

## CERTIFICATE

Pursuant to subsection 2.20(c) of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), and in connection with the special meeting of the shareholders of Americas Silver Corporation (the “**Corporation**”) to be held on January 9, 2019, or any adjournment or postponement thereof (the “**Meeting**”), the undersigned, Peter McRae, Sr. Vice President, Corporate Affairs & Chief Legal Officer of the Corporation, hereby certifies for and on behalf of the Corporation (and not in a personal capacity) that the Corporation:

- (a) has arranged to have proxy-related materials for the Meeting sent in compliance with the applicable timing requirements in sections 2.9 and 2.12 of NI 54-101;
- (b) has arranged to have carried out all of the requirements of NI 54-101 in addition to those described in paragraph (a) above; and
- (c) is relying upon section 2.20 of NI 54-101 in connection with the Meeting.

Dated as of this 12<sup>th</sup> day of December, 2018.

### AMERICAS SILVER CORPORATION

By: “Peter McRae”

Peter McRae  
Sr. Vice President, Corporate Affairs &  
Chief Legal Officer