



PAN AMERICAN
— SILVER —

FINANCE COMMITTEE CHARTER

PURPOSE

The purpose of the Finance Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Pan American Silver Corp. (the “**Company**”) shall be to assist the Board in monitoring and reviewing the financial structure, investment policies and financial risk management programs of the Company generally and making recommendations to the Board as appropriate.

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.

The Board shall appoint a chair (the “**Chair**”) from among the Committee members. The Chair shall be an independent director¹. 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 shall meet at least twice annually at the time and place 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 the members of the Committee shall be valid and effective as if it had been passed at a duly called meeting.

RESPONSIBILITIES AND DUTIES

The responsibilities and duties of the Committee shall include:

- a. reviewing the financial plan of the Company to ensure its adequacy and soundness in providing for the Company’s operational and capital plans;
- b. reviewing the Company’s cash flow projections and liquidity forecasts;
- c. reviewing the Company’s debt and equity structure;

¹ 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 Nasdaq, subject to any exemptions provided thereunder.



- d. reviewing dividend matters including, if advisable, the establishment and maintenance of a dividend policy;
- e. reviewing proposed major financing activities, including any related tax planning;
- f. reviewing the method for financing proposed major acquisitions by the Company;
- g. assessing policies and procedures for entering into investments and reviewing investment strategies for the Company's cash balances;
- h. reviewing the Company's financial risk management program, including any significant commodity, currency or interest rate hedging programs; and
- i. making recommendations to the Board with respect to the foregoing.

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 a meeting 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.