance with this policy
- Proactively and diligently address potential environmental concerns of our stakeholders
- Implement environmental management system at all operations
- Prominently display and promote this policy to all employees and contractors and disclose it to all of our stakeholders

The Health, Safety and Environment Committee oversees audits made of all construction, exploitation, remediation and mining activities undertaken by our operating subsidiaries, to assess consistency with the HSE Policies and industry best practices.

### ***Nominating and Governance Committee***

The Nominating and Governance Committee currently consists of two directors, each of whom is an independent director as required by the Nominating and Governance Committee Charter, and for the purposes of both the Corporate Governance Disclosure Rules and the Nasdaq Rules. The Nominating and Governance Committee holds in-camera sessions without management present when appropriate.

The chair of the Nominating and Governance Committee is Neil de Gelder.

The Nominating and Governance Committee:

- Oversees the effective functioning of the Board
- Oversees the relationship between the Board and our management
- Ensures that the Board can function independently of management at such times as are desirable or necessary
- Assists the Board in providing efficient and effective corporate governance for the benefit of shareholders
- Identifies possible nominees for the Board, and reviews nominee and member qualification
- Ensures that new directors are provided with an orientation and education program
- Evaluates the performance of each individual director
- Reviews our Global Code of Ethical Conduct

The Nominating and Governance Committee also reviews and makes recommendations to the Board with respect to:

- The independence of each director
- The competencies, skills and experience that each existing director should possess
- The appropriate size and composition of the Board
- The appropriateness of the committees of the Board, their mandates and responsibilities and the allocation of directors to the committees
- The compensation of our directors in light of time commitments, comparative fees, risks and responsibilities
- The directorships, if any, held by our directors and officers in other corporations
- Our corporate governance disclosure

### ***Finance Committee***

The Board has a Finance Committee which currently consists of four directors, one of whom, Mr. Geoffrey Burns, is an executive member of the Board. We believe that the Finance Committee should have management nominees because they have day-to-day knowledge of our financial matters and are in the best position to effect and implement any desired changes or policies. The purpose of the Finance Committee is to assist the Board in monitoring and reviewing our financial structure, investment policies

and financial risk management programs and make recommendations to the Board in connection therewith.

The chair of the Finance Committee is Christopher Noel Dunn.

The Finance Committee's responsibilities include:

- Reviewing the policies underlying our financial plan to ensure its adequacy and soundness in providing for our operational and capital plans
- Reviewing our debt and equity structure
- Reviewing the establishment and maintenance of a dividend policy
- Reviewing proposed major financing activities, including any related tax planning
- Reviewing the method for financing any proposed major acquisitions
- Assessing policies and procedures for entering into investments and reviewing investment strategies for our cash balances
- Reviewing our financial risk management program, including any significant commodity, currency or interest rate hedging programs
- Making recommendations to the Board with respect to the foregoing

### Summary of Attendance of Directors

The following table sets out the attendance of directors at Board meetings and meetings of the committees of the Board of which they were members during the year ended December 31, 2013:

| Director              | Board      | Audit      | Human Resources and Compensation | Nominating and Governance | Health, Safety and Environment | Finance    | Total Attendance |
|-----------------------|------------|------------|----------------------------------|---------------------------|--------------------------------|------------|------------------|
|                       | 6 meetings | 7 meetings | 5 meetings                       | 3 meetings                | 4 meetings                     | 5 meetings |                  |
| ROSS J. BEATY         | 6          | -          | -                                | -                         | -                              | 5          | 100%             |
| GEOFFREY A. BURNS     | 5          | -          | -                                | -                         | 4                              | 5          | 93%              |
| MICHAEL L. CARROLL    | 6          | 7          | -                                | -                         | -                              | 5          | 100%             |
| CHRISTOPHER NOEL DUNN | 5          | -          | 5                                | 3                         | -                              | 5          | 95%              |
| NEIL DE GELDER        | 6          | 7          | -                                | 3                         | -                              | -          | 100%             |
| ROBERT P. PIROOZ      | 6          | -          | -                                | -                         | -                              | -          | 100%             |
| DAVID C. PRESS        | 6          | 7          | 5                                | -                         | 4                              | -          | 100%             |
| WALTER T. SEGSWORTH   | 5          | -          | 5                                | -                         | 4                              | -          | 93%              |



## Director Compensation

We establish director compensation based on a comparison with other companies in the mining industry and in contemplation of the duties and responsibilities of our directors, both at a Board level and the committee level. Our approach to director compensation is based on offering competitive compensation to recruit and retain highly qualified individuals to serve on our Board.

Executive directors are not paid for their services as directors.

Our independent directors are paid for their services as directors through a combination of retainer and meeting fees. Independent director compensation is not performance-based and they do not participate in compensation programs established for management.

The following table details the retainer and meeting fee structure for our independent directors as at December 31, 2013.

| <b>DIRECTOR RETAINER AND MEETING FEES 2013</b>            |               |
|---|---------------|
| <b>Type</b>   | <b>Amount</b> |
| ANNUAL BOARD CHAIR RETAINER                               | CAD\$120,000  |
| ANNUAL BOARD RETAINER (NON-CHAIR)                         | \$90,000      |
| LEAD DIRECTOR ANNUAL RETAINER                             | \$10,000      |
| AUDIT COMMITTEE CHAIR RETAINER                            | \$14,000      |
| AUDIT COMMITTEE MEMBER RETAINER                           | \$6,000       |
| HUMAN RESOURCES AND COMPENSATION COMMITTEE CHAIR RETAINER | \$8,000       |
| HEALTH, SAFETY AND ENVIRONMENT COMMITTEE CHAIR RETAINER   | \$8,000       |
| NOMINATING AND GOVERNANCE COMMITTEE CHAIR RETAINER        | \$5,000       |
| FINANCE COMMITTEE CHAIR RETAINER                          | \$5,000       |
| BOARD AND COMMITTEE MEETING FEE (PER MEETING)             | \$1,000       |

Annual Board retainer fees are paid starting on the date of the annual meeting of shareholders at which he or she is elected or re-elected as a director and ending on the date immediately prior to the date of our next annual meeting of shareholders. The independent directors receive their annual board retainer fee, net of applicable taxes, in one of the following three forms:

- Cash
- Pan American common shares
- Options to purchase Pan American common shares

If a director elects to receive options, the exercise price of such options will be equal to the weighted average trading price of our shares on the TSX on the five trading days (on which at least one Board lot of the shares was traded) prior to the grant date. Although the Board may determine otherwise, the options customarily vest immediately and expire ten years after the date on which they were granted.

In 2013, 4 directors elected to receive a cash payment, 1 director elected to receive Pan American common shares, and 1 director elected to receive options to purchase Pan American common shares.

In 2013, the chairman received an annual fee of CAD\$120,000, paid in cash net of applicable taxes, plus reimbursable expenses of approximately CAD\$125,000 to cover the administrative costs of running the chairman's office.

We reimburse our directors for reasonable out-of-pocket expenses related to their attendance at meetings or other expenses incurred for corporate purposes.

The following table sets forth all amounts of compensation earned by the directors for their services to us during the 2013 calendar year, with the exception of Geoffrey A. Burns and Robert P. Pirooz who receive compensation as executives but do not receive compensation for services as directors.

| Name                         | Fees earned<br>(1)(7) | Share-based awards    | Option-based awards   | Non-equity incentive plan compensation | Pension value | All other compensation | Total              |
|------------------------------|-----------------------|-----------------------|-----------------------|--|---------------|------------------------|--------------------|
|                              | (\$)                  | (\$)                  | (\$)                  | (\$)                                   | (\$)          | (\$)                   | (\$)               |
| ROSS J. BEATY <sup>(3)</sup> | 120,000               | -                     | -                     | -                                      | -             | 125,000 <sup>(4)</sup> | 245,000            |
| GEOFFREY A. BURNS            | -                     | -                     | -                     | -                                      | -             | -                      | Nil <sup>(2)</sup> |
| MICHAEL L. CARROLL           | 122,000               | -                     | -                     | -                                      | -             | 1,000 <sup>(8)</sup>   | 123,000            |
| CHRISTOPHER NOEL DUNN        | 23,000                | -                     | 90,000 <sup>(6)</sup> | -                                      | -             | 1,000 <sup>(8)</sup>   | 114,000            |
| NEIL DE GELDER               | 117,000               | -                     | -                     | -                                      | -             | 1,000 <sup>(8)</sup>   | 118,000            |
| ROBERT P. PIROOZ             | -                     | -                     | -                     | -                                      | -             | -                      | Nil <sup>(2)</sup> |
| DAVID C. PRESS               | 126,000               | -                     | -                     | -                                      | -             | 1,000 <sup>(8)</sup>   | 127,000            |
| WALTER T. SEGSWORTH          | 32,000                | 90,000 <sup>(5)</sup> | -                     | -                                      | -             | 1,000 <sup>(8)</sup>   | 123,000            |

**Notes:**

- (1) Includes Board annual retainer fees, plus committee retainer fees and all meeting attendance fees.
- (2) Mr. Pirooz and Mr. Burns are executive members of the Board and therefore receive no compensation for services as directors.
- (3) Amounts for Mr. Beaty are shown in Canadian dollars.
- (4) Mr. Beaty receives reimbursement of expenses to cover the administrative costs of running the Chairman's office.
- (5) Mr. Segsworth elected to take his board annual retainer by way of Pan American common shares.
- (6) Mr. Dunn elected to take his board annual retainer by way of stock options.
- (7) Retainer fees are paid each May for services performed between the Company's annual meetings.
- (8) \$1,000 meeting fee was paid to each director for attendance at a strategic planning meeting of the Board.

**Director Share Ownership Requirements**

In 2012, the Board of Directors of the Company approved a share ownership requirement for its non-executive directors in order to enhance director alignment with shareholders and to improve the Company's overall director compensation practices. Directors are required to hold a minimum of 5,000 common shares on the later of December 31, 2015 or within three years of joining the board.

**Directors' and Officers' Liability Insurance**

We maintain Directors' and Officers' Liability insurance coverage through a primary policy and three excess layers for a 12 month period from September 30, 2013 (the *Policy Term*) with an aggregate limit of liability of \$40,000,000 to cover our directors and officers and our subsidiaries, individually and as a group. Included in this \$40,000,000 limit is a form of specialty Side A coverage being a \$10,000,000 limit dedicated to directors and officers. There is no retention applicable for non-indemnifiable loss, crisis loss, or derivative investigation costs. We would bear the first \$100,000 of any other loss, except in the cases of losses arising in connection with securities claims (a defined term) where the insured company would bear the first \$350,000 of any loss.

# Executive Compensation

## Compensation Discussion and Analysis

### *Introduction*

This section provides information relating to our executive compensation program for 2013. We refer to our Chief Executive Officer, Chief Operating Officer, Chief Financial Officer, and our two other most highly paid executive officers as our *Named Executive Officers* or *NEOs*. For 2013, our NEOs were:

- Geoffrey Burns, Chief Executive Officer
- A. Robert Doyle, Chief Financial Officer
- Steve Busby, Chief Operating Officer
- Michael Steinmann, Executive Vice President, Corporate Development and Geology
- Andres Dasso, Senior Vice President, Operations

This section also contains the following information:

- A summary of our 2013 performance
- Our compensation risk management assessment
- Compensation governance: the activities and work plan of the HRCC
- Work performed by compensation consultants
- Our compensation philosophy, objectives of compensation programs, and peer group consideration
- Components of executive compensation: 2013 performance criteria and pay decisions for our NEO's

### *Summary of Our 2013 Performance*

In 2013, we had one of our best years in operating performance while responding to a rapid decline in precious metals prices:

- Record silver production of 26 million ounces and record gold production of 149,800 ounces
- Cash costs<sup>(1)</sup> were \$10.81 per ounce of silver, net of by-product credits, down 10% from 2012
- Mine operating earnings were \$131.5 million<sup>(2)</sup>
- Increased our silver mineral reserves by 2% to a record 323.5 million ounces
- Approved the La Colorada production expansion project
- Total dividends paid to common shareholders of \$75.8 million, representing \$0.50 per share annually
- Total share repurchases of \$6.7 million
- Achieved the best annual safety record in the Company's history
- Cash flow from operations, before changes in working capital, of \$119.6 million, or \$0.79 per share

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#### **Note:**

(1) Cash costs per payable ounce of silver, net of by-product credits, is a non-GAAP measure. The Company believes that in addition to production costs, depreciation and amortization, and royalties, cash costs per ounce is a useful and complementary benchmark that investors use to evaluate the Company's performance and ability to generate cash flow and is well understood and widely reported in the silver mining industry. However, cash costs per ounce does not have a standardized meaning prescribed by IFRS as an indicator of performance. Investors are cautioned that cash costs per ounce should not be construed as an alternative to production costs, depreciation and amortization, and royalties determined in accordance with IFRS as an indicator of performance. The Company's method of calculating cash costs per ounce may differ from the methods used by other entities and, accordingly, the Company's cash costs per ounce may not be comparable to similarly titled measures used

by other entities. Please refer to the Company's MD&A for the year ended December 31, 2013 under the heading "Alternative Performance (Non-GAAP) Measures" for a complete description of these non-GAAP measures.

- (2) A net loss was recorded in 2013 of \$445.8 million or \$2.94 per share, primarily due to impairment charges net of tax of \$420.4 million and an \$86.8 million deferred tax charge relating to Mexican tax reforms that included new taxes and changes to income tax rates.

### Performance Graph

The following graph shows the change in value of \$100 invested in our common shares between December 31, 2009 and December 31, 2013, compared to a similar investment in the S&P TSX Composite Index, assuming reinvestment of dividends. The graph also depicts total annual compensation for our NEOs in each particular year from 2009 to 2013 for comparison purposes.



| (CAD\$)           |   |                       |                   |        |
|-------------------|---|-----------------------|-------------------|--------|
|                   | Pan American Silver Corp. Closing Price | Base                  | S&P TSX Composite | Base   |
| December 31, 2009 | \$ 25.06                                | 100.00                | 11,746            | 100.00 |
| December 31, 2010 | \$ 40.93                                | 163.76 <sup>(1)</sup> | 13,443            | 114.45 |
| December 30, 2011 | \$ 22.28                                | 89.44 <sup>(1)</sup>  | 11,955            | 101.78 |
| December 31, 2012 | \$ 18.64                                | 75.52 <sup>(1)</sup>  | 12,434            | 105.85 |
| December 31, 2013 | \$ 12.41                                | 52.21 <sup>(1)</sup>  | 13,622            | 115.97 |

#### **Note:**

(1) Assuming reinvestment of dividends.

The relationship between total compensation of our Named Executive Officers and our performance is graphically depicted above. Although the total annual compensation of our Named Executive Officers does not directly correlate to our cumulative total shareholder return over the five most recently completed financial years, our executive compensation program has reflected significant factors affecting our performance and the mining sector during the period.

### **Compensation Risk Management**

Among other things, in designing compensation programs, setting objectives, and making incentive awards, the Board and the HRCC carefully consider potential risks. During 2013, the HRCC conducted a risk assessment to evaluate the potential risks associated with compensation programs as they relate to short term and long term decision-making by our executives. A number of business risks were mapped to the decision-makers and compensation programs including:

- Resource estimation and reserve determination

- Achievement of annual production and cost targets in balance with long-term development requirements at our operations
- Achieving safety results and meeting environmental requirements

The risk analysis also included a review of the pay mix across incentive plans, plan metrics, plan funding, award time horizons, historical and future payout scenarios, and control features.

As a result of the review, neither the HRCC nor the Board identified any compensation practices that are reasonably likely to have a material adverse effect on us. The design of compensation programs and Board oversight provide a number of controls to mitigate compensation risks, including the following:

- **Appropriate balance of metrics and weightings:** Short-term incentive program objectives include a balance of growth, safety, and operating performance and are approved by the HRCC, providing a balanced focus on our immediate requirements without sacrificing the growth required to sustain our business. Base salaries are market competitive, thus reducing the over-reliance on variable compensation.
- **Capping of maximum payouts:** The short-term incentive program is capped at 200% of target, thus limiting windfall payouts.
- **Mix of short and long-term incentives:** Incentive awards include a mix of annual and long-term awards which vest over time. Furthermore, the HRCC feels that stock ownership requirements and the current level of stock ownership encourages the executives to consider long-term performance and multi-year goals in their decision-making.
- **Funding of incentive programs:** The short-term incentive program is funded with current cash. The long-term incentive program is funded with current cash or by the issuance of shares and options. Both the short and long-term incentive programs may be changed, amended or suspended at any time at the Board's sole discretion. Our stock option and compensation share plan (the *Stock Option Plan*) limits the number of compensation shares that may be issued on an annual basis to 200,000.
- **Control features/plan governance:** Goals and metrics for 2013 were reviewed by the HRCC and approved by the Board. Final award payout levels and cash incentives to key executives for 2013 were reviewed by the HRCC and approved by the Board, either of which may have exercised their discretion to alter the award amounts.
- **Time horizon of payments or realization of value:** Short-term incentive awards for 2013 were made in March of 2014, following the performance year. The 2013 long-term incentive program option awards vest over two years and have a life of seven years, the restricted share unit awards vest over two years, while compensation shares issued to employees have a two year hold period during which they cannot be traded. The recipients of these awards realize an increase or decrease in value based on share price.
- **Share ownership policies:** Senior executives are subject to and are in compliance with a share ownership policy which aligns their interests with those of shareholders. The share ownership policy is described below.
- **Restrictions on hedging and derivative trading:** Company's executives are prohibited from engaging in hedging or derivative trading with our securities.
- **Clawback provision:** Both the short and long-term incentive plans include a clawback provision. If an executive is determined to be responsible for fraud or misconduct in providing financial or other results in an incentive program, the Board may recoup the entire amount of incentive compensation from the executive.

The HRCC has incorporated an annual compensation risk review into its work plan, reports its findings to the Board on an annual basis, and takes appropriate action to reduce compensation risks when deemed necessary.

### **Compensation Governance**

#### Composition of the Human Resources and Compensation Committee

As discussed under the section of this Circular titled *Board Committees*, the purpose of the HRCC is to assist the Board in fulfilling its responsibilities relating to human resources and compensation issues. In addition, the HRCC reviews, approves and oversees the administration of our share compensation plans.

The HRCC is composed of three independent directors who possess the relevant knowledge and experience to serve on the HRCC and ensure completion of the committee's mandate.

Mr. Walter Segsworth is currently the chair of the HRCC and has served in this capacity since May 2010. Mr. Segsworth holds a Bachelor of Science in Mining Engineering from Michigan Tech and has over 43 years of experience in mining in Canada and overseas. Mr. Segsworth has served as an executive of several mining companies including Westmin Resources, where he was President and CEO, and Homestake Mining Company, where he was President and COO. He currently serves as a director for Alterra Power Corp., Gabriel Resources Ltd. and Roxgold Inc. Mr. Segsworth is past chairman of both the Mining Associations of British Columbia and Canada and was named British Columbia's Mining Person of the year in 1996. His ongoing leadership and executive experience complement his understanding of compensation matters, performance management, and the human resources challenges in the mining industry.

Mr. David Press has served on the HRCC since 2008. Mr. Press is a mining engineer with almost 40 years of diversified experience in the mining industry. He has worked in underground and open pit mines across Canada as well as in the United States and Australia. While with Homestake Mining Company, he held the position of Director, Mine Engineering and Development. In that capacity he provided technical support to all Homestake operations as well as leading the evaluation and investigation efforts for potential acquisitions on a world-wide basis. Mr. Press graduated from Nottingham University with an honours degree in mining engineering in 1967. His executive experience and service with the HRCC provide him with a solid background in executive and Board compensation matters.

Mr. Christopher Dunn has served on the HRCC since 2011. Mr. Dunn has over 25 years' experience in the investment banking industry, having worked as a Managing Director in London for Goldman Sachs, as well as having been a Senior Managing Director and Head of Global Mining and Metals for Bear Stearns. He is currently the Managing Partner of Ero Resource Partners LLC which is focused on private equity investments in natural resources. Mr. Dunn's experience and background provide the required skills and knowledge to oversee compensation and human resource matters..

#### Role and Activities of the HRCC

In addition to a number of other human resources duties contained in the current mandate, the HRCC performs the following activities, through review and consultation with management, in relation to executive compensation:

- Reviews the overall compensation philosophy, strategy and policies for our officers and employees
- Administers our Stock Option Plan and determines its use, from time to time, as a form of compensation for our senior management and employees
- Reviews incentive compensation program payments, including the annual incentive plan and long-term incentive plan
- Reviews special compensation, recruiting, and retention programs to address unique circumstances, as and when needed

- Sets performance goals with the CEO, and reviews the performance of the CEO and other executive officers on an annual basis

The HRCC meets at least three times per year, and holds in camera sessions, without the presence of management, as needed.

#### Activities of the HRCC in 2013

The HRCC met 5 times in 2013 and, among other things, completed the following activities under its mandate:

- Reviewed the long-term incentive plan, recommending the incorporation of Performance Share Units (*PSUs*) as a necessary component of the plan
- Reviewed the retention plan and President and CEO retention plan, recommending not to continue the programs beyond June 2014
- Reviewed our human resources strategy
- Reviewed performance of the CEO and other executive officers
- Performed a review of compensation for the CEO and other executive officers
- Reviewed and recommended senior executive appointments
- Reviewed and recommended employment agreements
- Reviewed our compensation philosophy
- Reviewed and recommended the long-term incentive plan grants, annual incentive plan payments, and long-term contribution plan payments
- Reviewed change of control provisions in executive employment agreements for the use of double trigger and best practices
- Reviewed executive officer share ownership compliance
- Conducted a compensation risk review
- Reviewed and updated the HRCC mandate
- Reviewed compensation consultant work relationships to ensure independence

#### Management Role in Compensation Decision-Making

Management participates in the compensation decision-making process as follows:

- The CEO and the VP of Human Resources regularly participate in HRCC meetings, presenting relevant materials to facilitate HRCC decision-making
- The CEO recommends performance metrics, performance results, and final award levels for the AIP and LTIP for HRCC and Board consideration
- Through the CEO and VP of Human Resources, management provides its experiences as to the effectiveness of compensation programs to attract, retain, and reward qualified personnel to oversee our operations
- Management oversees compensation matters in each office and subsidiary company, within the approved operating budgets and within the parameters of our compensation philosophy

From time to time, other members of the management team are invited to present or participate in meetings. Management acts in an advisory and informational capacity only and the HRCC maintains strict independence from management. The Board is ultimately responsible for executive compensation matters.

### ***Use of Compensation Consultants***

The HRCC engaged the services of one compensation consultant during 2013:

- Mercer (Canada) Limited (*Mercer*), a wholly-owned subsidiary of Marsh & McLennan Companies, Inc. (*MMC*), has been used since 2010 to assist the HRCC in determining the compensation for our executive officers

A summary of the fees paid to our compensation consultants for 2012 and 2013 is outlined in the table below:

| <b>Name of Consultant</b> | <b>Amount invoiced in 2013<br/>(CAD)</b> | <b>Amount invoiced in 2012<br/>(CAD)</b> |
|---------------------------|--|--|
| Mercer                    | \$51,963                                 | \$73,008                                 |

### **Compensation Consultants Retention and Independence**

We retained Marsh Canada Inc., a separate independent operating company owned by MMC, to provide insurance and brokerage services which were unrelated to executive compensation. During the 2013 and 2012 financial years, the other fees paid to Marsh Canada Inc. for insurance and brokerage services were CAD\$244,431 and CAD\$271,367, respectively.

Since December 2011, the HRCC has directly engaged Mercer to ensure independent compensation advice and the relationship continued in 2013. Under the consulting agreement, the following considerations apply:

- The HRCC chair approves all work plans
- Consultants work with management as needed to complete work assignments, but work products are delivered directly to the HRCC chair, with distribution to management if required
- Additional consulting services are pre-approved by the HRCC

While the HRCC may use compensation consultants to provide additional information and advice in respect of its decision-making, the HRCC makes its determinations independently based on its own experience, analysis and assessments and weighs a broad range of considerations, including current business requirements.

Because of the policies and procedures that Mercer and the HRCC have established, the HRCC is confident that the advice it receives from the individual compensation consultant assigned to us by Mercer is objective and not influenced by Mercer's or its affiliates' relationship with us. These policies and procedures include:

- The consultant receives no incentive or other compensation based on the fees charged to us for other services provided by Mercer or any of its affiliates
- The consultant is not responsible for selling other Mercer or affiliate services to us
- Mercers' professional standards prohibit the individual consultant from considering other relationships that Mercer or any of its affiliates may have with us in rendering his or her advice and recommendations
- The HRCC has the sole authority to retain and terminate the executive compensation consultant
- The consultant has direct access to the HRCC without management intervention
- The HRCC evaluates the quality and objectivity of the services provided by the consultant each year and determines whether to continue to retain the consultant
- The protocols set out in the engagement letter with Mercer limit how the consultant may interact with management and govern when and if the consultant's advice and recommendations can be shared with management





group of similar companies in the mining industry. We also consider the actual total cash and actual total compensation of the peer group.

Based on the compensation studies provided by our independent consultant, the HRCC determines compensation ranges for each NEO in order to attract and retain key talent during an unprecedented shortage of experienced and qualified executives in the mining industry. The HRCC also considers the following factors when considering target compensation for each NEO:

- The business impact, costs, and time for recruiting a replacement
- Our current talent pool in the Company
- Impact and loss of continuity that may arise from vacancies in key leadership positions
- The high cost of living in Vancouver, British Columbia, where we are headquartered

The Company has traditionally positioned base salaries and target annual and long-term incentive awards at or below the median of its competitive market, but has also provided its executives with the opportunity to earn higher actual total compensation based on superior performance.

When reviewing the compensation for the NEOs in 2013, the HRCC considered our peer group (as described below under the heading “*Use of Peer Groups*”). The 25<sup>th</sup>, 50<sup>th</sup>, 60<sup>th</sup>, and 75<sup>th</sup> percentiles were defined by Mercer in their compensation study. Overall, based on the Mercer study, the Company’s target total direct compensation levels for the NEOs is well below the 50<sup>th</sup> percentile and actual total direct compensation is at or below the 50<sup>th</sup> percentile. The CEO compensation is below the 25<sup>th</sup> percentile on both target and actual total direct compensation. We have seen rapid increases in CEO total compensation within our peer group, which is a sign of the competitive nature of the resource industry labour market.

#### *Realizable Pay*

To illustrate pay for performance and alignment with long-term shareholder value creation, the concept of *realizable pay* is presented. The realizable value of the Company’s long-term incentive payment vehicles (options, restricted shares and restricted share units (“RSUs”)) increase with share price appreciation and decrease as the share price decreases. The tables below illustrate the concept of realizable pay for the CEO over the last three financial years, and reflect the target and realizable value for each of the compensation elements. The target pay considers the target short-term and long-term incentive award levels, while the realizable pay considers the actual short-term incentive awarded and the value of the long-term incentive awards at the closing share price at December 31, 2013, assuming awards were vested.

| CEO Target Pay (CAD\$)          |           |           |                      |                        |           |                    |
|---------------------------------|-----------|-----------|----------------------|------------------------|-----------|--------------------|
| Year                            | Salary    | Bonus     | Stock <sup>(1)</sup> | Options <sup>(1)</sup> | Other     | Total Pay          |
| 2013                            | \$700,000 | \$385,000 | \$341,250            | \$113,750              | \$224,356 | \$1,764,356        |
| 2012                            | \$621,000 | \$341,550 | \$403,651            | \$0                    | \$204,350 | \$1,570,551        |
| 2011                            | \$600,000 | \$330,000 | \$103,500            | \$310,500              | \$203,485 | \$1,547,485        |
| <b>Total 3-Year Target Pay:</b> |           |           |                      |                        |           | <b>\$4,882,392</b> |

| CEO Realizable Pay (CAD\$)      |           |           |                      |                        |                      |                    |
|---------------------------------|-----------|-----------|----------------------|------------------------|----------------------|--------------------|
| Year                            | Salary    | Bonus     | Stock <sup>(2)</sup> | Options <sup>(2)</sup> | Other <sup>(3)</sup> | Total Pay          |
| 2013                            | \$700,000 | \$490,875 | \$361,289            | \$30,962               | \$214,737            | \$1,797,862        |
| 2012                            | \$621,000 | \$409,681 | \$310,329            | \$0                    | \$176,774            | \$1,517,962        |
| 2011                            | \$600,000 | \$226,050 | \$72,425             | \$0                    | \$132,965            | \$1,031,440        |
| <b>Total 3-Year Target Pay:</b> |           |           |                      |                        |                      | <b>\$4,347,265</b> |

**Note:**

- (1) Assumed 50 / 50 split of Stock Options and RSUs / Common Shares  
(2) Intrinsic value of all equity uses the December 31, 2013 closing stock price of \$12.41 CAD, adjusted for election of options and shares  
(3) For the CEO, intrinsic value of common shares, at December 31, 2013, that were purchased using after-tax retention award

Since awards under the long-term incentive plan are made in restricted shares, options and RSUs, the value of long-term awards varies prior to vesting, and the final payouts realized are directly tied to share price appreciation. These incentive plan awards may enjoy a higher potential payout in years where shareholders realize more value, but also align the CEO with shareholders when the share price does not appreciate. Unlike shareholders, the CEO and other NEOs are also restricted from exercising stock options or from trading shares during blackout periods or no trade periods and are subject to minimum share ownership, which further aligns their realizable pay with long-term shareholder interests.

Our compensation practices are regularly monitored by the HRCC and modified as required to ensure we maintain our competitiveness and that we appropriately recognize growth and change within the organization.

**Use of Peer Groups**

The HRCC uses a number of data sources for executive compensation reviews. These sources include compensation consultants, published compensation studies, and other market data.

In addition to sources described above, the HRCC has identified peer groups for salary comparisons. Currently there are only a handful of publically traded, operating, primary silver mining companies. This group is so limited that it is challenging to make appropriate comparisons of growth, operating performance, and other financial metrics. Our peer group was selected based on the following criteria:

- Companies that operate in the same labour, industry, and capital markets
- Companies that are at a similar stage of development and operate producing mines with comparable complexities
- Companies with multiple operating locations in different jurisdictions
- Company size, based on a range from 1/2 to 2 times that of our revenues

During 2013, the peer group of companies selected was the following:

- Agnico-Eagle Mines Limited
- Eldorado Gold Corp.
- IAMGOLD Corporation
- Centerra Gold Inc.
- New Gold Inc.
- Hecla Mining Company
- Coeur D'Alene Mines Corporation
- Silver Standard Resources Inc.
- AuRico Gold Inc.

Using this above peer group, in addition to a wider industry peer group, Mercer provided a compensation study for the NEOs in 2013. Based on this study and market data, the HRCC reviews and, if appropriate, adjusts base salaries, short-term incentive targets and long-term incentive targets. The HRCC then makes recommendations for changes to executive compensation to the Board.

## Components of Executive Compensation

Executive officer total compensation is composed of five main components: base salary, a cash-based short-term annual incentive program (*AIP*), a long-term incentive plan (*LTIP*), a key employee long term contribution plan (*Retention Plan*) and extended group benefits. The following table sets out the main components of compensation for our executives and summarizes their key features:

| Element        | Objective   | Key features   |
|----------------|---|--|
| Base Salary    | <ul style="list-style-type: none"> <li>Provide a fixed level of cash compensation for performing day-to-day responsibilities</li> </ul>                           | <ul style="list-style-type: none"> <li>Set in the first quarter of each year for the 12-month period of January to December, and reviewed as required</li> </ul>   |
| AIP            | <ul style="list-style-type: none"> <li>Focuses executives on achieving annual operating plan and budget and other short-term objectives</li> </ul>                | <ul style="list-style-type: none"> <li>Annual incentive plan based on corporate goals and objectives</li> </ul>  |
| LTIP           | <ul style="list-style-type: none"> <li>Focuses executives on long-term shareholder value, and aligns management's interests with those of shareholders</li> </ul> | <ul style="list-style-type: none"> <li>A minimum of 25% must be provided as RSUs which vest over two years and whose payout value is aligned with share price performance</li> <li>Stock options that vest over two years with a seven-year expiration period</li> <li>Restricted stock awards with a two-year "no trading" restriction</li> <li>Performance share units which vest over three years and whose cash payout value is aligned with share price performance and relative TSR</li> </ul> |
| Retention Plan | <ul style="list-style-type: none"> <li>Retain critical management and skill sets during unprecedented labour shortages in the mining industry</li> </ul>          | <ul style="list-style-type: none"> <li>Two equal payments over two years, paid in cash</li> <li>Employee must be with the Company at time of payment and all amounts paid are repayable if employee leaves the Company within six months from the date of any payment</li> </ul>   |
| Benefits       | <ul style="list-style-type: none"> <li>Attract and retain highly qualified executives</li> </ul>  | <ul style="list-style-type: none"> <li>Health, vision, and dental insurance, life insurance, and accidental death and dismemberment insurance</li> </ul>   |

### Base Salary

Base salaries are provided to executives as part of the overall compensation package. Base salaries are designed to attract and retain experienced executives in a highly competitive market. Base salaries are determined following a review of market data for similar positions in mining companies with international operations of comparable size and scope. The salary for each executive officer's position is then determined having regard for the incumbent's responsibilities, our financial capacity, potential for

advancement, and the assessment of the Board and the HRCC of such other matters as are presented by management, including industry comparable base salaries for similar positions.

The HRCC reviewed salaries a number of times in 2013 based on market analysis prepared by Mercer. The HRCC determined that an inflationary increase and some market increases were necessary in order to maintain competitive base salaries.

The table below shows the base salaries of our Named Executive Officers.

| Executive  | Base Salary 2012 <sup>(1)</sup><br>(CAD\$) | Base Salary 2013 <sup>(2)</sup><br>(CAD\$) | Percentage change |
|--|--|--|-------------------|
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                             | \$621,000                                  | \$700,000                                  | 12.72%            |
| A. ROBERT DOYLE<br>Chief Financial Officer   | \$351,500                                  | \$390,000                                  | 10.95%            |
| STEVEN L. BUSBY<br>Chief Operating Officer   | \$528,000                                  | \$546,000                                  | 3.41%             |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development and<br>Geology | \$433,000                                  | \$448,500                                  | 3.58%             |
| ANDRES DASSO<br>Senior Vice President, Operations                                      | \$420,500                                  | \$435,500                                  | 3.57%             |

**Notes:**

(1) As of December 31, 2012.

(2) As of December 31, 2013.

**Annual Incentive Plan**

The second component of our executive compensation is an annual cash bonus earned under the guidelines of our AIP. For all NEOs except the CEO and SVP Operations, AIP payments are determined on the basis of Company and individual performance with 75% of the AIP payment based on our Company performance and 25% based on individual performance. The CEO's AIP payment is based 100% on Company performance, while the SVP Operations' AIP is based 50% on Company performance. The ratio may be adjusted periodically by the HRCC, depending on the level of Company, departmental or individual focus desired for future years.

An example of the AIP calculation formula is as follows:

$$\text{Company Incentive Pay} = (\text{Total Target Pay}) \times (\text{Company performance}) \times 75\%$$

$$\text{Individual Incentive Pay} = (\text{Total Target Pay}) \times (\text{Individual performance}) \times 25\%$$

$$\text{Total Incentive Pay} = \text{Company Incentive Pay} + \text{Individual Incentive Pay}$$

The AIP Target Pay ranges from 45% to 50% of base salary for our NEOs, other than the CEO whose AIP Target Pay is 55% of base salary.

Both the individual and Company performance components are compared to a set of annual objectives that have been pre-determined and, in the case of Company performance, approved by the Board.

Company performance objectives include targets for safety, mineral reserve and resource growth, project advancement, silver production, and operating cost and are tied directly to our annual budget, which is also approved by the Board.

Individual performance is based on weighted goals established within each individual's primary area of responsibility and a substantial portion of each individual's objectives are linked to supporting the achievement of Company performance objectives. Company and individual performance are then

determined by evaluating the level of achievement of the pre-determined targets on a 0% - 200% basis. Payouts under the program are capped at 200% of target.

The table below shows AIP targets for our NEOs, as well as notional minimum and maximum payouts.

| Executive   | Base Salary <sup>(1)</sup><br>(CAD\$) | Target of base salary | Minimum (0%)<br>(CAD\$) | Maximum (200%)<br>(CAD\$) |
|---|---------------------------------------|-----------------------|-------------------------|---------------------------|
| GEOFFREY A. BURNS<br>President and Chief<br>Executive Officer                             | \$700,000                             | 55%                   | \$0                     | \$770,000                 |
| A. ROBERT DOYLE<br>Chief Financial Officer  | \$390,000                             | 45%                   | \$0                     | \$351,000                 |
| STEVEN L. BUSBY<br>Chief Operating Officer  | \$546,000                             | 50%                   | \$0                     | \$546,000                 |
| MICHAEL STEINMANN<br>Executive Vice<br>President, Corporate<br>Development and<br>Geology | \$448,500                             | 50%                   | \$0                     | \$448,500                 |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                      | \$435,500                             | 45%                   | \$0                     | \$391,950                 |

**Note:**

(1) Base salary as of December 31, 2013.

The table below shows AIP targets and weightings for our NEOs.

| Executive  | AIP Target (% of Base<br>Salary) | Weighting on Corporate<br>Performance | Weighting on Individual<br>Performance |
|--|----------------------------------|---------------------------------------|--|
| GEOFFREY A. BURNS<br>President and Chief Executive<br>Officer                          | 55%                              | 100%                                  | 0%                                     |
| A. ROBERT DOYLE<br>Chief Financial Officer   | 45%                              | 75%                                   | 25%                                    |
| STEVEN L. BUSBY<br>Chief Operating Officer   | 50%                              | 75%                                   | 25%                                    |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development and<br>Geology | 50%                              | 75%                                   | 25%                                    |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                   | 45%                              | 50%                                   | 50%                                    |

For 2013, our performance rating against pre-established annual objectives was 170%, and is described in further detail below. AIP awards are paid in the year following the year in which the recipient's performance is assessed. AIP awards were paid in March, 2014 with respect to performance in 2013.

The HRCC recognizes that situations may arise in which unforeseen circumstances may cause formulaic compensation decisions to be inappropriate. In these circumstances, the formulas may lead to unwanted results that do not accurately reflect real performance and the Board will ultimately determine final compensation within the context of the objectives and current business environment. Under the AIP, the HRCC and Board may exercise its discretion in response to special circumstances by, among other things:

- Suspending or modifying the AIP
- Deferring, reducing, or cancelling all or part of the AIP payment due, for business reasons
- Limiting the corporate portion of the AIP payment to 75% of target in the event of a significant environmental or safety incident, as defined by the Health, Safety, and Environmental Committee
- Recognizing extraordinary achievement or special circumstances by increasing the overall performance by up to 25%

For example, the Board elected not to pay the 2008 AIP due to metal price and market conditions notwithstanding that Company and individual performance could have justified an AIP payment.

Similarly, although the Company performed very well in 2013 and achieved a 170% Company performance rating, the Board exercised its discretion and reduced the Company performance rating for certain senior management members to 127.5% to reflect the fact that the Company's cash flows and earnings had been negatively impacted by the decline in metal prices during the year.

#### Company Performance Objectives – 2013

| Performance Category                 | Metrics  | Weighting  | Result   | Weighted Performance |
|--------------------------------------|--|--|--|----------------------|
| Safety                               | <ul style="list-style-type: none"> <li>• Maintain an LTIF of 1.8 or better</li> <li>• Maintain an LTIS of 900 or better</li> <li>• Eliminate fatalities</li> <li>• Achieve “zero” significant environmental incidents<sup>(2)</sup></li> </ul>   | 25%  | <ul style="list-style-type: none"> <li>• LTIF was 0.94</li> <li>• LTIS was 329</li> <li>• Fatality objective not met</li> </ul>  | 40%                  |
|                                      |  | 5%   | <ul style="list-style-type: none"> <li>• Zero significant environmental incidents (discretionary award)</li> </ul>   | 10%                  |
| Reserve Replacement                  | <ul style="list-style-type: none"> <li>• Replace mined reserves by finding 33.2 million contained ounces of silver through exploration programs</li> </ul>   | 15%  | <ul style="list-style-type: none"> <li>• Through exploration programs, added 40.1 million ounces of silver, far exceeding target</li> </ul>  | 30%                  |
| Growth                               | <ul style="list-style-type: none"> <li>• Acquire one asset or begin an internal expansion of a PAA asset, which has a high probability of delivering significant additional production before the end of 2015 at an acceptable rate of return. (10%)</li> <li>• Complete Dolores leach pad construction projects so that material disruptions to budgeted mine production are avoided. (10%)</li> <li>• Complete sufficient study to make project continuance decision on Waterloo by year-end (5%)</li> </ul> | 25%  | <ul style="list-style-type: none"> <li>• Dolores pulp agglomeration progressed and Board approval of La Colorada expansion project with 1M additional Ag oz of production by 2016 and 3M by 2018.</li> <li>• Completed Pad 2 extension and commenced stacking in this area in June 2013; completed Part 1 of Pad 3 in Oct 2013 sufficient to commence stacking; leaching on Pad 3 commenced in Nov 2013; avoided any material disruption to stacking and leaching activities in 2013, but was over budget expenditure</li> <li>• All Waterloo project activities suspended in Q2.</li> </ul> | 20%                  |
| Operating Performance <sup>(1)</sup> | <ul style="list-style-type: none"> <li>• Deliver on silver production (25M ounces) and cash cost guidance (\$12.80 per ounce).</li> </ul>  | 35%  | <ul style="list-style-type: none"> <li>• 2013 silver production was 25.959M ounces, and record gold production of 149.8k ounces</li> <li>• 2013 cash costs were \$10.81 per ounce of silver</li> </ul>   | 70%                  |
| Discretionary Component              |  | Up to 25%  | <ul style="list-style-type: none"> <li>• Not awarded</li> </ul>  | 0%                   |
| Total:                               |  | 100%<br>(plus up to an additional 30% discretionary) |  | 170%                 |

#### **Notes:**

(1) Cash costs per ounce are non-GAAP measures. Please see note on page 24.

## Detailed Summary of 2013 Performance

A breakdown of the performance in each performance category is set out below.

### *Safety*

Safety is a top priority for us and safety objectives are set each year. For 2013, safety objectives and performance factors were set at the following:

| <b>Factor</b>   | <b>.5</b>      | <b>1.0</b>     | <b>1.5</b>     | <b>2.0</b>    |
|---|----------------|----------------|----------------|---------------|
| • Maintain an LTIF of 1.8 or better (10%)   | 1.9            | 1.8            | 1.7            | 1.6           |
| • Maintain an LTIS of 900 or better (10%)   | 1,100          | 900            | 800            | 750           |
| • Eliminate fatalities (5%)   | Fatal accident | Fatal accident | Fatal accident | No fatalities |
| • Discretionary Additional Metric: Achieve excellence in environmental management as measured by significant environmental incidents (5%) | 3 SEIs         | 2 SEIs         | 1 SEI          | No SEIs       |

Safety efforts continued to evolve at all operations. Final safety results were the following:

- We maintained a lost-time injury frequency ("LTIF") of 0.94, achieving a performance rating of 20% against a target of 10%. We maintained a lost-time injury severity ("LTIS") of 329, achieving a performance rating of 20% against a target of 10%
- We failed to eliminate fatalities during the year, achieving a performance rating of 0% against a target of 5%
- During the year, we had no significant environmental incidents, achieving an additional discretionary performance rating of 10% against a target of 5%.

LTIF is calculated as follows: (number of accidents x 1,000,000 hours) / (total hours worked). LTIS is calculated as follows: (number of work days lost x 1,000,000 hours) / (total hours worked).

### *Reserve Replacement*

For 2013, the reserve replacement objectives and performance factors were set at the following:

| <b>Factor</b>  | <b>.5</b>   | <b>1.0</b>  | <b>1.5</b>  | <b>2.0</b>                          |
|--|-------------|-------------|-------------|-------------------------------------|
| • Replace mined reserves by finding 33.2M contained ounces through exploration programs (assumes replacement of 2013 production, and would be adjusted based on any Board-approved acquisition or divestiture) (15%) | Replace 70% | Replace 80% | Replace 90% | Full replacement of 2013 production |

During 2013, we mined 33.7 million contained ounces. Our exploration efforts yielded exceptional results as we added 40.1 million ounces to our reserves, thus replacing mined reserves during the year and adding an additional 2.0% to the reserve book as compared to the previous year. The performance factor was 2.0, yielding an award for reserve replacement of 30%.



## Project Development

For 2013, project development goals and performance factors were set at the following:

| Factor  | .5                            | 1.0                             | 1.5                             | 2.0                             |
|---|-------------------------------|---------------------------------|---------------------------------|---------------------------------|
| <ul style="list-style-type: none"> <li>Acquire one asset or begin an internal expansion of a PAA asset, which has a high probability of delivering significant additional production before the end of 2015 at an acceptable rate of return. (10%)</li> </ul> | 1 million oz. (Ag equivalent) | 1.5 million oz. (Ag equivalent) | 2.0 million oz. (Ag equivalent) | 2.5 million oz. (Ag equivalent) |
| <ul style="list-style-type: none"> <li>Complete Dolores leach pad construction projects so that material disruptions to budgeted mine production are avoided. (10%)</li> </ul>  | NA                            | NA                              | NA                              | No material disruptions         |
| <ul style="list-style-type: none"> <li>Complete sufficient study to make project continuance decision on Waterloo by year-end (5%)</li> </ul>   | NA                            | Study completed                 | NA                              | NA                              |

Dolores pulp agglomeration progressed and we gained Board approval of La Colorada expansion project with an estimated 1 million additional silver ounces of production by 2016 and 3 million by 2018, so the performance factor was 1.0, yielding an award of 10%.

We completed the Dolores mine leach Pad 2 extension and commenced stacking in this area by June 2013, one month later than originally planned. We also completed Part 1 of Pad 3 in October 2013, sufficient to commence stacking prior to the end of October; leaching on Pad 3 commenced on November 14, 2013. We avoided material disruption to stacking and leaching activities in 2013, but were over on budgeted expenditure, and therefore we scored a performance factor of 1.0, yielding an award of 10% on this objective.

All activities for the Waterloo project were suspended in the second quarter of 2013, achieving a performance factor of 0.0, and yielding an award of 0%.

## Production and Costs

For 2013, production and cost goals and performance factors were set at the following:

| Factor  | .5          | 1.0                        | 1.5          | 2.0                         |
|---|-------------|----------------------------|--------------|-----------------------------|
| <ul style="list-style-type: none"> <li>Deliver on silver production (20%) and cash cost<sup>(1)</sup> guidance (15%)</li> </ul> | 24.5M oz Ag | Low Guidance of 25M ounces | 25.5M ounces | High guidance of 26M ounces |
|   | <\$13.30    | <\$12.80                   | <\$12.30     | <\$11.80                    |

### Note:

(1) Cash costs per ounce are non-GAAP measures. Please see note on page 24.

With the combined record silver production of approximately 25.96 million ounces, and record gold production of 149,800 ounces, we scored a performance rating of 2.0, yielding an award of 40% on this objective. Consolidated cash costs were \$10.81 per ounce of silver which far exceeded the goal of \$12.80 per ounce. As a result, a total score of 30% was awarded with respect to the production and cash cost objectives.

## 2013 AIP Awards

Notwithstanding the foregoing performance scores, based on management's recommendation, the Board exercised discretion and reduced the 2013 Company performance rating relative to certain senior management members to better reflect the decline in the Company's cash flows and earnings resulting primarily from poor metal prices during the year. As such, the 2013 corporate performance portion of the award for each of the NEOs was 127.5%. The table below summarizes the awards granted to NEOs under the 2013 AIP, as a percentage of overall target achieved (combined corporate and individual) and total award:

| <b>Executive</b>   | <b>2013 Base Salary<br/>(CAD\$)</b> | <b>Award Percentage of Target</b> | <b>Total award<br/>(CAD\$)</b> |
|--|-------------------------------------|-----------------------------------|--------------------------------|
| GEOFFREY A. BURNS<br>President and Chief Executive<br>Officer                          | \$700,000                           | 127.50%                           | \$490,875                      |
| A. ROBERT DOYLE<br>Chief Financial Officer   | \$390,000                           | 126.90%                           | \$222,666                      |
| STEVEN L. BUSBY<br>Chief Operating Officer   | \$546,000                           | 133.10%                           | \$363,764                      |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development and<br>Geology | \$448,500                           | 133.10%                           | \$298,533                      |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                   | \$435,500                           | 138.80%                           | \$271,915                      |

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### **Note:**

- (1) Annual Incentive Plan awards are paid in the calendar year following the year in which the employee's performance is assessed. For example, the Annual Incentive Plan award referenced for 2013 was paid in March 2014.

### **Long-Term Incentive Plan**

The third component of executive compensation is the granting of RSUs, stock options, and issuance of compensation shares pursuant to the Company's LTIP guidelines. In early 2014, the Board approved the adding of performance share units ("PSUs") to the Company's LTIP, with grants to be considered in late 2014. The Board, subject to any necessary approvals by regulatory authorities, may grant stock options and compensation shares on an annual basis to senior managers and officers pursuant to our Stock Option Plan as set out on page 42. We believe that the mix of RSUs, stock options, and compensation shares, along with the newly approved PSUs, provides the best vehicle to help attract and retain employees by providing them with an opportunity to participate in our future success and to align the interests of our employees with our interests and the interests of our shareholders. The LTIP was initially approved by the Board on December 9, 2005 and was amended in 2008, 2010 and 2012. The LTIP was further amended in early 2014 to add PSUs.

The terms of the LTIP were developed to provide guidelines to the Board regarding the grant of stock options and compensation shares under our Stock Option Plan to those holding senior management positions with us. Awards in connection with LTIP guidelines are limited to key management positions that have responsibility for influencing our policy, strategy and the long-term performance. No options, shares or other securities are issued directly under the LTIP.

The LTIP was designed to create a sense of ownership by our key employees and to link the compensation of such employees with our performance. It provides guidelines for calculating an incentive target award for each of our eligible employees related directly to each employee's position, long-term potential, and long-term contributions to us. Targets are based on an employee's base salary and are dependent on an employee's responsibilities and contribution with regard to our long-term performance.

The formula for the LTIP calculation is as follows:

$$\text{Base Salary} \times \text{Target \%}$$

LTIP targets range from 55% to 60% of base salary for our NEO's, other than the Chief Executive Officer whose target is 65% of base salary. The following table summarizes the target percentages and amounts for each NEO:

| Executive  | Base Salary (CAD\$) | Target Percentage (CAD\$) | Target Amount (CAD\$) |
|--|---------------------|---------------------------|-----------------------|
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                             | \$700,000           | 65%                       | \$455,000             |
| A. ROBERT DOYLE<br>Chief Financial Officer   | \$390,000           | 55%                       | \$214,500             |
| STEVEN L. BUSBY<br>Chief Operating Officer   | \$546,000           | 60%                       | \$327,900             |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development and<br>Geology | \$448,500           | 60%                       | \$269,100             |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                   | \$435,500           | 55%                       | \$239,525             |

In 2013 the LTIP consisted of annual grants of restricted shares, RSUs, and/or options to participants to buy shares of the Company. At least 25% of the total annual award is comprised of RSUs. For the remaining 75% of the award amount, participants may elect a mix of restricted shares, RSUs, and option grants.

For share awards, participants are issued Pan American common shares, with a two (2) year "no trade" legend, and are therefore required to hold the shares for a minimum of two years. There is no gross-up on common share awards, making the common share component of all awards net of required withholding taxes.

RSUs vest in two tranches, 50% on the first anniversary of the grant date and 50% on the second anniversary of the grant date. RSUs entitle the holder to receive an amount equal to the value of the underlying share at the end of the RSU's term.

For option awards, no options vest immediately. 50% of options granted in a particular year vest on the one year anniversary of being granted, and the other 50% on the second anniversary of being granted. The options expire after seven years as set out under the LTIP guidelines.

In early 2014, the Board approved the addition of PSUs under the current LTIP. PSUs are notional share units that mirror the market value of the Company's common shares (the "Shares"). PSUs promote the alignment of shareholder and employee interests by tying the value of the PSUs to the value of the underlying Shares and to the performance of the Company. The vesting period also supports longer-term decision making. Each vested PSU entitles the participant to a cash payment equal to the value of an underlying Share, less applicable taxes, at the end of the term, plus the cash equivalent of any dividends distributed by the Company during the three-year Performance Period (as defined below). PSU grants will vest on the date that is three years from the date of grant, subject to certain exceptions in the case of voluntary termination or retirement for long-term employees and death or total disability, and unless otherwise determined by the Board of Directors. PSUs cannot be redeemed and will not be paid out unless and until they vest in accordance with their terms. Performance results at the end of the

Performance Period relative to pre-determined performance criteria and the application of the corresponding performance multiplier determine how many PSUs vest for each participant. The Board of Directors has the discretion to vary the amount paid or the payout calculation at the end of the Performance Period to take into account unusual circumstances or other factors that may have had, in the opinion of the Board, a significant effect on the achievement of the performance-based criteria.

The HRCC and Board will consider PSU grants under the LTIP for the first time in late 2014. The HRCC will make recommendations to the Board of Directors with respect to the value of grants to be given to each participant. The number of PSUs ultimately granted is determined by dividing the grant value approved by the Board of Directors by the unit value of each PSU. The unit value for each PSU is set equal to the volume weighted average trading price of the Shares on the TSX during the twenty trading days on which at least one board lot of Shares is traded prior to the date the PSUs are granted.

The Board of Directors has determined that the initial measure by which the Company's performance will be assessed in connection with the PSUs is Pan American's total shareholder return ("TSR") over the three-year term from the date of grant (the "Performance Period") in comparison to a peer group of comparable precious metals companies determined at the time of grant. TSR is defined as the total return to a shareholder on an investment in a share over a designated period of time and is comprised of stock price appreciation or depreciation at the end of the period, plus dividends and any other cash equivalent distributions during the period. With respect to the PSUs, TSR will be calculated using the volume weighted average trading price of the Shares on the TSX during the twenty trading days on which at least one board lot of Shares is traded immediately prior to the date of the grant and again immediately prior to the last day of the Performance Period. TSRs for Pan American's peers will be assessed using the same methodology and then compared to Pan American's TSR. The relative TSR performance scale and the corresponding number of units that will vest as a percentage of the number of units that were granted are as follows:

| Performance Level | TSR Percentile Ranking vs Peer Group | Multiplier (% Vested) |
|-------------------|--------------------------------------|-----------------------|
| <b>Maximum</b>    | <b>75th Percentile or above</b>      | <b>150%</b>           |
| <b>Target</b>     | <b>50th Percentile</b>               | <b>100%</b>           |
| <b>Minimum</b>    | <b>25th Percentile or below</b>      | <b>50%</b>            |

The HRCC and Board consider the following when making award determinations under the LTIP: senior management's recommendations, the employee's performance evaluation, the employee's long-term potential with us, and our performance. The HRCC meets in-camera to determine the award level for the CEO after completing his performance evaluation.

The LTIP can be modified or suspended at any time at the Board's discretion. Modifications may include, but are not limited to, changes of award targets, changes in performance metrics, and changes to, or final determination of, the mix of award vehicles.

## LTIP Awards for 2013

In 2013, the following awards were made under the LTIP:

| <b>Executive</b>   | <b>Target (CAD\$)</b> | <b>Percentage of Target Awarded</b> | <b>Amount Awarded in Shares (CAD\$)<sup>(1)</sup></b> | <b>Amount Awarded in Options (CAD\$)<sup>(1)</sup></b> | <b>Amount Awarded in RSUs (CAD\$)</b> | <b>Total amount awarded (CAD\$)</b> |
|--|-----------------------|-------------------------------------|---|--|---------------------------------------|-------------------------------------|
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                             | \$455,000             | 100%                                | 227,500   | 113,750  | 113,750                               | 455,000                             |
| A. ROBERT DOYLE<br>Chief Financial Officer   | \$214,500             | 100%                                | 0   | 107,250  | 107,250                               | 214,500                             |
| STEVEN L. BUSBY<br>Chief Operating Officer   | \$327,900             | 100%                                | 0   | 245,925  | 81,975                                | 327,900                             |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development and<br>Geology | \$269,100             | 100%                                | 67,275  | 134,550  | 67,275                                | 269,100                             |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                   | \$239,525             | 100%                                | 0   | 0  | 239,525                               | 239,525                             |

### **Note:**

- (1) In December, 2013, we awarded shares of common stock with a two year holding period, granted options and added a new mandatory grant for RSUs under this plan at \$11.49 per unit. We used the Black Scholes pricing model to determine fair value, and used as our assumptions for calculating fair value a risk free interest rate of 1.46%, weighted average volatility of 46.97%, expected lives ranging from 3.5 to 4.5 years based on historical experience, dividend yield of 3.61% and an exercise price of CAD \$11.49 per share. The weighted average fair value of each option was determined to be CAD \$3.38.

## Stock Option and Compensation Share Plan

The Stock Option Plan, which governs our issuance of stock options and compensation shares, was established by the Board on May 13, 2008 (and approved by shareholders on May 13, 2008) and was amended on May 10, 2010. The Stock Option plan complies with the rules set forth for such plans by the TSX and Nasdaq. Awards of stock options or compensation shares under the Stock Option Plan are granted in accordance with the guidance provided by the LTIP. The Stock Option Plan contemplates (i) the granting of options to purchase shares and/or (ii) the direct issuance of compensation shares to our executive officers, directors and service providers.

### *Granting Options and Compensation Shares*

Any grant of options under the Stock Option Plan will be at the discretion of the Board, and the term of any options granted will also be at the discretion of the Board, but will not be in excess of ten years. The Stock Option Plan also gives authority to the Board to issue up to 200,000 compensation shares in each calendar year. The maximum number of shares which may be issued pursuant to options granted or compensation shares issued under the Stock Option Plan may be equal to, but will not exceed 6,461,470 shares. The number of shares which may be issuable to any one optionee under the Stock Option Plan together with all of our other previously established or proposed share compensation arrangements, shall not exceed 5% of the total number of our issued and outstanding common shares on a non-diluted basis.

The number of shares which may be issued to Insiders under the Stock Option Plan, together with all of our other previously established or proposed share compensation arrangements, in aggregate, shall not at any time exceed 10% of the total number of our issued and outstanding common shares on a non-diluted basis. In addition, the number of shares which may be issuable under the Stock Option Plan, together with all our other previously established or proposed share compensation arrangements, within a one year period: (i) to insiders in aggregate, shall not exceed 7% of the outstanding issue; (ii) to one optionee who is an insider or any associates of such insider, shall not exceed 2% of the outstanding

issue: and (iii) to any non-employee director, other than the chair of the Board, shall not exceed an equity award value of \$100,000 (other than options or shares granted or taken in lieu of cash fees).

#### *Exercise of Options*

The exercise price of options granted under the Stock Option Plan will be the weighted average trading price of our shares on the TSX for the five trading days prior to the grant date. The Stock Option Plan provides for an optional cashless exercise mechanism where the optionee elects to relinquish the right to exercise their unexercised vested options and receive, in lieu thereof, a number of fully paid shares. The number of shares issuable pursuant to any such cashless exercise is equal to the quotient obtained by dividing the product of the number of unexercised vested options tendered for disposition multiplied by the difference between the market price and the option price of all shares subject to the tendered unexercised vested options by the market price of one share.

#### *Termination of Options*

Under the Stock Option Plan, options are non-assignable and non-transferable, and subject to such vesting provisions as the Board in their sole discretion shall determine. Where an option holder's employment with us is terminated, other than for cause or by reason of death or disability, options granted under the Stock Option Plan will terminate on the earlier of:

- The expiry date of the options
- 30 days after termination of employment

In the event of termination for cause, the options will terminate immediately upon the date which the individual ceases to be a director, officer or service provider.

In the event the individual ceases to be a director, officer or service provider due to death or disability, the options granted under the Stock Option Plan will terminate upon the earlier of:

- The expiry date
- 12 months after the date of death or disability

#### *Adjustment Provisions*

The Stock Option Plan also contains an adjustment mechanism to alter the exercise price or number of shares issuable under the Stock Option Plan upon a share reorganization, corporate reorganization or other such event not in the ordinary course of business. In the event of a take-over bid or change of control, 50% of an option holder's unvested outstanding options will vest and are conditionally exercisable until immediately before the completion of the take-over bid or change of control, provided that: (i) any options that are unvested or unexercised by the completion of the take-over bid or change of control become null and void; and (ii) in the event the take-over bid or change of control is not completed within 90 days of the proposed completion date, the option holder will be refunded any payments made to exercise the options, the exercised options will be reissued, and the purported exercise of the options will be null and void.

#### *Black Out Period*

Except where not permitted by the TSX, where an option expires during a time when, pursuant to any of our policies, any of our securities may not be traded by certain persons as designated by us, including any holder of options under the Stock Option Plan (the *Black Out Period*) or within ten business days following the end of such Black Out Period, the term of such options will be extended to the end of day that is ten business days following the end of the applicable Black Out Period.

### *Amending the Stock Option Plan*

The Stock Option Plan provides that the Board may make certain limited amendments to the Stock Option Plan or any option without shareholder approval, including

- Amendments of a “housekeeping” nature, including any amendment for the purpose of curing any ambiguity, error, inconsistency or omission in or from the Stock Option Plan or any related option agreement
- A change to the vesting provisions of an option
- Extensions to the term of an option held by a person (other than an insider)
- Accelerating the expiry date of an option
- Amending the definitions contained within the Stock Option Plan
- Amending or modifying the mechanics of the exercise of options (except with respect to the requirement that full payment be received for the exercise of options)
- Amendments that are necessary to comply with the provisions of applicable laws or the rules, regulations and policies of the TSX
- Amendments relating to the administration of the Stock Option Plan
- Amendments that are necessary to suspend or terminate the Stock Option Plan
- Any other amendment, whether fundamental or otherwise, not requiring shareholder approval under applicable law (including, without limitation, the rules, regulations, and policies of the TSX and Nasdaq)

The Stock Option Plan expressly requires shareholder approval for:

- Amendments that increase the number of shares issuable under the Stock Option Plan, except in certain circumstances as contemplated in the Stock Option Plan
- Any reduction in the option price of an option if the optionee is not an insider at the time of the proposed amendment
- Amendments required to be approved by shareholders under applicable law (including, without limitation, pursuant to the rules, regulations and policies of the TSX and Nasdaq)

The Stock Option Plan expressly requires disinterested shareholder approval for:

- Amendments to the Stock Option Plan that could result at any time in the number of shares reserved for issuance under the Stock Option Plan to insiders exceeding 10% of the outstanding issue
- Any reduction in the option price of an option if the optionee is an insider at the time of the proposed amendment
- Amendments requiring disinterested shareholder approval under applicable law (including, without limitation, pursuant to the rules, regulations and policies of the TSX and Nasdaq)

### *Options Currently Outstanding*

As at March 31 2014, there were options outstanding under the Stock Option Plan to acquire up to 1,192,456 shares which represents 0.79% of our non-diluted share capital. Under the Stock Option Plan, we have reserved a maximum of 6,461,470 shares, which represents 4.27% of our non-diluted share capital, which may be issued pursuant to options granted or compensation shares issued.

We provide no financial assistance to facilitate the purchase of shares to directors, officers or employees who hold options granted under the Stock Option Plan.

The following table sets forth information concerning the issuance of shares under the Stock Option Plan for the financial year ended December 31, 2013.<sup>(1)</sup>

| Plan Category   | Number of securities to be issued upon exercise of outstanding options, warrants and rights | Weighted-average exercise price of outstanding options, warrants and rights (CAD\$) | Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column(a)) |
|---|---|---|--|
| Equity compensation plans approved by securityholders | 1,388,018   | \$13.51   | 4,139,604 <sup>(1)</sup>   |
| Total   | 1,388,018   | \$13.51   | 4,139,604  |

**Note:**

(1) 6,461,470 shares reserved for issuance under our Stock Option Plan, less shares issued to the directors in connection with annual compensation, less options exercised, and less the number of options outstanding as at December 31, 2013.

#### Key Employee Long Term Contribution Plan

An additional element of our compensation structure is our Retention Plan. The Retention Plan was approved by our directors in June 2008 in response to the intensely competitive labour market in the mining sector in early 2008, during which period highly qualified and experienced professionals were being actively approached and recruited by other mining and exploration companies. The Retention Plan was designed to reward certain of our key employees over a fixed time period for remaining with us.

The Retention Plan was amended in 2009 for all participants, with payments extended over four years instead of three years, as originally approved. The Retention Plan was originally a four-year plan with a percentage of the total retention bonus payable at the end of each year of the program provided that the individual is still our employee. The Retention Plan design consisted of three bonus levels that were commensurate with various levels of responsibility, and provided for a specified annual payment for four years beginning in June 2008. The terms of the Retention Plan contemplated that the annual contribution award be paid in the form of either cash or shares. However, no shares were to be issued from the treasury pursuant to the Retention Plan without the prior approval of the Retention Plan by our shareholders and any applicable securities regulatory authorities.

The Chief Executive Officer was not an eligible participant under the Retention Plan, but has a separate retention program (the *President and CEO Retention Plan*) that was instituted for the same purpose as the Retention Plan. The terms of the President and CEO Retention Plan was substantially similar to the Retention Plan, providing for a specified annual payment for four years which started in June 2008. However, unlike eligible individuals under the Retention Plan, the recipient under the President and CEO Retention Plan was required to use the after-tax award to purchase our common shares on the open market within a specified time period and further required that the recipient hold those securities for a defined period of time.

Based on the competitive labour market for executive talent in the mining industry, in 2012, the Board of Directors extended the retention plan for an additional two years, to June 2014. Under the extension each NEO, other than the CEO will receive a retention payment of \$137,500 in June 2013 and in June 2014, subject to the same terms as the existing program. For the CEO, the President and CEO Retention Plan was also extended, providing a retention payment of \$220,000 in June 2013 and in June 2014. In



2013 each NEO except the CEO received a Retention Plan payment in the amount of \$137,500. The CEO received a payment of \$220,000 pursuant to the President and CEO Retention Plan.

The Board of Directors has reviewed the Retention Plan and President and CEO Retention Plan and has decided not to continue the programs beyond June 2014.

#### Benefits

The last component of our executive compensation is benefits. We make available an array of quality group benefit alternatives to address our employee's health and other needs, and those of their dependents.

### Summary Compensation Information

The following table sets forth information concerning all awards outstanding for each Named Executive Officer during our most recently completed financial year.

| Name   | Option-based Awards                                     |                               |                        |  | Share-based Awards   |  |  |
|--|---|-------------------------------|------------------------|--|--|--|--|
|  | Number of Securities underlying unexercised options (#) | Option exercise price (CAD\$) | Option expiration date | Value of unexercised in-the-money options (CAD\$) <sup>(1)</sup> | Number of shares or units of shares that have not vested (#) | Market or payout value of share-based awards that have not vested (CAD\$) <sup>(1)</sup> | Market or payout value of vested share-based awards not paid out or distributed (CAD\$) <sup>(1)</sup> |
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                       | 30,167  | 17.73                         | Mar 11, 2014           | -  | 34,306   | 425,797  | 0  |
|  | 31,653  | 25.18                         | Jan 4, 2015            | -  |  |  |  |
|  | 9,652   | 40.22                         | Dec 10, 2017           | -  |  |  |  |
|  | 51,836  | 24.90                         | Dec 9, 2018            | -  |  |  |  |
|  | 33,654  | 11.49                         | Dec 13, 2020           | 30,962   |  |  |  |
| A. ROBERT DOYLE<br>Chief Financial Officer                                       | 14,078  | 17.73                         | Mar 11, 2014           | -  | 13,509   | 167,647  | 0  |
|  | 14,771  | 25.18                         | Jan 4, 2015            | -  |  |  |  |
|  | 4,606   | 40.22                         | Dec 10, 2017           | -  |  |  |  |
|  | 8,147   | 24.90                         | Dec 9, 2018            | -  |  |  |  |
|  | 10,305  | 18.53                         | Dec 7, 2019            | -  |  |  |  |
| 31,731   | 11.49   | Dec 13, 2020                  | 29,193                 |  |  |  |  |
| STEVEN L. BUSBY<br>Chief Operating Officer                                       | 31,940  | 17.73                         | Mar 11, 2014           | -  | 9,272  | 115,066  | 0  |
|  | 22,342  | 25.18                         | Jan 4, 2015            | -  |  |  |  |
|  | 12,643  | 40.22                         | Dec 10, 2017           | -  |  |  |  |
|  | 40,389  | 24.90                         | Dec 9, 2018            | -  |  |  |  |
|  | 50,661  | 18.53                         | Dec 7, 2019            | -  |  |  |  |
| 72,759   | 11.49   | Dec 13, 2020                  | 66,938                 |  |  |  |  |
| MICHAEL STEINMANN<br>Executive Vice President, Corporate Development and Geology | 21,016  | 17.73                         | Mar 11, 2014           | -  | 12,875   | 159,779  | 0  |
|  | 22,052  | 25.18                         | Jan 4, 2015            | -  |  |  |  |
|  | 6,478   | 40.22                         | Dec 10, 2017           | -  |  |  |  |
|  | 38,814  | 24.90                         | Dec 9, 2018            | -  |  |  |  |
|  | 27,697  | 18.53                         | Dec 7, 2019            | -  |  |  |  |
| 39,808   | 11.49   | Dec 13, 2020                  | 36,623                 |  |  |  |  |
| ANDRES DASSO<br>Senior Vice President, Operations                                | 25,580  | 17.73                         | Mar 11, 2014           | -  | 28,024   | 347,778  | 0  |
|  | 17,893  | 25.18                         | Jan 4, 2015            | -  |  |  |  |
|  | 5,288   | 40.22                         | Dec 10, 2017           | -  |  |  |  |
|  | 8,896   | 24.90                         | Dec 9, 2018            | -  |  |  |  |

**Note:**

(1) Based on the closing price of our common shares on the TSX as at December 31, 2013 being \$12.41 CAD.

The following table sets forth information concerning the value of all option and share based awards that have vested and non-equity compensation that has been earned by each of our Named Executive Officers for the financial year ended December 31, 2013.

| Name   | Option-based awards – Value vested during the year (CAD\$) | Share-based awards – Value vested during the year (CAD\$) | Non-equity incentive plan compensation – Value earned during the year (CAD\$) |
|--|--|---|---|
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                       | 0  | 62,107  | 710,875   |
| A. ROBERT DOYLE<br>Chief Financial Officer                                       | 0  | 72,462  | 355,810   |
| STEVEN L. BUSBY<br>Chief Operating Officer                                       | 0  | 48,588  | 496,908   |
| MICHAEL STEINMANN<br>Executive Vice President, Corporate Development and Geology | 0  | 64,648  | 431,677   |
| ANDRES DASSO<br>Senior Vice President, Operations                                | 0  | 63,192  | 409,415   |

The following table sets forth a summary of the total compensation paid to, or earned by, each NEO during our three most recently completed financial years.

| Name and Principal Position  | Year | Salary (CAD\$) | Share-based awards (CAD\$) <sup>(2)</sup> | Option-based awards (CAD\$) <sup>(2)</sup> | Non-equity incentive plan Compensation (CAD\$) |                           | Pension value (CAD\$) | All Other Compensation (CAD\$) | Total Compensation (CAD\$) |
|--|------|----------------|---|--|--|---------------------------|-----------------------|--------------------------------|----------------------------|
|  |      |                |   |  | Annual incentive plans <sup>(1)</sup>          | Long-term incentive plans |                       |                                |                            |
| GEOFFREY A. BURNS<br>President and Chief Executive Officer                       | 2013 | 700,000        | 341,250                                   | 113,750                                    | 490,875  | n/a                       | n/a                   | 220,000                        | 1,865,875                  |
|  | 2012 | 621,000        | 403,651                                   | 0  | 409,860  |                           |                       | 204,350                        | 1,638,861                  |
|  | 2011 | 600,000        | 103,500                                   | 310,500                                    | 226,050  |                           |                       | 203,485                        | 1,443,535                  |
| A. ROBERT DOYLE<br>Chief Financial Officer                                       | 2013 | 390,000        | 107,250                                   | 107,250                                    | 222,666  | n/a                       | n/a                   | 137,500                        | 964,666                    |
|  | 2012 | 351,500        | 144,994                                   | 48,331                                     | 186,647  |                           |                       | 125,000                        | 856,472                    |
|  | 2011 | 339,500        | 146,409                                   | 48,803                                     | 115,918  |                           |                       | 125,000                        | 775,630                    |
| STEVEN L. BUSBY<br>Chief Operating Officer                                       | 2013 | 546,000        | 81,975                                    | 245,925                                    | 363,764  | n/a                       | n/a                   | 137,500                        | 1,153,633                  |
|  | 2012 | 528,000        | 79,200                                    | 237,600                                    | 326,040  |                           |                       | 125,000                        | 1,295,840                  |
|  | 2011 | 510,000        | 80,644                                    | 241,931                                    | 176,269  |                           |                       | 125,000                        | 1,133,844                  |
| MICHAEL STEINMANN<br>Executive Vice President, Corporate Development and Geology | 2013 | 448,500        | 134,550                                   | 134,550                                    | 298,533  | n/a                       | n/a                   | 137,500                        | 1,153,633                  |
|  | 2012 | 433,000        | 129,900                                   | 129,900                                    | 270,625  |                           |                       | 125,000                        | 1,088,425                  |
|  | 2011 | 417,500        | 77,499                                    | 232,495                                    | 167,261  |                           |                       | 125,000                        | 1,019,755                  |
| ANDRES DASSO<br>Senior Vice President, Operations                                | 2013 | 435,500        | 239,525                                   | 0  | 271,915  | n/a                       | n/a                   | 137,500                        | 1,084,440                  |
|  | 2012 | 420,500        | 231,275                                   | 0  | 229,908  |                           |                       | 125,000                        | 1,006,683                  |
|  | 2011 | 406,000        | 159,862                                   | 53,288                                     | 88,176   |                           |                       | 125,000                        | 832,326                    |

**Notes:**

- (1) Annual Incentive Plan awards are paid in the calendar year following the year in which the employee's performance is assessed. For example, the Annual Incentive Plan award referenced for 2013 was paid in March 2014.
- (2) In December, 2013, we awarded shares of common stock with a two year holding period, granted options and added a new mandatory grant for RSUs under this plan at \$11.49 per unit. We used the Black Scholes pricing model to determine fair value, and used as our assumptions for calculating fair value a risk free interest rate of 1.46%, weighted average volatility of 46.97%, expected lives ranging from 3.5 to 4.5 years based on historical experience, dividend yield of 3.61% and an exercise price of CAD \$11.49 per share. The weighted average fair value of each option was determined to be CAD \$3.38.

## Termination of Employment, Change in Responsibilities and Employment Contracts

Each of our Named Executive Officers is currently engaged under an employment contract. Each of these contracts is for an indefinite term and each provides for a base salary (as may be adjusted annually by such amount as the Board determines upon recommendation by the HRCC), discretionary bonus, grant of stock options, vacation time, and various benefits including life, disability, medical and dental insurance. The employment contracts also provide for termination payments in certain circumstances and a double trigger change of control provision.

With respect to the employment contracts for Mr. Doyle, Mr. Busby, Mr. Steinmann and Mr. Dasso, in the event of termination without just cause, the contracts provide for a termination payment equal to two year's annual base salary. The employees would also be entitled to benefits for the same period (subject to certain limitations), plus an amount equal to two times the employee's annual target AIP payment in lieu of certain other incentive payments. These contracts also contain double trigger change of control provisions such that, if a person acquires or gains control of more than 50% of our outstanding common shares or acquires sufficient shares to replace a majority of the Board with its nominees and does so, the employee may, in certain circumstances, resign within nine months of the change of control and be entitled to additional payment. Where such a circumstance occurs, the contracts provide for the same payments and entitlement to benefits as described above. In addition, in the event of a take-over bid or change of control, 50% of an option holder's unvested outstanding options will vest and are conditionally exercisable until immediately before the completion of the take-over bid or change of control, subject to certain limitations as described under the heading "*Stock Option and Compensation Share Plan*" beginning on page 42.

With respect to the employment contract for Mr. Burns, in the event of termination without just cause, the contract provides for a termination payment equal to two year's annual base salary plus one month's salary for each fully completed year of continuous employment with us, in the aggregate not to exceed three times annual salary. Mr. Burns would also be entitled to benefits for the same period (subject to certain limitations), plus an amount equal to two times the employee's annual target AIP payment in lieu of certain other incentive payments. Mr. Burns' contract also contains change of control provisions such that, if a person acquires or gains control of more than 50% of our outstanding common shares or acquires sufficient shares to replace a majority of the Board with its nominees and does so, the employee may, in certain circumstances, resign within twelve months of the change of control and be entitled to additional payment. Where such a circumstance occurs, the contract provides for the same payments and entitlement to benefits as described above. In addition, in the event of a take-over bid or change of control, 50% of an option holder's unvested outstanding options will vest and are conditionally exercisable until immediately before the completion of the take-over bid or change of control, subject to certain limitations as described under the heading "*Stock Option and Compensation Share Plan*" beginning on page 42.

Upon termination of employment, each RSU held by a Named Executive Officer may be redeemable in respect of the numbers of RSUs that have vested, pursuant to the following terms, as set out in our Long Term Incentive Plan:

- Upon voluntary termination with more than five years of service, the value of RSU's that will become payable within the same calendar year as the date of termination with pro-rata payout based on the period of active employment during the year.

The below table summarizes the estimated cash payout assuming termination Without Cause on December 31, 2013:

|                          | <b>GEOFFREY A. BURNS<br/>President and<br/>Chief Executive<br/>Officer</b> | <b>A. ROBERT DOYLE<br/>Chief Financial<br/>Officer</b> | <b>STEVEN L. BUSBY<br/>Chief Operating<br/>Officer</b> | <b>MICHAEL<br/>STEINMANN<br/>Executive Vice<br/>President,<br/>Corporate<br/>Development and<br/>Geology</b> | <b>ANDRES DASSO<br/>Senior Vice<br/>President,<br/>Operations</b> |
|--------------------------|--|--|--|--|---|
| <b>Severance Period</b>  | 2 years plus one month for every year of service to a maximum of 3 years   | 2 years  | 2 years  | 2 years  | 2 years   |
| <b>Severance Payment</b> | 1,983,333  | 780,000  | 1,092,000  | 897,000  | 871,000   |
| <b>AIP</b>               | 770,000  | 351,000  | 546,000  | 448,500  | 391,950   |
| <b>Benefits</b>          | 19,945   | 17,883   | 15,523   | 18,769   | 13,914  |
| <b>RSUs</b>              | 0  | 0  | 0  | 0  | 0   |
| <b>TOTALS</b>            | <b>2,773,278</b>   | <b>1,148,883</b>                                       | <b>1,653,523</b>                                       | <b>1,364,269</b>   | <b>1,276,864</b>  |

The below table summarizes the estimated cash payout assuming termination on Change of Control on December 31, 2013:

|                          | <b>GEOFFREY A. BURNS<br/>President and<br/>Chief Executive<br/>Officer</b> | <b>A. ROBERT DOYLE<br/>Chief Financial<br/>Officer</b> | <b>STEVEN L. BUSBY<br/>Chief Operating<br/>Officer</b> | <b>MICHAEL<br/>STEINMANN<br/>Executive Vice<br/>President,<br/>Corporate<br/>Development and<br/>Geology</b> | <b>ANDRES DASSO<br/>Senior Vice<br/>President,<br/>Operations</b> |
|--------------------------|--|--|--|--|---|
| <b>Severance Period</b>  | 2 years plus one month for every year of service to a maximum of 3 years   | 2 years  | 2 years  | 2 years  | 2 years   |
| <b>Severance Payment</b> | 1,983,333  | 780,000  | 1,092,000  | 897,000  | 871,000   |
| <b>AIP</b>               | 770,000  | 351,000  | 546,000  | 448,500  | 391,950   |
| <b>Benefits</b>          | 19,945   | 17,883   | 15,523   | 18,769   | 13,914  |
| <b>RSUs</b>              | 0  | 0  | 0  | 0  | 0   |
| <b>Stock Options</b>     | 15,480   | 14,596   | 33,469   | 18,311   | 0   |
| <b>TOTALS</b>            | <b>2,788,758-</b>  | <b>1,163,479</b>                                       | <b>1,686,992</b>                                       | <b>1,382,580</b>   | <b>1,276,864</b>  |

## Share Ownership and Holding Requirements

The HRCC has recommended minimum requirements, as outlined below, for share ownership by the following officers: President and Chief Executive Officer; Chief Operating Officer; Chief Financial Officer; Executive Vice President Corporate Development and Geology; Senior Vice President, Mining Operations; Senior Vice President Project Development; and General Counsel. These officers are required to hold those numbers of shares (including shares underlying RSU's held) equal to the minimum share ownership requirements at the specified times during the length of their employment. In January, 2012, the HRCC increased share ownership requirements to the following:

After 24 months employment    minimum 4,500 shares  
 After 48 months employment    minimum 9,000 shares  
 After 60 months employment    minimum 15,000 shares

The table below provides a summary of NEO share ownership as of December 31, 2013:

| <b>Executive</b>   | <b>Months with Company</b> | <b>Number of Shares Held</b> | <b>Number of RSUs Held</b> | <b>Total</b>  |
|--|----------------------------|------------------------------|----------------------------|---------------|
| GEOFFREY A. BURNS<br>President and Chief<br>Executive Officer                          | Over 60 Months             | 70,253                       | 12,623                     | <b>82,876</b> |
| A. ROBERT DOYLE<br>Chief Financial Officer   | Over 60 Months             | 13,991                       | 11,944                     | <b>25,935</b> |
| STEVEN L. BUSBY<br>Chief Operating Officer   | Over 60 Months             | 19,748                       | 9,272                      | <b>29,020</b> |
| MICHAEL STEINMANN<br>Executive Vice President,<br>Corporate Development<br>and Geology | Over 60 Months             | 17,007                       | 9,361                      | <b>26,368</b> |
| ANDRES DASSO<br>Senior Vice President,<br>Operations                                   | Over 60 Months             | 31,285                       | 22,407                     | <b>53,692</b> |

## **Other Information**

### **Shares and Principal Shareholders**

We are authorized to issue 200,000,000 common shares without par value of which 151,500,294 shares are outstanding as of March 31, 2014.

To the knowledge of our directors and senior officers, there are no persons or companies who beneficially own, directly or indirectly, or exercise control or direction over, more than 10% of our issued and outstanding common shares.

### **Management Contracts**

Our management functions are not, to any substantial degree, performed by a person other than our directors or senior officers through consulting contracts. Robert P. Pirooz, our General Counsel, provides certain management services to us through a company indirectly owned by a trust of which Mr. Pirooz is a beneficiary, Iris Consulting Limited. In this regard, we paid Iris Consulting Limited, through which Mr. Pirooz provides his services, approximately CAD \$192,000 for management and administrative fees earned in 2013. Mr. Pirooz is also eligible to participate in certain of our incentive and benefits plans.

### **Interest of Certain Persons in Matters to be Acted Upon**

Except as otherwise disclosed in this Circular, none of our director or executive officers, or any associate or affiliate of any of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of our shares or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

### **Interest of Informed Persons in Material Transactions**

No informed person (as that term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), proposed director, or any associate or affiliate of any informed person or proposed director, has had any material interest in any transaction since the commencement of our most recently completed financial year, or in any proposed transaction, which has materially affected or will materially affect us any of our subsidiaries.

## APPENDIX A

### CORPORATE GOVERNANCE DISCLOSURE

Governance Disclosure Guidelines under  
National Instrument 58-101  
*Disclosure of Corporate Governance Practices*

#### BOARD OF DIRECTORS

**Disclose the identity of directors who are independent.**

*The following members of the Board proposed for nomination as directors are considered to be “independent”, within the meaning of the Corporate Governance Disclosure Rules and the Nasdaq Rules:*

*Ross J. Beaty  
Michael L. Carroll  
Christopher Noel Dunn  
Neil de Gelder  
David C. Press  
Walter T. Segsworth*

**Disclose the identity of directors who are not independent, and describe the basis for that determination.**

- *Geoffrey A. Burns – not independent – current President and Chief Executive Officer*
- *Robert P. Pirooz – not independent – current General Counsel*

**Disclose whether or not a majority of directors are independent. If a majority of directors are not independent, describe what the Board does to facilitate its exercise of independent judgment in carrying out its responsibilities.**

*A majority of our directors are independent - six of the eight persons nominated as directors qualify as independent directors for the purposes of the Corporate Governance Disclosure Rules and the Nasdaq Rules.*

**If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in the same jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.**

- *Ross Beaty – executive chair and member of the Board of Directors of Alterra Power Corp.*
- *Christopher Noel Dunn - member of the Board of Directors of Pretium Resources Inc.*
- *Robert Pirooz - member of the Board of Directors of Lumina Copper Corp. and Augusta Resource Corp.*
- *Walter T. Segsworth - member of the Board of Directors of Alterra Power Corp., Gabriel Resources Ltd. and Roxgold Inc.*
- *Neil de Gelder – non-executive chair and member of the Board of Directors of British Columbia Discovery Fund (VCC) Inc.*

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**Disclose whether or not the independent directors hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. If the independent directors hold such meetings, disclose the number of meetings held since the beginning of the issuer's most recently completed financial year. If the independent directors do not hold such meetings, describe what the Board does to facilitate open and candid discussion among its independent directors.**

*At the beginning of each regularly scheduled meeting of the full Board, the independent members of the Board hold an in-camera meeting at which non-independent directors and members of management are not in attendance. The lead director is the primary chair of the independent sessions and directors in attendance are encouraged to raise any concerns or issues that they may have. There are no fixed durations for the in-camera sessions.*

*For the financial year ended December 31, 2013, there were 6 meetings of the full Board and 5 in-camera sessions.*

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**Disclose whether or not the chair of the Board is an independent director. If the Board has a chair or lead director who is an independent director, disclose the identity of the independent chair or lead director, and describe his or her role and responsibilities. If the Board has neither a chair that is independent nor a lead director that is independent, describe what the Board does to provide leadership for its independent directors.**

*Ross J. Beaty is the chair of the Board and is independent. Walter T. Segsworth, an independent director, has been appointed lead director.*

*The Board has adopted a position description for the lead director, which was recommended by the Nominating and Governance Committee. The lead director's primary responsibility is to ensure that the Board functions independent of management and to act as principal liaison between the independent directors and the Chief Executive Officer. The "Mandate of the Lead Director" was attached as Schedule "A" to our 2006 information circular and filed on SEDAR. The lead director holds in-camera meetings at each regularly scheduled Board meeting with all independent directors and then reports to the Board and makes recommendations to management.*

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**Disclose the attendance record of each director for all Board meetings held since the beginning of the issuer's most recently completed financial year.**

*For the financial year ended December 31, 2013, the Board held 6 meetings of the full Board. The attendance records of each of the directors for the most recently completed financial year are set out on page 21 of the Circular.*

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## BOARD MANDATE

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**Disclose the text of the Board's written mandate. If the Board does not have a written mandate, describe how the Board delineates its role and responsibilities.**

*The Board has adopted a formal written mandate which defines its stewardship responsibilities. The "Board of Directors Mandate" was attached as Schedule "A" to our 2010 information circular and filed on SEDAR.*



## POSITION DESCRIPTIONS

**Disclose whether or not the Board has developed written position descriptions for the chair and the chair of each Board committee. If the Board has not developed written position descriptions for the chair and/or the chair of each Board committee, briefly describe how the Board delineates the role and responsibilities of each such position.**

*The Board has adopted a written position description for the chair of the Board, titled "Mandate of the Chairman of the Board" which was attached as Schedule "C" to our 2006 information circular and filed on SEDAR.*

*While the chair of the Board qualifies as independent for the purposes of the Corporate Governance Disclosure Rules and the Nasdaq Rules, some corporate governance institutions would still consider Mr. Beaty non-independent due to his previous position with us. As such, a lead director has been appointed and given a mandate (see page A-2). The chair does not attend in-camera sessions of the independent directors of the Board.*

*The chair of each committee has been provided with a mandate for the committee and has accepted leadership responsibilities for ensuring fulfilment of the applicable mandate. Each chair is sufficiently skilled through education and experience to lead the respective committee.*

**Disclose whether or not the Board and Chief Executive Officer have developed a written position description for the Chief Executive Officer. If the Board and Chief Executive Officer have not developed such a position description, briefly describe how the Board delineates the role and responsibilities of the Chief Executive Officer.**

*The Board has adopted a written position description for the Chief Executive Officer, titled "Mandate of the Chief Executive Officer" which was attached as Schedule "D" to our 2006 information circular and filed on SEDAR.*

## ORIENTATION AND CONTINUING EDUCATION

**Briefly describe what measures the Board takes to orient new directors regarding (i) the role of the Board, its committees and its directors, and (ii) the nature and operation of the issuer's business.**

*Each new director, on joining the Board, is given an outline of the nature of our business, our corporate strategy, our current issues, our expectations concerning input from directors and the general responsibilities of our directors. Each new director is given a Board manual which includes all Board related policies and mandates, as well as certain of our policies which affect all employees, including the Board. New directors are required to meet with management to discuss and better understand our business and will be advised by our counsel of their legal obligations as directors.*

*Directors have been and will continue to be given tours of our mines and development sites to give the directors additional insight into our business. In addition, all directors are provided with monthly management reports regarding our business and operations.*

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**Briefly describe what measures, if any, the Board takes to provide continuing education for its directors. If the Board does not provide continuing education, describe how the Board ensures that its directors maintain the skill and knowledge necessary to meet their obligations as directors.**

*We recognize the importance of ongoing director education and the need for directors to have a current and detailed understanding of their duties and responsibilities as directors, as well as emerging trends in the mining industry and in the regulatory and governance areas.*

*Our General Counsel, in conjunction with the Nominating and Governance Committee, has the responsibility of updating the Board members on new and evolving corporate governance developments applicable to directors of public companies with respect to their conduct, duties and responsibilities. In particular, educational reading materials on matters of significance to us and the mining industry are provided to the Board annually and also on an ad hoc basis when appropriate.*

*Directors are encouraged to introduce topics of discussion that they feel are of particular importance to the Board, and they may request presentations or additional training by management or external advisors. In addition, we support the attendance of our directors at seminars and conferences that are of interest and of relevance to their position as a director, and the Nominating and Governance Committee is responsible for arranging funding for such attendance.*

*Directors have been and will continue to be given tours of our silver mines and development sites to give the directors additional insight into our business. In addition, all directors are provided with monthly management reports regarding our business and operations.*

## **ETHICAL BUSINESS CONDUCT**

**Disclose whether or not the Board has adopted a written code for the directors, officers and employees. If the Board has adopted a written code: (i) disclose how a person or company may obtain a copy of the code; (ii) describe how the Board monitors compliance with its code, or if the Board does not monitor compliance, explain whether and how the Board satisfies itself regarding compliance with its code; and (iii) provide a cross-reference to any material change report filed since the beginning of the issuer's most recently completed financial year that pertains to any conduct of a director or executive officer that constitutes a departure from the code.**

*As part of its stewardship responsibilities, the Board has approved a formal Global Code of Ethical Conduct (the "Code") that is designed to deter wrong-doing and to promote honest and ethical conduct and full, accurate and timely disclosure. The Code is applicable to all of our directors, officers and employees. The Board, with the assistance of the Audit Committee, the Nominating and Governance Committee and the General Counsel, monitors compliance with the Code and the Board is responsible for the granting of any waivers from these standards to directors or executive officers. We will disclose of any waiver from these standards granted to our directors or executive officers in our quarterly report that immediately follows the grant of such waiver.*

*There has been no conduct of a director or executive officer that constitutes a departure from the Code, and no material change report in that respect has been filed.*

*The full text of the Code is available on our website and is attached as Schedule "A" to our 2012 information circular filed on SEDAR.*

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**Describe any steps the Board takes to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest.**

*Directors must disclose to the General Counsel any instances in which they perceive they have a material interest in any matter being considered by the Board; and if it is determined there is a conflict of interest, or that a material interest is held, the conflict must be disclosed to the Board. In addition, the interested Board member must refrain from voting and exit the meeting while the transaction at issue is being considered by the Board. Each director is also subject to the Code, which contains a number of requirements relating to conflicts of interest and other similar matters.*

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**Describe any other steps the Board takes to encourage and promote a culture of ethical business conduct.**

*The Nominating and Governance Committee is primarily responsible for setting the standards of business conduct contained in the Code and generally for overseeing and monitoring compliance with the Code. The Code also sets out mechanisms for the reporting of unethical conduct. The Board has also adopted a Global Anti-Corruption Policy to further enhance the Company's standards of ethical business conduct.*

*The Board sets the tone for ethical conduct for us by considering and discussing ethical considerations when reviewing our corporate transactions.*

## **NOMINATION OF DIRECTORS**

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**Describe the process by which the Board identifies new candidates for Board nomination.**

*All members of the Board are tasked with recommending individuals they believe are suitable candidates for the Board in light of the particular skills, experience and knowledge that is required on the Board, both generally and in specific circumstances, such as at the retirement of a current director. Management may also recommend candidates that they feel have the appropriate qualifications to serve on the Board.*

*The Nominating and Governance Committee reviews the qualifications of and recommends to the Board possible nominees for election or re-election to the Board at each of our annual meetings and identifies, reviews the qualifications of and recommends to the Board possible candidates to fill vacancies on the Board between annual meetings. The Nominating and Governance Committee also annually reviews and makes recommendations to the Board with respect to the composition of the Board.*

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**Disclose whether or not the Board has a nominating committee composed entirely of independent directors. If the Board does not have a nominating committee composed entirely of independent directors, describe what steps the Board takes to encourage an objective nomination process.**

*All members of the Nominating and Governance Committee are outside, non-management and independent directors in accordance with the Corporate Governance Disclosure Rules, the Nasdaq Rules and the Nominating and Governance Committee Charter.*

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**If the Board has a nominating committee, describe the responsibilities, powers and operation of the nominating committee.**

*The Nominating and Governance Committee oversees the effective functioning of the Board and annually reviews and makes recommendations to the Board with respect to: (i) the composition of the Board; (ii) the appropriateness of the committees of the Board, their mandates and*

responsibilities and the allocation of directors to such committees; and (iii) the appropriateness of the terms of the mandate and responsibilities of the Board.

Please see the more detailed discussion under the heading “Nominating and Governance Committee” on page 20.

## COMPENSATION

**Describe the process by which the Board determines the compensation for the issuer’s directors and officers.**

*The Human Resources and Compensation Committee, with the assistance of our Chief Executive Officer and the Vice President of Human Resources and Security, as necessary, reviews overall compensation policies, compares them to the overall industry, and makes recommendations to the Board on the compensation of executive officers.*

*Please see the more detailed discussion under the headings “Director Compensation” and “Executive Compensation” beginning on pages 22 and 24, respectively.*

**Disclose whether or not the Board has a compensation committee composed entirely of independent directors. If the Board does not have a compensation committee composed entirely of independent directors, describe what steps the Board takes to ensure an objective process for determining such compensation.**

*The Human Resources and Compensation Committee is comprised of three directors, each of whom is an independent director as required by the Human Resources and Compensation Committee Mandate, and for the purposes of the Corporate Governance Disclosure Rules and the Nasdaq Rules. The chair of the Human Resources and Compensation Committee is Walter T. Segsworth.*

**If the Board has a compensation committee, describe the responsibilities, powers and operation of the compensation committee.**

*The Human Resources and Compensation Committee determines the salary and benefits of our executive officers, determines our general compensation structure, policies and programs, administers our annual incentive plan, long-term incentive plan and stock option and compensation share plan, and delivers an annual report to shareholders on executive compensation.*

*In addition, the Human Resources and Compensation Committee reviews and makes recommendations to the Board for approval with respect to the annual and long term corporate goals and objectives relevant to determining the compensation of the President and Chief Executive Officer.*

*Please see the more detailed discussion under the heading “Human Resources and Compensation Committee” beginning on page 19.*

## OTHER BOARD COMMITTEES

**If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.**

*The Board has a Health, Safety and Environment Committee which currently consists of three directors. We recognize that proper care of the environment and the health and safety of our*

employees is integral to our existence, our employees, the communities in which we operate and all of our operations. The Health, Safety and Environment Committee ensures that an audit is made of all construction, remediation and active mines. The results of such audits are reported to the Health, Safety and Environment Committee as is the progress on any significant remediation efforts. The Health, Safety and Environment Committee ensures that strict policies with respect to the health and safety of our employees are in place at each of our operations and that such policies are enforced.

The Board has a Finance Committee which currently consists of four directors. The purpose of the Finance Committee is to assist the Board in monitoring and reviewing our financial structure, investment policies and financial risk management programs and make recommendations to the Board in connection therewith.

Please see the more detailed discussion under the headings "Health, Safety and Environment Committee" on page 19 and "Finance Committee" on page 20.

## ASSESSMENTS

**Disclose whether or not the Board, its committees and individual directors are regularly assessed with respect to their effectiveness and contribution. If assessments are regularly conducted, describe the process used for the assessments. If assessments are not regularly conducted, describe how the Board satisfies itself that the Board, its committees, and its individual directors are performing effectively.**

*The Chief Executive Officer is assessed each year on the basis of the objectives set out by the Board for that position, the Chief Executive Officer's individual performance throughout the year and that individual's ability to execute on long-term strategy. The Chief Executive Officer is assessed first by the Human Resources and Compensation Committee and then by the Board as a whole (other than the Chief Executive Officer).*

*The Board has also appointed a Nominating and Governance Committee, which proposes and makes recommendations to the Board with respect to: (i) the composition of the Board; (ii) the appropriateness of the committees of the Board, their mandates and responsibilities and the allocation of directors to such committees; and (iii) the appropriateness of the terms of the mandate and responsibilities of the Board. During 2005, the Nominating and Governance Committee, in consultation with the entire Board, undertook to formally establish the roles and responsibilities of each of the lead director, the chair of the Board and the Chief Executive Officer and determine against what criteria each such position should be assessed.*

*In 2006, the Nominating and Governance Committee developed a process to annually assess the Board as a whole and the committees of the Board. The performance assessment of the Board and each committee of the Board is based on information and feedback obtained from director evaluation questionnaires provided to each director. Each director is asked to complete and return the assessment questionnaire to the chair of the Nominating and Governance Committee on a confidential basis. The chair of the Nominating and Governance Committee may discuss the completed questionnaires with individual directors where clarification is required. The evaluation process focuses on Board and committee performance, and also asks for peer feedback and suggestions or comments regarding the performance of the chair of each committee and the lead director. The chair of the Nominating and Governance Committee reports the results of the performance assessments to the Board.*

*The Board and the Nominating and Governance Committee formally assess the effectiveness of each member of the Board on an annual basis, and have determined that each Board member is significantly qualified through their current or previous professions and experience. Each member fully participates in each meeting having in all cases been specifically canvassed for their input.*



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