

**AMERICAS SILVER CORPORATION
145 King Street West, Suite 2870
Toronto, Ontario
M5H 1J8**

**NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
May 17, 2016**

Meeting Date, Location and Purpose

The Meeting will be held at 11:00 a.m. (Toronto time) on Tuesday May 17, 2016 at the Twenty Toronto Street Conference Centre, 20 Toronto Street, Suite 200, Toronto, ON M5C 2B8 for the following purposes:

1. To receive the consolidated financial statements of the Company for the year ended December 31, 2015 and the auditors' report thereon;
2. To elect directors of the Company for the ensuing year;
3. To appoint auditors of the Company for the ensuing year at a remuneration to be determined by the board of directors of the Company;
4. To consider and if deemed appropriate approve a resolution to adopt a Deferred Share Unit Plan as more particularly described in the Circular;
5. To consider and if deemed appropriate approve a resolution to adopt an amended Restricted Share Unit Plan as more particularly described in the Circular;
6. To consider and if deemed appropriate approve a resolution to renew the Company's stock option plan; and
7. To transact such other business as may properly come before the Meeting or any adjournment or postponement thereof.

For detailed information with respect to each of the above matters, please refer to the sub-section bearing the corresponding title under "**Matters to be acted on at the Meeting**" in the Circular.

Notice and Access

The Company is using the notice-and-access provisions ("Notice and Access") under the Canadian Securities Administrators' National Instrument 54-101 for the delivery of its Information Circular to its shareholders for the Meeting.

Under Notice and Access, instead of receiving paper copies of the Information Circular, shareholders will be receiving a Notice and Access notification with information on how they may obtain a copy of the Information Circular electronically or request a paper copy. Registered shareholders will still receive a Proxy form enabling them to vote at the Meeting. The use of the alternative Notice and Access

procedures in connection with the Meeting helps reduce paper use, as well as the Company's printing and mailing costs. The Company will arrange to mail paper copies of the Information Circular to those registered shareholders who have existing instructions on their account to receive paper copies of the Company's meeting materials.

The Company urges shareholders to review the Circular before voting.

Accessing Meeting Materials online

The Meeting Materials can be viewed online under the Company's profile at www.sedar.com or at www.americassilvercorp.com/s/agm.asp.

Requesting Printed Meeting Materials

Shareholders can request that printed copies of the Meeting Materials be sent to them by postal delivery at no cost to them up to one year from the date the Circular was filed on SEDAR by going to the Company's website at www.americassilvercorp.com.

To receive the Meeting Materials in advance of the proxy deposit date and Meeting Date, requests for printed copies must be received at least five business days in advance of the proxy deposit date and time set out in the accompanying proxy or voting instruction form.

Shareholders are entitled to vote at the Meeting either in person or by proxy in accordance with the procedures described in the Circular. Those who are unable to attend the meeting are requested to read, complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy accompanying this Notice and in the Circular.

Dated at Toronto, Ontario as of April 7, 2016

BY ORDER OF THE BOARD OF DIRECTORS

Signed: *"Darren Blasutti"*

Darren Blasutti
President and Chief Executive Officer