



<b>Title:</b>	Majority Voting Policy		
<b>Approved by:</b>	Board of Directors	<b>Date approved:</b>	May 7, 2025

## 1. PURPOSE

This Majority Voting Policy (this “**Policy**”) has been approved by the Board of Directors (the “**Board**”) of Americas Gold and Silver Corporation (the “**Corporation**”) for majority voting in director elections at any meeting of the Corporation’s shareholders that involves an “uncontested election”. For the purposes of this Policy, an “uncontested election” means any election of directors where there is only one candidate nominated for each position available on the Board.

## 2. OBJECTIVES

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 for, or to vote against, separately for each director nominee. The Chair of the Board will ensure that the number of votes for or against for each director nominee is recorded and promptly made public after the meeting. If the number of proxy votes against a particular director nominee is greater than the votes for such nominee, such director nominee shall be considered not to have received the support of the shareholders and shall be considered not to have been elected and shall be deemed to have resigned as a director of the Corporation.

If an incumbent director who was a nominee in an uncontested election was not elected at the meeting of Shareholders, the incumbent director may continue in office until the earlier of: (i) the 90<sup>th</sup> day after the day of the election; and (ii) the day on which such nominee’s successor is appointed or elected.

If an individual who was a nominee in an uncontested election is not elected, the individual is not to be re-appointed under the Board’s discretion except in the following circumstances: (i) where it is required to satisfy the requirement under the *Canada Business Corporations* (the “**CBCA**”) that a distributing corporation shall not have fewer than three directors, at least two of whom are not officers or employees of the Corporation or its affiliates; or (ii) where it is required to satisfy director residency requirements under the CBCA. In the event the Board decides to subsequently appoint the unelected nominee, the decision will promptly be announced in a news release and filed on SEDAR+ (a copy of which shall be provided to the Toronto Stock Exchange) within 90 days of the meeting, including the reasons for the reappointment.

Subject to any corporate law restrictions, the Board may leave the resultant vacancy unfilled until the next annual meeting of shareholders or may fill the vacancy in accordance with the Corporation’s by-laws and applicable corporate laws.

This policy applies in an uncontested election of directors. In any contested election of directors, the directors will be elected by a plurality of votes of the shares represented in person or, by proxy, or by any other means permitted by law at the meeting and voted on the election of directors.