



## SHARE OWNERSHIP POLICY

### Background

The board of directors (the "**Board**") of MAG Silver Corp. ("**MAG**" or the "**Company**") believes that share ownership by certain members of senior management and by the members of the Board is a key element of strong corporate governance. The Board also believes that long-term equity ownership further aligns the interests of the members of the Board and senior management with those of the Company's shareholders and enables them to share in the long-term growth and success of the Company. The Board has adopted this Share Ownership Policy (this "**Policy**") in furtherance of the foregoing.

### Participation

This Policy applies to non-executive members of the Board, any Executive Chairman, and any "Named Executive Officer" or "**NEO**" (as such term is defined in Form 51-102F6 – *Statement of Executive Compensation*) of the Company. In the event that a director also serves as an executive of the Company, he or she will be subject to the executive equity ownership requirements applicable to such executive.

### Qualifying MAG Securities for Share Ownership Requirements

For purposes of this Policy, share ownership includes common shares (and any other classes of the Company's shares that may be issued from time to time), restricted share units ("**RSUs**") and deferred share units ("**DSUs**") (collectively, "**MAG Securities**"). Share ownership does not include stock options, performance share units ("**PSUs**"), or shares reserved by the Company for acquisition under stock options or PSUs (whether vested or not), warrants or any other MAG Securities which are not fully paid, with exception to RSUs and DSUs which are included (whether vested or not). Share ownership levels will include MAG Securities beneficially owned in a trust, by a spouse and/or minor children of a non-executive director or NEO. For purposes of determining compliance with this Policy, ownership levels shall be calculated using the greater of: (i) the closing trading price of the Company's common shares on the Toronto Stock Exchange on the business day immediately preceding the date upon which share ownership is being calculated; and (ii) the acquisition cost of the MAG Securities, which, in the case of RSUs and DSUs, shall be calculated using the value attributed to such RSUs or DSUs on the award date.

### Director Share Ownership Requirements

As a condition of holding of office, each non-executive director of MAG shall be required to own MAG Securities with a value equivalent to three times his or her annual cash retainer (including any DSU grants for partial cash retainer). If the share ownership requirement is increased, directors shall have three years to reach the new ownership requirement.

### Management Share Ownership Requirements

As a condition of holding of office, the Chief Executive Officer of MAG shall be required to own

MAG Securities with a value as determined from time to time equivalent to four times annual base salary. Similarly, as a condition of holding office, all other C-Suite NEOs (i.e., other than the Chief Executive Officer) shall be required to own MAG Securities with a value as determined from time to time equivalent to two times annual base salary (or in the case of the Chief Exploration Officer, equivalent to two times the prior year's billings for consulting services), and all Vice President NEOs shall be required to own MAG Securities with a value as determined from time to time equivalent to one times annual base salary. If the share ownership requirement is increased, NEOs shall have three years to reach the new ownership requirement.

### **Compliance Period**

A director or officer subject to this Policy has three years from the date the individual became a director or officer to achieve the share ownership requirements set out herein.

### **Hardship**

The Board understands that there may be instances where this Policy would place a hardship on a director or officer. In these instances, the director or officer must submit a request in writing to the Chair of the Compensation and Human Resources Committee (or, if such Chair is the affected director, the Chair of the Governance and Nomination Committee) that summarizes the circumstances and describes the extent to which an exemption is being requested. The Chair of the Compensation and Human Resources Committee (or the Chair of the Governance and Nomination Committee, in the circumstances outlined above) will make the final decision as to an alternative share ownership plan for the director or officer that balances the goals of this Policy and the affected director or officer's personal circumstances.

### **Review of Policy**

The Compensation and Human Resources Committee shall review this Policy, including the share ownership levels, at least annually or otherwise as it deems appropriate, and propose recommended changes to the Governance and Nomination Committee, who shall then recommend approval of the changes to the Board.

**Last reviewed and approved by the Board on May 13, 2022.**