

AMERICAS SILVER CORPORATION

MAJORITY VOTING IN DIRECTOR ELECTIONS

The Board of Directors (the “**Board**”) of Americas Silver Corporation (the “**Corporation**”) has unanimously adopted this policy for majority voting in director elections at any meeting of the Corporation’s shareholders other than at “contested meetings”. For the purposes of this policy, a “contested meeting” means a meeting at which the number of directors nominated for election is greater than the number of seats available on the board.

Pursuant to this policy, the forms of proxy circulated in connection with a meeting of the Corporation’s shareholders (each a “**Shareholder**” and collectively the “**Shareholders**”) at which an uncontested election of directors is to be conducted shall provide the Shareholders with the ability to vote in favour of, or to withhold from voting, separately for each director nominee. The Chair of the Board will ensure that the number of votes in favour of or withheld from voting for each director nominee is recorded and promptly made public after the meeting. If the number of proxy votes withheld for a particular director nominee is greater than the votes in favour of such nominee, such director nominee shall be required to promptly submit his/her resignation to the Chair of the Board following the applicable Shareholders’ meeting, effective upon acceptance by the Board. The Board will refer the resignation to the Nomination and Corporate Governance Committee (the “**Committee**”) for review and recommendation.

Following receipt of a resignation submitted pursuant to this policy, the Committee shall consider whether or not to accept the resignation and shall recommend to the Board whether or not to accept it. Absent exceptional circumstances that would warrant the continued service of the applicable director on the Board, the Committee shall be expected to accept and recommend acceptance of the resignation by the Board.

Within ninety (90) days following the applicable Shareholders’ meeting, the Board shall make its decision, on the Committee’s recommendation. In considering the Committee’s recommendation, the Board will consider the factors considered by the Committee and such additional information and factors that the Board considers to be relevant. Absent exceptional circumstances, the Board shall be expected to accept the resignation. Following the Board’s decision on the resignation, the Board shall promptly issue a news release publicly disclosing their decision whether to accept the applicable director’s resignation including the reasons for rejecting the resignation, if applicable, a copy of which must be provided to the Toronto Stock Exchange. If a resignation is accepted, subject to any corporate law restrictions, the Board may leave the vacancy unfilled or appoint a new director to fill the vacancy.

A director who tenders his/her resignation pursuant to this majority voting policy shall not be permitted to participate in any meetings of the Board or the Committee at which his/her resignation is to be considered. However, in the event that a sufficient number of the Committee members receive a greater number of proxy votes withheld than the votes for such members in the same election such that the Committee no longer had quorum, then the remaining members of the Committee, if any, shall not consider the resignation(s) and the Board shall consider whether or not to accept the resignation(s) without a recommendation from the Committee.

In the event that a sufficient number of the Board members receive a greater number of proxy votes withheld than the votes for such members in the same election, such that the Board no longer has a quorum, then such directors receiving a majority withheld vote shall not be permitted to vote in any meeting of the Board at which his/her resignation is considered, however he/she shall be counted for the purpose of determining whether the Board has quorum.

In the event that any director who receives a greater number of proxy votes withheld than votes in favour of such director's election, does not tender his/her resignation in accordance with this policy, he/she will not be re-nominated by the Board.

The Committee and Board may adopt such procedures as they see fit to assist it in their determinations with respect to this policy. Each of the current directors has agreed to abide by the provisions of this policy and any subsequent candidate nominated by the Committee will, as a condition to such nomination, be required to abide by this policy.

Ratified by the Board of Directors on December 15, 2016