



PAN AMERICAN
— SILVER —

HEALTH AND SAFETY COMMITTEE CHARTER

PURPOSE

The main purpose of the Health and Safety Committee (the “**Committee**”) of the board of directors (the “**Board**”) of Pan American Silver Corp. (the “**Company**”) is to provide oversight and guidance with respect to:

- a. the conduct of activities throughout the life cycle of all mines and development projects in a safe and responsible manner through the application of prudent design and operating practices and the education and training of the Company’s employees and contractors;
- b. the Company’s policies, practices and approach to health and safety, including with respect to critical facilities and tailings management systems; and
- c. the Company’s public disclosure and other communications with respect to health and safety.

COMPOSITION AND OPERATION

The Committee shall consist of not less than three members of the Board.

The Committee members shall be appointed by the Board annually and the Board may at any time remove or replace any member of the Committee and may fill any vacancy with another Board member, as required. A majority of the Committee members shall be independent².

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. The Chair shall be independent. If the Chair is not present at any meeting of the Committee, one of the other Committee members present at the meeting shall be chosen to preside as the chairperson at the meeting.

A majority of members shall constitute a quorum for meetings of the Committee, present in person or via telephone or via other telecommunication device that permits all persons participating in the meeting to speak and hear one another.

The Committee will make every effort to meet at least four times each fiscal year, on such dates as may be determined by the Committee and shall conduct additional meetings as required from time to time. The Committee shall fix its own procedures for meetings, keep records of its proceedings, and report to the Board routinely.

The Committee may act by unanimous written consent of its members. A resolution approved in writing by members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

² A director’s “independence” shall be determined in accordance with the securities laws, rules, regulations and guidelines of all applicable securities regulatory authorities, including without limitation the securities commissions in each of the provinces and territories of Canada and the U.S. Securities and Exchange Commission, and the stock exchanges on which the Company’s securities are listed, including without limitation the Toronto Stock Exchange and the New York Stock Exchange.



RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee are to:

- a. review and, if applicable, provide guidance with respect to, the development of the Company's goals, policies, practices and programs as they relate to health and personal and operational safety and security, including with respect to critical facilities such as tailings facilities and heap leach pads;
- b. provide oversight with respect to management's periodic review and evaluation of the health and safety policies and practices, such review and evaluation being designed to provide assurance that the Company and its subsidiaries are operating in a safe manner and in compliance with applicable laws, regulations and standards, including those voluntarily adopted or established by the Company;
- c. periodically receive reports from management with respect to changes to or developments in health and safety laws, regulations and standards, as well as emerging practices, that are applicable to the Company and to the countries and regions in which the Company conducts activities that could materially impact the Company, and provide oversight with respect to management's response to any such changes and compliance therewith;
- d. receive and review reports from management with respect to audits of health and safety programs, critical facilities and tailings management systems, and emergency preparedness and response plans, and consider the results and findings of such audits, including management's responses and recommendations in respect thereof;
- e. receive and review reports by management on significant health and safety issues and make recommendations to the Board in connection therewith;
- f. oversee management's development and maintenance of education programs for its employees with respect to potential health and safety hazards and satisfy itself that the Company provides its employees with the appropriate tools and training to execute their employment-related duties in a manner that minimizes or mitigates such hazards;
- g. review and approve annual targets determined by management with reference to the Company's goals, policies and programs regarding health and safety matters, and monitoring performance against those targets;
- h. review and monitor management's activities to ensure that the principal risks and opportunities to the Company related to the health and safety are identified by management and that appropriate resources are allocated by management to address such risks and opportunities;
- i. provide oversight with respect to management's programs to promote and facilitate employee participation in the development and implementation of the Company's health and safety standards and practices, and satisfy itself that the Company provides its employees with the appropriate tools, education and training to execute their employment-related duties in a manner that minimizes or mitigates risks related thereto;
- j. receive and consider reports from management with respect to significant changes in risk exposure relating to the health and safety matters, including those related to critical facilities and security, and where applicable, make recommendations to management and advise the Board;
- k. direct management to develop, maintain and update procedures and processes for employees, contractors



and other Company personnel to report actual or perceived breaches of the Company's standards or practices relating to the health and safety, and where applicable, consider reports from management on potential concerns and grievances of stakeholders and communities of interest as they relate to the health and safety;

- l. review and provide oversight relating to the Company's communications, disclosure and reporting of safety matters and performance, as well as membership or participation in self-regulating, governmental and non-governmental organizations relating to health and safety;
- m. perform such other duties and responsibilities as are consistent with the purpose of the Committee and as the Board or the Committee may deem appropriate;
- n. make periodic reports to the Board, as requested or as may otherwise be determined by the Committee, on health and safety matters; and
- o. review the Company's Health and Safety Committee Charter and related policies periodically and recommend any proposed changes to the Board.

AUTHORITY

The Committee shall have unrestricted access to all records, facilities, and personnel of the Company necessary to carry out its responsibilities.

At the invitation of the Committee, one or more officers or employees of the Company may, and if required by the Committee, shall, attend meetings of the Committee.

The Committee shall have the authority to, at the Company's expense, obtain advice and assistance from outside advisors or legal counsel in its sole discretion.

The Committee, upon approval by a majority of the members of the Committee, may delegate certain of its duties and responsibilities to subcommittees of the Committee which must report back to the full Committee.