

# **MAG SILVER CORP.**

## **BOARD AND SENIOR MANAGEMENT DIVERSITY POLICY**

**MAG Silver Corp.** (the "**Corporation**") believes in and values the benefits that diversity can bring to its board of directors (the "**Board**") and our senior management team. Diversity promotes the inclusion of different perspectives and ideas, mitigates against groupthink and ensures that the Corporation has the opportunity to benefit from all available talent. The promotion of a diverse Board and senior management team makes prudent business sense and makes for better corporate governance.

### **Definition of Diversity**

For purposes of this policy, diversity includes, but is not limited to, gender, race, ethnicity, language, religion, disability, geography, age, aboriginal status, and other areas of potential differences.

### **Effect and Applicability**

The Corporation seeks to maintain a Board and a senior management team comprised of talented and dedicated individuals with a diverse mix of expertise, experience, skills and backgrounds. The skills and backgrounds collectively represented on the Board and in the senior management team should reflect the diverse nature of the business environment in which the Corporation operates. The Corporation is committed to a merit-based system for the Board and senior management team composition within a diverse and inclusive culture which solicits multiple perspectives and views and is free of conscious or unconscious bias and discrimination.

When assessing Board composition or identifying suitable candidates for appointment or re-election to the Board, the Corporation will consider candidates on merit against objective criteria having due regard to the benefits of diversity and the needs of the Board. In order to provide measurable objectives and to reaffirm the Corporation's commitment to increasing Board and senior management diversity the Board has set a target to achieve a minimum of 25% of the Board being represented by women directors within three years from the annual shareholder meeting that follows the effective date of this policy. When assessing the composition of the senior management team or identifying suitable management candidates, the Corporation will also consider candidates on merit against objective criteria having due regard to the benefits of diversity.

The Corporation will periodically assess the expertise, experience, skills and backgrounds of its directors in light of the needs of the Board, including the extent to which the current composition of the Board reflects a diverse mix of knowledge, experience, skills and backgrounds, including

an appropriate number of women directors. Any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates generally, and at least 50% of women candidates in particular. Women candidates for directors will be included in the evergreen list of potential Board nominees.

Annually, the Governance and Nomination Committee of the Board will review this policy and assess its effectiveness in promoting a diverse Board and senior management team which includes an appropriate number of women.

Annual Review was conducted and any revisions were approved by the Board of Directors on the 25<sup>th</sup> of March, 2019