

# MAG SILVER CORP.

## MAJORITY VOTING POLICY

The Board of Directors (the "**Board**") of MAG Silver Corp. (the "**Corporation**") believes that each of its members should carry the confidence and support of its shareholders. To this end, the directors have unanimously adopted this statement of policy. Future nominees for election to the Board will be asked to subscribe to this statement before their names are put forward.

Forms of proxy for the vote at a shareholders' meeting where directors are to be elected will enable the shareholder to vote in favour of, or to withhold from voting, separately for each nominee. In an uncontested election of directors of the Corporation, the Chair of the Board (the "**Chair**") will call for a vote by ballot and the scrutineers will record with respect to each nominee the number of votes "for" his or her election and the number of votes "withheld" from voting. If any director nominee (the "**Subject Director**") receives a greater number of votes "withheld" from his or her election than votes "for" such election (the "**Majority Withheld Vote**"), the Subject Director must immediately tender his or her resignation to the Board. The Board shall, within 90 days after the shareholder's meeting, determine whether to accept the Subject Director's resignation, which resignation should be accepted absent exceptional circumstances. The resignation shall become effective when accepted by the Board.

In this policy, an "uncontested election" shall mean an election at a meeting of shareholders of the Company at which the number of nominees for Director shall be equal to the number of Directors to be elected. In a contested election, this policy shall not apply and nominees shall be elected by plurality voting.

As soon as practicable following receipt of the resignation of the Subject Director:

- (a) the Company shall issue a press release, providing a copy to the Toronto Stock Exchange, announcing the Board's decision including, in the case of the Board not accepting the resignation, the reasoning behind such decision, and
- (b) the Board may (i) leave the resultant vacancy in the Board unfilled until the next annual meeting of shareholders of the Company; (ii) fill the vacancy through the appointment of a Director whom the Board considers to merit the confidence of the shareholders of the Company; or (iii) call a special meeting of the shareholders of the Company to consider the election of a nominee recommended by the Board to fill the vacant position.

The Subject Director who tenders his or her resignation may not participate in the deliberations of the Governance and Nominating Committee on such matter, if he or she is a member of that committee, or the Board, at which the resignation is considered. In its deliberations, the Board will consider any stated reasons why shareholders "withheld" votes from the election of that director, the effect such resignation may have on the Corporation's ability to comply with any applicable governance rules and policies and any other factors that the Board considers relevant. However, the Subject Director shall remain active and engaged in all other Board and Board committee activities, deliberations and decisions during this process.

If a sufficient number of Board members receive a Majority Withheld Vote in the same election, such that the Board no longer has a quorum, then the independent directors shall appoint a committee amongst themselves to consider the resignation offers and recommend to the Board

whether to accept them. However, if the only directors who do not receive a Majority Withheld Vote in the same election do not constitute a quorum for a Board meeting, all directors may participate in the meeting for the purposes of complying with the quorum requirements, but any directors who received a Majority Withheld Vote shall recuse themselves and not participate in the determination of whether or not to accept the resignation offers.

This policy, on an annual basis, shall be fully described in the materials sent to shareholders of the Company in connection with a meeting at which Directors are to be elected. Following any uncontested meeting at which Directors are elected, the Company shall issue a news release disclosing the detailed voting results for each director candidate, which shall include one of the following:

- (a) the percentages of votes received “for” and “withheld” for each director;
- (b) the total votes cast by ballot with the number each director received “for”; or
- (c) the percentages and total number of votes received “for” each director.

If a formal count is not conducted at any such meeting at which Directors are elected, votes represented by proxy shall be disclosed.

The Board may at any time in its sole discretion supplement or amend any provision of this policy in any respect, subject to compliance with the recommendations or requirements of the Toronto Stock Exchange. The Board will have the exclusive power and authority to administer this policy, including without limitation the right and power to interpret the provisions of this policy and make all determinations deemed necessary or advisable for the administration of this policy. All such actions, interpretations and determinations which are done or made by the Board in good faith will be final, conclusive and binding.

Annual review was conducted and any revisions to the Majority Voting Policy were approved by the Board of Directors on the 25<sup>th</sup> day of March, 2019.