UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 40-F

ANNUAL REPORT PURSUANT TO SECTION 13(a) OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2017**.   Commission File Number **001-33574**.

MAG SILVER CORP.

(Exact name of Registrant as specified in its charter)

BRITISH COLUMBIA
(Province or other jurisdiction of incorporation or organization)

1040
(Primary Standard Industrial Classification Code Number (if applicable))

Not Applicable
(I.R.S. Employer Identification Number (if applicable))

Suite 770 – 800 West Pender Street, Vancouver, British Columbia V6C 2V6 Tel: 604-630-1399
(Address and telephone number of Registrant's principal executive offices)

Puglisi & Associates
850 Library Avenue, Suite 204
Newark, DE 19711
Tel: (302) 738-6680
(Name, address (including zip code) and telephone number (including area code)
Of agent for service in the United States)

Securities registered or to be registered pursuant to Section 12(b) of the Act.

Title of each class	Name of each exchange on which registered
Common Shares, without par value	**NYSE American**

Securities registered or to be registered pursuant to Section 12(g) of the Act: None.

Securities for which there is a reporting obligation pursuant to Section 15(d) of the Act: None.

For annual reports, indicate by check mark the information filed with this Form:

X Annual information form X Audited annual consolidated financial statements

Indicate the number of outstanding shares of each of the Registrant's classes of capital or common stock as of the close of the period covered by the annual report.

85,478,790 outstanding shares of the Registrant's common stock as of the fiscal year ended December 31, 2017.

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

Indicate by check mark whether the Registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the Registrant was required to submit and post such files).

Yes ☐ No ☐

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 12b-2 of the Exchange Act.

Emerging growth company ☐

If an emerging growth company that prepares its financial statements in accordance with U.S. GAAP, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

EXPLANATORY COMMENT

MAG Silver Corp. (the "Company" or the "Registrant") is a British Columbia corporation and a "foreign private issuer" as defined in Rule 3b-4 promulgated under the U.S. Securities Exchange Act of 1934, as amended (the "Exchange Act") by the U.S. Securities and Exchange Commission (the "SEC"). Under the SEC's rules, the Company is eligible to prepare and file this annual report on Form 40-F, and to present the disclosures herein primarily in accordance with Canadian disclosure requirements, which differ in certain material respects from those which the SEC requires of United States companies.

For example, the Company has prepared its financial statements, which are included as Exhibit 99.2 to this annual report on Form 40-F, in accordance with International Financial Reporting Standards ("IFRS") as issued by the

International Accounting Standards Board ("IASB"), and such statements are not in many respects directly comparable to financial statements of United States companies.

Similarly, and as discussed in greater detail below in "ESTIMATES OF RESOURCES AND RESERVES," the resource and reserve estimates included in the accompanying Annual Information Form (including the Schedules thereto), found at Exhibit 99.1 of this Form 40-F Annual Report, and management's discussion and analysis for the fiscal year ended December 31, 2017 filed as Exhibit 99.2 to this Annual Report on Form 40-F, have been prepared in accordance with the requirements of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101"), which differ from the practices used to estimate resources and reserves in reports and other materials filed with the SEC by United States companies.

As a "foreign private issuer" the Company is exempt from certain proxy-related requirements found in Sections 14(a), 14(b), 14(c), and 14(f) of the Exchange Act, and the insider reporting, "short swing profit" and short sale provisions found in Section 16 thereof are not applicable to the Company's common shares.

PRINCIPAL DOCUMENTS

The following documents have been filed by the Company with this Annual Report on Form 40-F, and are incorporated herein by reference:

A. Annual Information Form

The Company's Annual Information Form ("AIF") for the fiscal year ended December 31, 2017: see Exhibit 99.1 of this Annual Report on Form 40-F.

B. Audited Annual Consolidated Financial Statements and accompanying Management's Discussion and Analysis

The Company's Audited Annual Consolidated Financial Statements including the reports of the Independent Registered Public Accounting Firm with respect thereto and accompanying Management's Discussion and Analysis for fiscal year ended December 31, 2017: see Exhibit 99.2 of this Annual Report on Form 40-F. The Company's Audited Annual Consolidated Financial Statements have been prepared in accordance with IFRS.

CAUTIONARY COMMENT ON FORWARD-LOOKING STATEMENTS AND ADJACENT PROPERTY DISCLOSURES

Forward Looking Statements

This Annual Report on Form 40-F contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws (collectively, "forward-looking statements") that are based on the beliefs and estimates of management on the date as of which the statement are made, as well as assumptions made by and information then available to the Company. The Company's documents incorporated herein by reference, contain forward-looking statements concerning anticipated developments in the operations of the Company in future periods, planned exploration and development activities, the adequacy of the Company's financial resources and other events or conditions that may occur in the future. Forward-looking statements are frequently, but not always, identified by words such as "expects," "anticipates," "believes," "intends," "estimates," "potential," "possible" and similar expressions, or statements that events, conditions or results "will," "may," "could" or "should" occur or be achieved. Information concerning the interpretation of drill results and mineral resource or reserve estimates also may be deemed to be forward-looking statements, as such information constitutes a prediction of what mineralization might be found to be present if and when a project is actually developed. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those described in the AIF.

For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

Adjacent Property Disclosure

The staff of the SEC takes the position that mining companies, in their filings with the SEC, should describe only those mineral deposits that the companies themselves can economically and legally extract or produce. The AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F contains information regarding adjacent properties on which we have no right to explore or mine, and is considered by management to be of material importance to the Company and its land holdings in the area. Investors are cautioned that mineral deposits on adjacent properties are not necessarily probative of the existence, nature or extent of mineral deposits on our properties.

ESTIMATES OF RESOURCES AND RESERVES

The Company's AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F and management's discussion and analysis for the fiscal year ended December 31, 2017 filed as Exhibit 99.2 to this Annual Report on Form 40-F have been prepared in accordance with the requirements of Canadian National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") — *CIM Definition Standards on Mineral Resources and Mineral Reserves*, adopted by the CIM Council, as amended. NI 43-101 is a rule developed by the Canadian Securities Administrators, which establishes standards for disclosure a Canadian public company makes of scientific and technical information concerning its mineral projects, differs from the requirements of SEC Industry Guide 7 ("SEC Industry Guide 7") under the United States Securities Act of 1933, as amended (the "Securities Act").

For example, the terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with NI 43-101 and the CIM standards. These definitions differ from the definitions in SEC Industry Guide 7.

In addition, the terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined in and required to be disclosed by NI 43-101; however, these terms are not defined under SEC Industry Guide 7 and are normally not permitted to be used in reports and registration statements filed with the SEC. It should not be assumed that any part or all of mineral deposits in these categories will ever be converted into reserves. "Inferred mineral resources" have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. It cannot be assumed that all or any part of an inferred mineral resource will ever be upgraded to a higher category.

Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in rare cases. Investors are cautioned not to assume that all or any part of an inferred mineral resource exists or is economically or legally mineable. Disclosure of "contained ounces" in a resource is permitted disclosure under Canadian regulations; however, the SEC normally only permits issuers to report mineralization that does not constitute "reserves" by SEC Industry Guide 7 standards as in place tonnage and grade without reference to unit measures.

Accordingly, information contained in this Annual Report and the documents incorporated by reference herein contains descriptions of mineral deposits that may not be comparable to similar information made public by U.S. companies subject to the reporting and disclosure requirements under the United States federal securities laws.

DISCLOSURE CONTROLS AND PROCEDURES

After evaluating the effectiveness of the Company's disclosure controls and procedures as required by paragraph (b) of Exchange Act Rule 13a-15, the Chief Executive Officer and Chief Financial Officer of the Company have concluded that, as of the end of the period covered by this Annual Report on Form 40-F, the Company's disclosure controls and procedures were effective to ensure that material information required to be disclosed by the Company in the reports that it files or submits under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and accumulated and communicated to the Company's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate, to allow timely decisions regarding required disclosure.

MANAGEMENT'S ANNUAL REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING

Management is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Exchange Act Rule 13a-15(f).

Management recognizes that effective internal control over financial reporting may nonetheless not prevent or detect all possible misstatements or frauds. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with policies or procedures may deteriorate.

Management has evaluated the effectiveness of the Company's internal control over financial reporting as of the end of the Company's fiscal year ended December 31, 2017 using the framework *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based on this evaluation, management concluded that, as of December 31, 2017, the Company maintained effective internal control over financial reporting.

ATTESTATION REPORT OF THE INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The required disclosure is included under the heading "Report of Independent Registered Public Accounting Firm" in the Registrant's Audited Annual Consolidated Financial Statements for fiscal year ended December 31, 2017, included as Exhibit 99.2 to this Annual Report on Form 40-F.

CHANGES IN INTERNAL CONTROL OVER FINANCIAL REPORTING

During the period covered by this Annual Report on Form 40-F, no changes occurred in the Company's internal control over financial reporting that were identified in connection with the evaluation required by paragraph (e) of Exchange Act Rule 13a-15 that materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

NOTICES PURSUANT TO REGULATION BTR

Not applicable.

AUDIT COMMITTEE FINANCIAL EXPERT

The Company's Board of Directors has determined that each of Peter Barnes, Richard Clark and Jill Leversage is an "audit committee financial expert" as that term is defined in paragraph (8) of General Instruction B of Form 40-F, and each is an "independent director" as that term is defined under the listing standards applicable to the Company contained in Section 803A of the NYSE American Company Guide. A description of the relevant experience of each of such director can be found in the AIF. The SEC has indicated that the designation of a director as an audit committee financial expert does not make that director an "expert" for any purpose, impose any duties, obligations or liability on him or her that are greater than those imposed on members of the Audit Committee and Board of Directors who do not carry this designation, or affect the duties, obligations or liability of any other member of the Audit Committee or Board of Directors.

CODE OF ETHICS FOR CHIEF EXECUTIVE OFFICER, CHIEF FINANCIAL OFFICER, AND OFFICERS AND DIRECTORS

The Company has adopted a Code of Business Conduct and Ethics (the "Code") for its Chief Executive Officer, Chief Financial Officer, directors and officers. The Company previously furnished the latest version of the Code with the SEC on March 30, 2017 as Exhibit 99.1 to its Form 6-K. Individuals may obtain a copy upon request, addressed to The Secretary, MAG Silver Corp., #770-800 West Pender Street, Vancouver, British Columbia, V6C 2V6. The Company has also posted the Code on its internet website at www.magsilver.com. Amendments to the Code were approved by the directors on March 27, 2017 and since that time there have been no further amendments to the Code. No waivers were granted from the Code during the fiscal year ended December 31, 2017.

PRINCIPAL ACCOUNTANT FEES AND SERVICES

The aggregate fees billed by the Company's current external auditor, Deloitte LLP, in each of the last two fiscal years are as follows:

Presented in US$	**Year ended December 31, 2017**	**Year ended December 31, 2016**
Audit Fees	$ 219,500	$ 271,927
Audit-Related Fees	15,100	103,251
Tax Fees	48,600	112,718
All Other Fees	0	0
Total	$ 283,200	$ 487,896

Note: The Canadian and Euro denominated invoices were converted to US$ at yearly average rates (C$ 2017: 0.7705; 2016: 0.7545) (€ 2017: 1.12812; 2016: 1.10702) obtained from the Bank of Canada.

The nature of the services provided by Deloitte LLP under each of the categories indicated in the table is described below.

Audit Fees

Audit fees are those incurred for professional services rendered by Deloitte LLP for the audit of the Company's annual consolidated financial statements and for the quarterly interim reviews of the Company's unaudited consolidated financial statements.

Audit-Related Fees

Audit-related fees are those incurred for: i) professional services rendered by Deloitte LLP relating to the short form prospectus and ii) professional fees related to the Mexican statutory audit of the Company's wholly-owned subsidiaries.

Tax Fees

Tax fees are those incurred for professional services rendered by Deloitte LLP for: tax compliance, including the review of tax returns, tax planning and advisory services relating to common forms of domestic and international taxation (i.e. income tax, capital tax, goods and services tax and value added tax); continued tax planning and advisory services on potential restructuring and spin-out projects; and, preparation of a Transfer Pricing report.

All Other Fees

There are no other fees to report under this category for professional services rendered by Deloitte LLP for the Company.

PRE-APPROVAL POLICIES AND PROCEDURES

It is within the mandate of the Company's Audit Committee to pre-approve all audit and non-audit related fees. The Audit Committee is informed routinely as to the non-audit services actually provided by the auditor pursuant to this pre-approval process. The auditors also present the estimate for the annual audit related services to the Audit Committee for approval prior to undertaking the annual audit of the financial statements.

OFF-BALANCE SHEET ARRANGEMENTS

None.

TABULAR DISCLOSURE OF CONTRACTUAL OBLIGATIONS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017 Presented in US$ (unless noted otherwise)

	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Property Option Payments, Exploration and Development Expenditures – Total	$ 1,887	$ -	$ 175	$ 1,712	$ -
Minera Juanicipio [1]	-	-	-	-	$ -
Other Office commitments	336	166	170	-	-
Total Obligations	**$ 2,223**	**$ 166**	**$ 345**	**$ 1,712**	**$ -**

[1] Although the Company makes cash deposits to Minera Juanicipio as cash is called by the operator Fresnillo, plc (based on annual Minera Juanicipio budgets), they are not contractual obligations. The Company intends, however, to continue to fund its share of cash calls and avoid dilution of its ownership interest.

IDENTIFICATION OF THE AUDIT COMMITTEE

The Company has a separately designated standing Audit Committee established in accordance with section 3(a)(58)(A) of the Exchange Act. The members of the Audit Committee are:

Chair:	Peter Barnes
Members:	Richard Clark
	Jill Leversage

MINE SAFETY DISCLOSURE

Not applicable.

UNDERTAKING

The Registrant undertakes to make available, in person or by telephone, representatives to respond to inquiries made by the SEC staff, and to furnish promptly, when requested to do so by the SEC staff, information relating to: the securities registered pursuant to Form 40-F; the securities in relation to which the obligation to file an annual report on Form 40-F arises; or transactions in said securities.

CONSENT TO SERVICE OF PROCESS

The Company has filed an Appointment of Agent for Service of Process and Undertaking on Form F-X with respect to the class of securities in relation to which the obligation to file this Form 40-F arises.

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant certifies that it meets all of the requirements for filing on Form 40-F and has duly caused this Annual Report on Form 40-F to be signed on its behalf by the undersigned, thereto duly authorized.

Registrant: **MAG SILVER CORP.**

By: /s/ *"George Paspalas"*
Name: George Paspalas
Title: President and Chief Executive Officer
Dated: March 23, 2018

EXHIBITS

23.1 Consent of Deloitte LLP, Independent Registered Public Accounting Firm

23.2 Consent of Adrienne Ross, Ph.D., P.Geo., P.Geol.

23.3 Consent of Gary Methven, P.Eng.

23.4 Consent of Harald Muller, FAusIMM

23.5 Consent of Carl Kottmeier, P.Eng.

23.6 Consent of Dr. Peter Megaw, Ph.D., C.P.G.

31.1 Certification by the Chief Executive Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

31.2 Certification by the Chief Financial Officer of the Registrant pursuant to Rule 13a-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification by the Chief Executive Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

32.2 Certification by the Chief Financial Officer of the Registrant pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

99.1 Registrant’s Annual Information Form for the fiscal year ended December 31, 2017.

99.2 Registrant’s Audited Annual Consolidated Financial Statements and accompanying Management’s Discussion and Analysis for the fiscal year ended December 31, 2017.

101. Interactive Data File

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the use of our reports dated March 23, 2018 relating to the consolidated financial statements of MAG Silver Corp. and the effectiveness of MAG Silver Corp.'s internal control over financial reporting appearing in this Annual Report on Form 40-F of MAG Silver Corp. for the year ended December 31, 2017.

/s/ Deloitte LLP

Chartered Professional Accountants
March 23, 2018
Vancouver, Canada

EXHIBIT 23.2

CONSENT OF ADRIENNE ROSS, PH.D., P.GEO., P.GEOL.

I refer to the technical report prepared by AMC Mining Consultants (Canada) Ltd. (AMC) entitled "Juanicipio NI 43-101 Technical Report (Amended and Restated)", dated January 19, 2018, with an effective date of October 21, 2017 and filed on SEDAR on January 19, 2018 (the "2017 PEA") that is referenced in MAG Silver Corp.'s Annual Information Form ("AIF") for the fiscal year ended December 31, 2017, filed as Exhibit 99.1 to this Annual Report on Form 40-F with the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended. I was responsible for preparing, authoring and certifying the 2017 PEA.

I hereby consent to reference to my name and to the use of the 2017 PEA in (i) the AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F and (ii) MAG Silver Corp.'s Form F-10 (File No. 333-222639).

Sincerely,

/s/ "Adrienne Ross"
Adrienne Ross, Ph.D., P.Geo., P.Geol.
March 13, 2018

EXHIBIT 23.3

CONSENT OF GARY METHVEN, P.ENG.

I refer to the technical report prepared by AMC Mining Consultants (Canada) Ltd. (AMC) entitled "Juanicipio NI 43-101 Technical Report (Amended and Restated)", dated January 19, 2018, with an effective date of October 21, 2017 and filed on SEDAR on January 19, 2018 (the "2017 PEA") that is referenced in MAG Silver Corp.'s Annual Information Form ("AIF") for the fiscal year ended December 31, 2017, filed as Exhibit 99.1 to this Annual Report on Form 40-F with the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended. I was responsible for preparing, authoring and certifying the 2017 PEA.

I hereby consent to reference to my name and to the use of the 2017 PEA in (i) the AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F and (ii) MAG Silver Corp.'s Form F-10 (File No. 333-222639).

Sincerely,

<u>/s/ "Gary Methven"</u>
Gary Methven, P.Eng.
March 13, 2018

EXHIBIT 23.4

CONSENT OF HARALD MULLER, FAUSIMM

I refer to the technical report prepared by AMC Mining Consultants (Canada) Ltd. (AMC) entitled “Juanicipio NI 43-101 Technical Report (Amended and Restated)”, dated January 19, 2018, with an effective date of October 21, 2017 and filed on SEDAR on January 19, 2018 (the “2017 PEA”) that is referenced in MAG Silver Corp.’s Annual Information Form (“AIF”) for the fiscal year ended December 31, 2017, filed as Exhibit 99.1 to this Annual Report on Form 40-F with the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended. I was responsible for preparing, authoring and certifying the 2017 PEA.

I hereby consent to reference to my name and to the use of the 2017 PEA in (i) the AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F and (ii) MAG Silver Corp.’s Form F-10 (File No. 333-222639).

Sincerely,

/s/ “Harald Muller”
Harald Muller, FAusIMM
March 13, 2018

EXHIBIT 23.5

CONSENT OF CARL KOTTMEIER, P.ENG.

I refer to the technical report prepared by AMC Mining Consultants (Canada) Ltd. (AMC) entitled “Juanicipio NI 43-101 Technical Report (Amended and Restated)”, dated January 19, 2018, with an effective date of October 21, 2017 and filed on SEDAR on January 19, 2018 (the “2017 PEA”) that is referenced in MAG Silver Corp.’s Annual Information Form (“AIF”) for the fiscal year ended December 31, 2017, filed as Exhibit 99.1 to this Annual Report on Form 40-F with the United States Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended. I was responsible for preparing, authoring and certifying the 2017 PEA.

I hereby consent to reference to my name and to the use of the 2017 PEA in (i) the AIF filed as Exhibit 99.1 to this Annual Report on Form 40-F and (ii) MAG Silver Corp.’s Form F-10 (File No. 333-222639).

Sincerely,

/s/ “Carl Kottmeier”
Carl Kottmeier, P.Eng.
March 13, 2018

EXHIBIT 23.6

CONSENT OF PETER MEGAW, P.Geo.

I, Dr. Peter Megaw, Ph.D., C.P.G., hereby consent to the use of and reference to my name, and the inclusion and incorporation by reference in the Annual Report on Form 40-F of MAG Silver Corp. for the year ended December 31, 2017, of the information prepared by me, that I supervised the preparation of or reviewed by me that is of a scientific or technical nature and all other references to such information included or incorporated by reference in (i) the Annual Report on Form 40-F of MAG Silver Corp. for the year ended December 31, 2017 and (ii) MAG Silver Corp.'s Form F-10 (File No. 333-222639).

Sincerely,

/s/ "Peter Megaw"
Dr. Peter Megaw, Ph.D., C.P.G.
March 23, 2018

EXHIBIT 31.1

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, George Paspalas, certify that:

1. I have reviewed this Annual Report on Form 40-F of MAG Silver Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

> (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
>
> (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
>
> (c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
>
> (d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer's auditors and the audit committee of the issuer's board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer's ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer's internal control over financial reporting.

Date: March 23, 2018

/s/ "*George Paspalas*"
George Paspalas
Chief Executive Officer

EXHIBIT 31.2

SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

I, Larry Taddei, certify that:

1. I have reviewed this Annual Report on Form 40-F of MAG Silver Corp.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this report;

4. The issuer's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the issuer and have:

(a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

(b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

(c) Evaluated the effectiveness of the issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

(d) Disclosed in this report any change in the issuer's internal control over financial reporting that occurred during the period covered by the annual report that has materially affected, or is reasonably likely to materially affect, the issuer's internal control over financial reporting; and

5. The issuer’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the issuer’s auditors and the audit committee of the issuer’s board of directors (or persons performing the equivalent functions):

(a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the issuer’s ability to record, process, summarize and report financial information; and

(b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the issuer’s internal control over financial reporting.

Date: March 23, 2018

/s/ “*Larry Taddei*”
Larry Taddei
Chief Financial Officer

EXHIBIT 32.1

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

In connection with the Annual Report of MAG Silver Corp. (the “Registrant”) on Form 40-F for the fiscal year ending December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, George Paspalas, Chief Executive Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ “George Paspalas”
Name: George Paspalas
Title: Chief Executive Officer
Date: March 23, 2018

EXHIBIT 32.2

SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002

CERTIFICATION

In connection with the Annual Report of MAG Silver Corp. (the “Registrant”) on Form 40-F for the fiscal year ending December 31, 2017 as filed with the Securities and Exchange Commission on the date hereof (the “Report”), I, Larry Taddei, Chief Financial Officer of the Registrant, certify, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that to the best of my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Registrant.

/s/ “*Larry Taddei*”
Larry Taddei
Chief Financial Officer
Date: March 23, 2018

EXHIBIT 99.1

REGISTRANT'S ANNUAL INFORMATION FORM FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017.

ANNUAL INFORMATION FORM

March 23, 2018

MAG Silver Corp.

Suite 770 – 800 West Pender Street
Vancouver, BC, Canada V6C 2V6

A copy of this Annual Information Form for the year ended December 31, 2017 may be obtained upon request from the Corporate Secretary of MAG Silver Corp. at the above address or from the company's web site: www.magsilver.com

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INTRODUCTORY NOTES

In this Annual Information Form ("AIF"), unless the context otherwise dictates, "we", "MAG" or the "Company" refers to MAG Silver Corp. and its subsidiaries.

Date of Information

All information in this AIF is as of December 31, 2017 unless otherwise indicated.

Documents Incorporated By Reference

The information provided in this AIF is supplemented by disclosure contained in the documents listed below which are incorporated by reference into this AIF. These documents must be read together with this AIF. The documents listed below are not contained within, nor attached to this document. The documents may be accessed by the reader at the following locations:

Type of Document	Effective Date / Period Ended	Date Filed / Posted	Document name which may be viewed at the SEDAR website at www.sedar.com
MAG Silver Juanicipio NI 43-101 Technical Report (Amended and Restated), Zacatecas State, Mexico	October 21, 2017 (Amended January 19, 2018)	January 19, 2018	Amended and Restated Technical Report (43-101) – English Qualification Certificate(s) and Consent(s)

Cautionary Statement on Forward-Looking Information

This AIF and the documents incorporated by reference herein contain forward-looking statements within the meaning of the United States Private Securities Litigation Reform Act of 1995 and forward-looking information within the meaning of Canadian securities laws. Such forward-looking statements and information include, but are not limited to:

- the future price of silver, gold, lead, zinc and copper;
- the estimation of mineral resources;
- preliminary economic estimates relating to the Juanicipio Project (as defined herein);
- estimates of the time and amount of future silver, gold, lead, zinc and copper production for specific operations;
- estimated future exploration and development expenditures and other expenses for specific operations;
- permitting timelines;
- the Company's expectations regarding impairments of mineral properties;
- the Company's expectations regarding its negotiations with the Ejido to obtain surface access to the Cinco de Mayo Property;
- the anticipated timing of a formal 'production decision' at Minera Juanicipio (as defined herein);

- the Company's expectations regarding the sufficiency of its capital resources and requirements for additional capital;
- litigation risks;
- currency fluctuations;
- environmental risks and reclamation cost; and
- changes to governmental laws and regulations.

When used in this AIF, any statements that express or involve discussions with respect to predictions, beliefs, plans, projections, objectives, assumptions or future events of performance (often but not always using words or phrases such as "anticipate", "believe", "estimate", "expect", "intend", "plan", "strategy", "goals", "objectives", "project", "potential" or variations thereof or stating that certain actions, events, or results "may", "could", "would", "might" or "will" be taken, occur, or be achieved, or the negative of any of these terms and similar expressions), as they relate to the Company or management, are intended to identify forward-looking statements and information. Such statements reflect the Company's current views with respect to future events and are subject to certain known and unknown risks, uncertainties and assumptions.

Many factors could cause actual results, performance or achievements to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements and information, including, among others:

- the potential for no commercially mineable deposits due to the speculative nature of the Company's business;
- none of the properties in which the Company has an interest having any mineral reserves;
- the Company's properties are primarily in the exploration stage, and most exploration projects do not result in commercially mineable deposits;
- estimates of mineral resources being based on interpretation and assumptions which are inherently imprecise;
- no guarantee of surface rights for the Company's mineral properties;
- no guarantee of the Company's ability to obtain all necessary licenses and permits that may be required to carry out exploration and development of its mineral properties and business activities;
- risks related to the properties in which the Company has an interest being primarily located in Mexico including political instability, governmental relations and increased police and military enforcement action against criminal activities;
- the effect of global economic and political instability on the Company's business;
- risks related to maintaining a positive relationship with the communities in which the Company operates;
- risks related to the Company's ability to finance substantial expenditures required for commercial operations on its mineral properties;
- the Company's history of losses and no revenues from operations;

- risks related to the Company's ability to arrange additional financing, and possible loss of the Company's interests in its properties due to a lack of adequate funding;
- risks related to the Juanicipio Project;
- risks related to access and availability of infrastructure, power and water;
- risks related to ground water levels at the Juanicipio Project;
- risks related to a lack of access to a skilled workforce;
- risks related to the Juanicipio Project mine plan and mine design and the contemplated development timeline to production;
- risks relating to the capital requirements for the Juanicipio Project and the timeline to production;
- risks related to the conclusions and recommendations of the Feasibility Study (as defined herein);
- risks related to the Feasibility Study's impact on the Juanicipio Project mine plan and mine design;
- risks related to the Company's decision to participate in the development of the Juanicipio Project upon a production decision;
- risks related to title, challenge to title, or potential title disputes regarding the Company's mineral properties;
- risks related to the Company being a minority shareholder of Minera Juanicipio;
- risks related to disputes with joint venture partners;
- risks related to the influence of the Company's significant shareholders over the direction of the Company's business;
- the potential for legal proceedings to be brought against the Company;
- risks related to environmental regulations;
- the highly competitive nature of mineral exploration industry;
- risks related to equipment shortages, access restrictions and lack of infrastructure on the Company's mineral properties;
- the Company's dependence upon key personnel, some of whom may not have entered into written agreements with the Company, and other qualified management;
- the Company's dependence on certain related party service providers (Minera Cascabel S.A. de C.V. ("**Cascabel**") and IMDEX Inc. ("**IMDEX**")) to supervise operations in Mexico;
- the Company's dependence on Fresnillo plc ("**Fresnillo**") to attract, train and retain qualified personnel;

- risks related to directors being, or becoming, associated with other natural resource companies which may give rise to conflicts of interest;

- currency fluctuations (particularly the C$/U.S.$ and U.S.$/Mexican Peso exchange rates) and inflationary pressures;

- risks related to mining operations generally;

- risks related to fluctuation of mineral prices and marketability;

- the Company being subject to anti-corruption laws, human rights laws, Mexican foreign investment laws, income tax laws and Mexican laws;

- the Company being subject to Canadian disclosure practices concerning its mineral resources which allow for more disclosure than is permitted for domestic U.S. reporting companies;

- risks related to maintaining adequate internal control over financial reporting;

- funding and property commitments that may result in dilution to the Company's shareholders;

- the volatility of the price of the Company's Common Shares;

- the uncertainty of maintaining a liquid trading market for the Company's Common Shares;

- the Company being a "passive foreign investment company" which may have adverse U.S. federal income tax consequences for U.S. shareholders;

- the difficulty of U.S. litigants effecting service of process or enforcing any judgments against the Company, as the Company, its principals and assets are located outside of the United States;

- all of the Company's assets being located outside of Canada;

- risks related to the decrease of the market price of the Common Shares if the Company's shareholders sell substantial amounts of Common Shares;

- risks related to dilution to existing shareholders if stock options are exercised;

- risks related to dilution to existing shareholders if deferred share units, restricted share units or performance share units are converted into Common Shares of the Company;

- the history of the Company with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future;

- the absence of a market through which the Company's securities, other than Common Shares, may be sold; and

- risks related to the debt securities being unsecured.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. This list is not exhaustive of the factors that may affect any of the Company's forward-looking statements and information. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements and information due to a variety of risks, uncertainties and other factors, including without limitation, those referred to in this AIF under the heading "Risk Factors" and documents incorporated by reference herein. The Company's forward-looking statements and information are based on the reasonable beliefs, expectations and opinions of management on the date the statements are made and, other than as required by applicable securities laws, the Company does not assume any obligation to update forward-looking statements and information if circumstances or management's beliefs, expectations or opinions should change. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements and information.

Currency and Exchange Rates

All dollar amounts referred to in this AIF are expressed in United States dollars ("U.S.$") except where indicated otherwise. The Company's accounts are based on a U.S.$ functional currency and are reported in a U.S.$ presentation currency. All references to "dollars" are "$" are to U.S.$ except where indicated otherwise. All references to "pesos" are to Mexican pesos. The Company incurs expenditures primarily in U.S.$, and to a lesser extent in Canadian dollars ("C$"), and pesos.

The following table sets forth the rate of exchange for the C$ expressed in U.S.$ in effect at the end of the periods indicated, the average of exchange rates in effect on the last day of each month during such periods, and the high and low exchange rates during such periods based on the noon rate of exchange as reported by the Bank of Canada for conversion of Canadian dollars into United States dollars:

Canadian dollars, as expressed in U.S. dollars	Year Ended December 31,		
	2017	2016	2015
Rate at end of period	$0.7971	$0.7448	$0.7233
Average rate for period	$0.7701	$0.7548	$0.7821
High for period	$0.8245	$0.7972	$0.8511
Low for period	$0.7276	$0.6854	$0.7161

The rate of exchange on March 22, 2018 as reported by the Bank of Canada for the conversion of Canadian dollars into United States dollars was C$1.00 equals U.S.$0.7747.

The following table sets forth the rate of exchange for the Mexican Peso expressed in U.S.$ in effect at the end of the periods indicated, the average of exchange rates in effect on the last day of each month during such periods, and the high and low exchange rates during such periods based on the exchange rate published by Banco de Mexico in the Official Journal of the Federation to settle liabilities denominated in foreign currency payable in Mexico, for conversion of Mexican Pesos into United States dollars ("Official Closing Rate"):

Mexican pesos, as expressed in U.S. dollars	Year Ended December 31,		
	2017	2016	2015
Rate at end of period	$0.0506	$0.0484	$0.05767

Mexican pesos, as expressed in U.S. dollars	Year Ended December 31,		
	2017	**2016**	**2015**
Average rate for period	$0.0529	$0.0533	$0.06317
High for period	$0.0572	$0.0582	$0.06870
Low for period	$0.0456	$0.0475	$0.05755

The Official Closing Rate of exchange on March 22, 2018 as reported by the Banco de Mexico for the conversion of Mexican Pesos into United States dollars was $1.00 Pesos equals U.S.$0.053763.

Metric Equivalents

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Imperial	To metric	Multiply by
Acres	Hectares	0.404686
Tons	Tonnes	0.907185
Troy Ounces/ton (“opt”)	Grams/Tonne (“g/t”)	34.2857

Financial Data in this AIF

Financial information reported in this AIF is in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”).

Defined Terms

A glossary of certain terms used in this AIF is attached as Schedule “B”. **[Terms used and not defined in this AIF that are defined in National Instrument *51-102 - Continuous Disclosure Obligations* shall bear that definition. Other definitions are set out in National Instrument *14-101 - Definitions*.]**

Cautionary Statement Regarding Non-IFRS Measures

This AIF includes certain terms or performance measures commonly used in the mining industry that are not defined under IFRS, including cash cost per ounce of silver. These terms and measures do not have a standardized meaning prescribed by IFRS. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company’s performance. The data presented is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Non-IFRS measures should be read in conjunction with the Company’s financial statements.

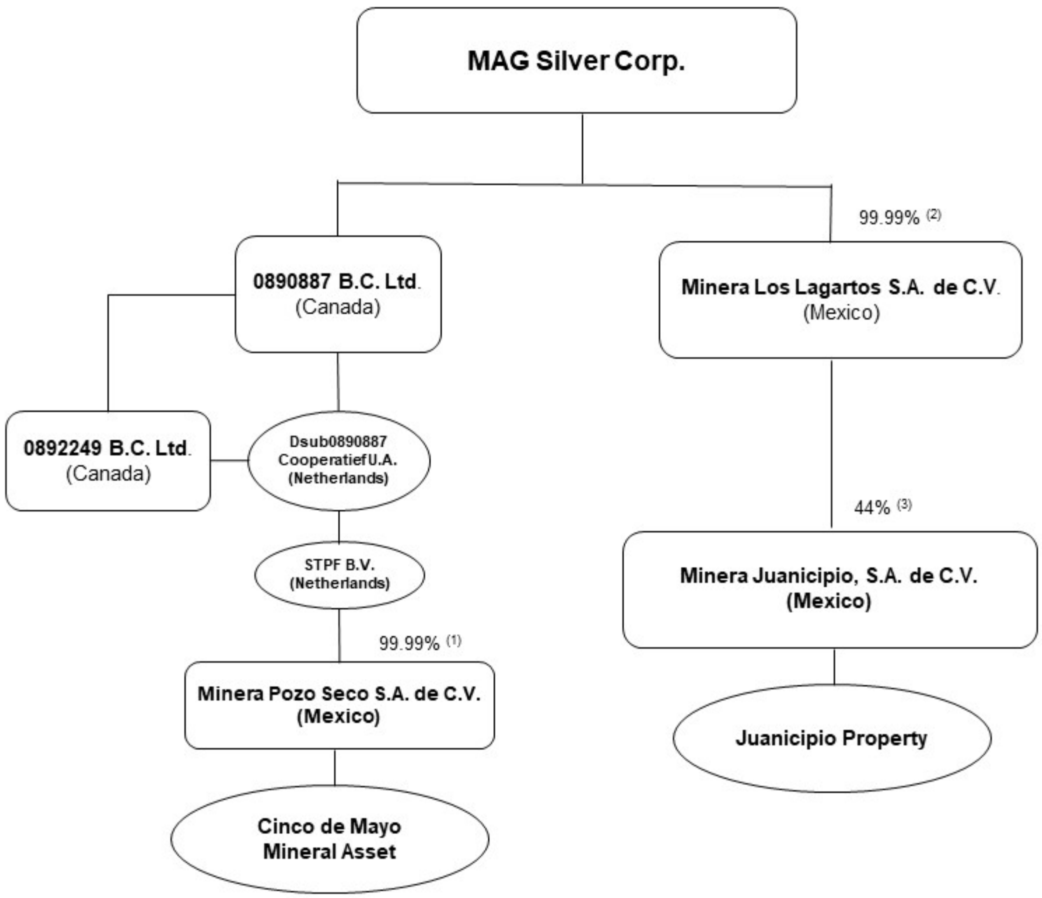
CORPORATE STRUCTURE

MAG Silver Corp. was originally incorporated under the *Company Act* (British Columbia) on April 21, 1999 under the name “583882 B.C. Ltd.” On June 28, 1999, in anticipation of becoming a capital pool company, the Company changed its name to “Mega Capital Investments Inc.” On April 22, 2003, the Company changed its name to “MAG Silver Corp.” to reflect its new business upon the completion of its qualifying transaction on the TSX Venture Exchange. Effective March 29, 2004, the *Company Act* (British Columbia) was replaced by the *Business Corporations Act* (British Columbia). Accordingly, on July 27, 2005, the Company transitioned under the *Business Corporations Act* (British Columbia) and adopted new articles and concurrently increased its authorized capital from 1,000,000,000 Common Shares to an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares without par value.

The Company's head office is located at Suite 770, 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6. The Company's registered office is located at 2600 – 595 Burrard Street, Vancouver, British Columbia Canada, V7X 1L3.

Intercorporate Relationships

The following chart illustrates the Company's significant subsidiaries, including the jurisdiction of incorporation of each company and its properties.



(1) The Company is the registered owner of 99.99% of the issued Class I shares of Minera Pozo Seco S.A. de C.V. ("**Pozo Seco**"), a corporation incorporated under the laws of Mexico. The remaining 0.01% of the issued Class I shares of Pozo Seco are held by Dan MacInnis, a director of the Company, on behalf of the Company.

(2) The Company is the registered owner of 99.99% of the issued Class I shares of Minera Los Lagartos, S.A. DE C.V. ("**Lagartos**"), a corporation incorporated under the laws of Mexico. The

remaining 0.01% of the issued Class I shares of Lagartos are held by Dan MacInnis, a director of the Company, on behalf of the Company.

(3) Lagartos is the registered owner of a 44% interest in Minera Juanicipio, S.A. De C.V. ("**Minera Juanicipio**"), a corporation incorporated under the laws of Mexico, which holds the joint ventured Juanicipio Project (the "**Juanicipio Joint Venture**") with Fresnillo, a London Stock Exchange listed company controlled by Industrias Peñoles, S.A. De C.V. ("**Peñoles**"), which holds the remaining 56% interest in Minera Juanicipio.

The following table lists the subsidiaries of the Company and a company in which MAG holds a significant interest, together with the jurisdiction of incorporation and the direct or indirect percentage ownership by the Company of each such subsidiary:

Name	**Percentage of Ownership**	**Jurisdiction of Organization**
Minera Los Lagartos, S.A. DE C.V.	100%(1)	Mexican Republic
Minera Juanicipio, S.A. DE C.V.	44%(2)	Mexican Republic
0890887 B.C. Ltd.	100%(3)	Canada
0892249 B.C. Ltd.	100%(3)	Canada
DSUB0890887 Cooperatief U.A.	100%(4)	Netherlands
STPF B.V.	100%(5)	Netherlands
Minera Pozo Seco S.A. DE C.V.	100%(6)	Mexico

Notes:

(1) On October 9, 2005 the assets of Lexington Capital Group Inc., previously a subsidiary of the Company, were merged with Lagartos, so that all of the Company's interests in the Juanicipio claim were held by Lagartos.

(2) 44% interest is owned by Lagartos, which in turn is wholly owned by the Company.

(3) 0890887 B.C. Ltd., and 0892249 B.C. Ltd., were incorporated on September 21, 2010 and September 28, 2010, respectively and are wholly owned by the Company.

(4) DSUB0890887 Cooperatief U.A. was incorporated on October 11, 2010 in the jurisdiction of the Netherlands, and is wholly owned by 0890887 B.C. Ltd. and 0892249 B.C. Ltd.

(5) STPF B.V. was acquired by DSUB0890887 Cooperatief U.A. on October 12, 2010.

(6) Minera Pozo Seco was incorporated in Mexico on September 27, 2010.

GENERAL DEVELOPMENT OF THE BUSINESS

MAG is a company based in Vancouver, British Columbia, Canada focused on the acquisition, exploration and development of mineral exploration properties, with its primary focus being silver projects located primarily in the Americas. The Company's Common Shares trade on the Toronto Stock Exchange ("TSX") and the NYSE American under the symbol MAG. The Company is a "reporting issuer" in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador and is a reporting "foreign issuer" in the United States of America.

Juanicipio Project

The Company's principal and material property is its 44% interest in the Juanicipio Joint Venture, an exploration and development project (the "Juanicipio Project") located in Mexico. Although a formal production decision has not been made on the Juanicipio project, on October 28, 2013, underground development commenced and has been ongoing since, along with continued exploration drilling on the property. The Company's share of Juanicipio exploration and development costs are funded primarily through its 44% interest in Minera Juanicipio, and to a lesser extent, costs are incurred directly by MAG related to project oversight (of the ongoing development and of the field and drilling programs executed).

Other Projects

The Company has concession rights in other non-material properties to which the exploration is managed directly by MAG. In Mexico, exploration on these interests (when undertaken) is managed through contracted service providers (drilling companies, assay companies, etc.) as the Company has no direct employees in Mexico. All the work in Mexico is overseen and supervised at industry market rates, by Cascabel and IMDEX, related companies to MAG (see "INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS" below). There was no active exploration on any of these properties in 2017.

Cinco de Mayo

The Company owns 100% of the mineral concessions comprising the Cinco de Mayo Property. The property is located approximately 190 kilometres northwest of the city of Chihuahua, in northern Chihuahua State, Mexico, and covers approximately 25,113 hectares. The primary concessions of the Cinco de Mayo Property were acquired by way of an option agreement dated February 26, 2004, and the property remains subject to a 2.5% net smelter returns royalty to a related party (see "INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS" below). The project consists of four major mineralized zones: the Upper Manto silver-lead-zinc inferred resource; the Pegaso deep discovery; the non-core Pozo Seco high grade molybdenum-gold resource; and the surrounding Cinco de Mayo exploration area.

In late 2012, certain members of the local Ejido challenged the Company's surface right access to the property and have prevented the Company from obtaining the surface access permission required as part of a Federal Government exploration permit process. The Company has been unable to negotiate a renewed surface access agreement with the Ejido, and a full impairment was recognized on the property in the year ended December 31, 2016.

The Company believes that the Cinco de Mayo Project has significant geological potential and will continue to maintain its mineral concessions in good standing. Efforts to regain surface access are ongoing, although the Company has no current plans to conduct any geological exploration programs on the property.

Three Year History

Year Ended December 31, 2015

At December 31, 2015, the Company had working capital of $75,223,126, including cash of $75,423,681.

Operational highlights of 2015 for the Juanicipio Project include the following summary.

Development

Underground development continued on the Juanicipio Project through 2015 in accordance with the recommendations made in the RPA 2014 Technical Report on the Mineral Resource Update for the Juanicipio Joint Venture ("2014 Juanicipio Technical Report"). According to the timeline within that report, the first 33 months of development was to focus primarily on the ramp decline. In 2015, the decline development reached consistently better rock quality, and the ramp development advance rate began to exceed the levels envisioned in the 2014 Juanicipio Technical Report (115 metres per month) with the cumulative ramp having advanced to the 2,170 metre mark at December 31, 2015. In addition to the ramp advance, two ventilation raises were bored and brought into service, the mechanical shop and multi-use buildings were completed, electrical lines and substations were installed and road-widening substantially completed, with culverts in all major drainages.

Exploration

Exploration results from drilling in the first quarter of 2015 on the Valdecañas Vein were reported by the Company in April 2015. Four new exploration step-out holes (P1-P4) were targeted approximately 100 metres below the existing “Deep Zone” Indicated and Inferred Resources reported in Juanicipio Technical Report. The four holes were drilled on nominal 150 metre centres over a strike length of approximately 500 metres below the en echelon overlap zone between the East and West Valdecañas Veins and included the three widest and deepest intercepts to date on the property.

These intercepts widened progressively up to 32.09 metres (true widths) towards the east in the central portion of the property, extending the widening Deep Zone to depth. The intercepts also showed amounts of calc-silicate (skarn) alteration in and around the veins and the first significant copper (“Cu”) values (0.2-0.8% Cu) for the entire area, both of which are indicators of higher temperature mineralization conditions. The high silver and gold in Holes P2 and P3 coincide with zones of overprinted quartz veins that cut across earlier base-metal rich calc-silicate vein stages, indicating superimposition of an additional precious-metals rich vein stage. The appearance of copper and strong skarn alteration in this area, combined with the later cross-cutting silver-gold rich veining, suggests that Minera Juanicipio may have hit an ore-fluid upwelling zone, which could open up a new exploration target zone along the entire Valdecañas vein system.

Upon reviewing the drill results of the four new deep exploration holes at a Minera Juanicipio Technical Committee meeting, Fresnillo and MAG jointly agreed to an additional 10,000 metre $1.5 million (MAG’s 44% share is $0.7 million) 2015 and 2016 drill program to further delineate the extent of this new deep zone. In addition to this, a portion of the budget designated for surface exploration drill holes that were pending permitting in the third quarter of 2015, was reallocated to underground drilling beneath the East Vein. A drill station was carved out along the decline at approximately 2,000m down ramp. Surface and underground drilling commenced in November 2015 and continued through year end into 2016.

Year Ended December 31, 2016

On March 1, 2016, the Company closed a bought deal public offering and issued 8,905,000 common shares at $7.30 per share for gross proceeds of $65,006,500, and on March 4, 2016, the Company closed the associated over-allotment option fully exercised by the underwriters, and issued a further 1,335,750 common shares at a price of $7.30 for additional gross proceeds of $9,750,975.

At December 31, 2016, the Company had working capital of $139,141,858 including cash and term deposits of $138,346,996.

Operational highlights of 2016 for the Juanicipio Project include the following summary.

Development

MAG and Fresnillo continued to progress the Juanicipio Project in accordance with the recommendations of the 2014 Juanicipio Technical Report, with the development focused primarily on the ramp decline advancing towards the main Valdecañas Vein of the property. The entry portal, surface explosives magazines, surface offices and associated infrastructure were completed, and the ramp decline advanced with drilling and blasting. The ramp and ancillary passage development advance rate remained at or exceeding the levels envisioned in the 2014 Juanicipio Technical Report (115 metres per month), and the ramp reached the uppermost reaches of the Valdecañas Vein in December 2016 and footwall development commenced thereafter.

Exploration

The deep drilling programs to further delineate the extent of the new Deep Zone that were approved and commenced in the second half of 2015, were completed in 2016. On August 15, 2016, drill results were released and confirmed the extension of wide high-grade mineralization from the Deep Zone discovery on the Minera Juanicipio joint venture property. The drilling also resulted in the discovery of the “Anticipada Vein”, a newly recognized vein of unclear geometry lying about 100 metres into the hanging wall of the East Vein.

In April 2016, the Joint Venture Technical Committee approved a supplemental $1,200,000 budget (MAG’s 44% share is $528,000) for additional 2016 deep and shallow in-fill drilling as well as protection and exploration holes along and ahead of the path of the decline as it approaches the Valdecañas Vein. This supplemental drill program was for a combined 8,900 metres of surface and underground drilling, and continued through year end into 2017.

Year Ended December 31, 2017

On November 28, 2017, the Company completed a non-brokered private placement and issued 4,599,641 common shares at $10.47 per share for gross proceeds of $48,158,241.

At December 31, 2017, the Company had working capital of $159,905,996 including cash and term deposits of $160,395,108.

Operational highlights of 2017 for the Juanicipio Project include the following summary.

2017 PEA

A new Mineral Resource estimate and Preliminary Economic Assessment was announced on November 7, 2017 and the resulting MAG Silver Juanicipio NI 43-101 Technical Report was filed on December 18, 2017 with an Amendment and Restated report filed on January 19, 2018 (the “2017 PEA”). The studies were commissioned by MAG and carried out by AMC Mining Consultants (Canada) Ltd. (“AMC”). Based on the 2017 PEA, the Company views the Juanicipio Project as a robust, high-grade, high-margin underground silver project exhibiting low development risks. The 2017 PEA incorporates major overall project upgrades highlighted by the delineation and provision for mining of greatly expanded Indicated and Inferred Mineral Resources in the recently discovered (2015) “Deep Zone”. The volume of these new base metal-rich Deep Zone Resources contributed to a significant expansion of project scope and enhancements to most aspects of the mine design; the most important being an increase of the planned production rate to 4,000 tonnes per day (“tpd”). Within the expanded scope of the 2017 PEA the Juanicipio Project is projected to produce a payable total of 183 million silver ounces, 750 thousand gold ounces, 1.3 billion pounds of zinc and 812 million pounds of lead over an initial 19 years of mine life, with an opportunity to consider and assess the recoverability of copper as well. (see ‘*Juanicipio Project*’ in ‘*MINERAL PROJECTS*’ below).

The economic analysis in the 2017 PEA is preliminary in nature and is based, in part, on Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is no certainty that a Preliminary Economic Assessment will be realized (see 'Risk Factors' below).

Feasibility Study

An independent feasibility study to be prepared by AMC, was commissioned by Minera Juanicipio in the second half of 2017, and is expected to be completed by the second quarter of 2018. The feasibility study will not include Inferred Mineral Resources in the mine plan, and it is therefore expected to have a shorter mine life than envisioned in the 2017 PEA. In addition, the feasibility study is based on more detailed engineering and may have changes in scope. As a result, the feasibility study is expected to contain an incremental increase in the estimated initial capital cost. With these and other possible scope changes, the project's modeled economics are expected to decrease as compared to those in the 2017 PEA (see '*Risk Factors*' below). This study is required by the Minera Juanicipio Shareholders' Agreement in order to make a formal production decision. Upon its completion, Minera Juanicipio is expected to present the study to both its Board and the respective Joint Venture partner Boards for formal development approval. If a production decision is made, Fresnillo has advised that it expects Minera Juanicipio to be in production by the first half of 2020, which is consistent with the timeline to production in the 2017 PEA.

Development

The decline ramp reached the uppermost reaches of the main Valdecañas Vein in December 2016 and footwall development commenced thereafter into 2017. Ramp-related surface installations, offices and associated infrastructure have now been completed, and construction of additional ventilation raises is on-going. Midway through 2017, underground development was intensified to allow for the planned increase in processing capacity to 4,000 tpd. Additional development contractors were engaged in the year by Minera Juanicipio, and a twinning of the access decline is being undertaken and is advancing rapidly with the intent of providing expanded capacity for hauling mineralized rock and waste.

Exploration

Drilling of the Deep Zone continued through 2017, and the Zone effectively remains open to depth and laterally along its entire strike length to the Joint Venture boundary in both directions.

Assays from 13 exploration and infill drill holes from the Deep Zone were released in the first quarter of 2017, which along with previously announced results from 14 earlier holes (27 holes total) have:

- confirmed that continuous mineralization extends below the Valdecañas Bonanza Zone in both the East and West Veins;
- revealed a substantial widening of this deeper mineralization into a well-defined dilatant zone under both veins;
- improved definition of the new "Anticipada" or "Vant" Vein, within the vein system; and,
- combined to indicate that a major ore-fluid input point underlies the Overlap Zone between the East and West veins

A significantly expanded Mineral Resource estimate for the base metal-rich Deep Zone was included in the 2017 PEA (see '*Juanicipio Project*' in '*MINERAL PROJECTS*' below).

A 20,000-metre 2017 exploration drill program commenced in July 2017 to test various targets within the Juanicipio property boundaries and to continue drilling the Deep Zone. Dr. Peter Megaw, the Company's Chief Exploration Officer, and the MAG exploration team were involved with Fresnillo in selecting drill targets for this program. To the end of 2017, approximately 9,000 metres were drilled, primarily in-fill drilling and assays are pending.

Current Fiscal Year (Subsequent to December 31, 2017)

A feasibility study was commissioned by Minera Juanicipio in 2017 as noted above, and is expected to be finalized by the second quarter of 2018 (see '*Risk Factors*' below).

Underground development continues at increased rates, with emphasis on the ramp twinning and on three internal ramps at depth designed to provide zone access within the mine. Fresnillo, as operator, advised that permits based on the upgraded 4,000 tpd design that were submitted in 2017 were granted in the first quarter of 2018.

Exploration drilling currently continues under the 20,000 metre program approved in 2017. Subsequent to the year end, an additional 3,250 metres have been drilled with five drill rigs on site, four drilling from surface and one from underground.

For more information on the Company's progress and intentions for its material property please refer to the "*Mineral Projects*" section below.

DESCRIPTION OF THE BUSINESS

General

The Company is in the mineral acquisition, exploration and development business. The Company is in the exploration and development stage and there is no assurance that a commercially viable mineral deposit exists on any of its properties. In the case of the Company's primary asset, the Juanicipio Project, although a Feasibility Study is in process as noted above, as of the current date, Minera Juanicipio has not completed a pre-feasibility study or feasibility study on the project, and accordingly, there is no estimate of mineral reserves. Rather, the decision to commence development of the Juanicipio Project in late 2013 was based upon a preliminary economic assessment of the project, which is preliminary in nature and is based, in part, on Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves. There is no certainty that the economic results presented in a preliminary economic assessment will be realized (see "*Risks Relating to the Development of the Juanicipio Project*" below).

Principal Markets

The Company is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador and is a reporting "foreign issuer" in the United States of America.

The Company's Common Shares were listed and posted for trading on the TSX Venture Exchange (formerly CDNX) on April 19, 2000 under the symbol "MGA". Concurrent with the Company's name change to MAG Silver Corp. on April 22, 2003, the trading symbol was changed to "MAG". On July 9, 2007, the Company's Common Shares were listed on the American Stock Exchange (now the NYSE American) under the symbol "MVG". On October 5, 2007, the Company delisted from the

TSX Venture Exchange concurrent with its listing on the TSX, with the Company's Common Shares continuing to trade under the symbol "MAG". On June 27, 2016, the Company changed its symbol on the NYSE American from "MVG" to "MAG".

Adjacent Property Disclosure

The staff of the United States Securities and Exchange Commission (the "SEC") take the position that mining and mineral exploration companies, in their filings with the SEC, should describe only those mineral deposits that the companies themselves can economically and legally extract or produce. This AIF contains information regarding adjacent properties on which we have no right to explore or mine, and is considered by management to be of material importance to the Company and its land holdings in the area. Investors are cautioned that mineral deposits on adjacent properties do not necessarily indicate and certainly do not prove the existence, nature or extent of mineral deposits on our properties.

Cautionary Note to Investors Concerning Estimates of Mineral Resources

This AIF uses the terms "Indicated Mineral Resources" and "Inferred Mineral Resources". MAG advises investors that although these terms comply with Canadian reporting standards under NI 43-101, the SEC does not recognize these terms and U.S. companies are generally not permitted to disclose resources in documents that they file with the SEC. Furthermore, disclosure of "contained ounces" is permitted under Canadian regulations; however, the SEC permits issuers to report mineralization that does not constitute "reserves" by SEC standards only as in place tonnage and grade without reference to unit measures.

Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. In addition, "Inferred Mineral Resources" have a great amount of uncertainty as to their existence, and economic and legal feasibility. It cannot be assumed that all or any part of an Inferred Mineral Resources will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources are considered too speculative geologically to have the economic considerations applied to them to enable them to be categorized as mineral resources and, accordingly, may not form the basis of feasibility or pre-feasibility studies, or economic studies except for a Preliminary Economic Assessment as defined under NI 43-101. Investors are cautioned not to assume that part or all of an Inferred Mineral Resource exists, or is economically or legally mineable indicated and inferred mineral resources that are not mineral resources do not have demonstrated economic viability.

Technical Information

Unless otherwise indicated, scientific or technical information in this AIF is based on information prepared by employees of MAG or its joint venture partners, as applicable, under the supervision of, or that has been reviewed and approved by, Dr. Peter Megaw, Ph.D., C.P.G., who is a "Qualified Person" as defined in NI 43-101. A "Qualified Person" means an individual who is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these, has experience relevant to the subject matter of the mineral project, and is a member in good standing of a professional association.

Passive Foreign Investment Company

The Company believes it is a Passive Foreign Investment Company ("PFIC"), as that term is defined in Section 1297 of the Internal Revenue Code of 1986, as amended, and believes it will be a PFIC for the foreseeable future. Consequently, this classification may result in adverse tax consequences for U.S. holders of the Company's Common Shares. For an explanation of these effects on taxation, U.S. shareholders and prospective U.S. holders of the Company's Common Shares are encouraged to consult their own tax advisers.

Employees

The Company's business is administered from its head office in Vancouver, British Columbia, Canada. As of December 31, 2017, the Company had eight full time employees (excluding directors), and no part time employees.

Specialized Skill and Knowledge

Many aspects of MAG's business require specialized skill and knowledge. Such skills and knowledge include the areas of geology, engineering, accounting and mine planning. MAG has found that it has been able to locate and retain such employees when needed.

Competitive Conditions

Competition in the mineral exploration and production industry is intense. The Company competes with a number of large, established mining companies with greater financial resources and technical facilities, for the acquisition and development of mineral concessions, claims, leases and other interests, as well as for the recruitment and retention of qualified employees and consultants and the equipment required to continue the Company's exploration activities.

Economic Dependence

The Juanicipio Project, in which the Company owns a 44% joint venture interest, is considered the only material property of the Company. The Company's interest in the Juanicipio Project is held through its indirect 44% ownership of Minera Juanicipio, and is governed by the terms of the Shareholders Agreement with Fresnillo which holds the other 56% interest. As a minority stakeholder in the Project, the Company is subject to various risks (see "*Risks Related to Minority Interest Investment in the Juanicipio Project*" below).

Please consult the Company's public filings at www.sedar.com and www.sec.gov for further, more detailed information concerning these matters.

CARRYING ON BUSINESS IN MEXICO

The Company's current property interests are all located in Mexico. A summary of the regulatory regime material to the business and affairs of the Company is provided below.

Mining Regulations

The exploration and exploitation of minerals in Mexico may be carried out by Mexican citizens or Mexican companies incorporated under Mexican law by means of obtaining concessions (currently covering exploration and exploitation). Concessions are granted by the Mexican federal government for a period of fifty years from the date of their recording in the Public Registry of Mining. The term of mining concessions previously issued by the Mexican federal government (for exploration and/or exploitation) was automatically extended by the enactment of the 2006 amendments to the Mexican Mining Law. Likewise, due to such amendments, the holders of mining concessions for exploration were automatically authorized to carry out not only exploration work, but also exploitation works.

Holders of concessions may, within the five years prior to the expiration of such concessions, apply for their renewal for the same period of time. Failure to apply prior to the expiration of the term of the concession will result in termination of the concession. Concessions are subject to annual work requirements and payment of mining duties which are assessed and levied on a semi-annual basis. Such concessions may be transferred or assigned by their holders, but such transfers or assignments must comply with the requirements established by the Mexican Mining Law and be registered before the Public Registry of Mining in order to be valid against third parties. Such recordation has to be requested within the fifteen business days following the execution or notarization of the corresponding assignment of rights agreement.

Although the Law of Foreign Investment (*Ley de Inversión Extranjera*) provides that mineral concessions may also be obtained by foreign citizens or foreign corporations, the Mexican Mining Law provides that such concessions may only be granted to Mexican citizens or Mexican corporations. Thus, foreign citizens or corporations may only obtain mineral concessions through the establishment of a subsidiary in Mexico. Foreign investment in Mexican companies must comply with certain requirements set forth in the Law of Foreign Investment.

The Mexican Mining Law does not require payment of finder's fees or royalties to the Government, except for: i) a mining royalty fee of 7.5% and the 0.5% extraordinary governmental fee on precious metals, (see below "Income Tax Regime Effective January 1, 2014); and ii) a discovery premium or economic consideration in connection with claims or allotments contracted directly from the Mexican Geological Service that have been awarded pursuant to a public bid process. None of the property interests held by Lagartos or Minera Pozo Seco are under such fee regimes at the present time. However, holders of mining concessions are required to pay mining concession fees which are assessed and levied on a semi-annual basis, and that increase over time the longer the concessions are held.

Foreign Investment Regulation

Foreign investment regulation in Mexico is primarily governed by the Law of Foreign Investment and its Regulations. Foreign investment of up to 100% in Mexican mining companies is permitted. Companies with foreign investment in their capital stock must be registered with the National Registry of Foreign Investment which is maintained by the Ministry of Economy, and file certain reports and notices, including in certain circumstances, and under a criteria determined by the Law of Foreign Investment an annual report and/or quarterly reports with respect to the operations carried out during the preceding fiscal year which is necessary in order to renew their certificate of recordation with such Registry.

Environmental Regulations

Mexico has federal, state and municipal laws and regulations, as well as international agreements related to the protection of the environment and natural resources ("Environmental Laws"), including laws and regulations concerning water pollution, air pollution, noise pollution, hazardous substances and forest protection. The main federal Environmental Law in Mexico is the Ley General del Equilibrio Ecológico y la Protección al Ambiente (the "General Law of Ecological Balance and Environmental Protection" or the "General Law"), pursuant to which general environmental rules and policies have been promulgated addressing air pollution, hazardous substances and environmental impact among various others.

Another federal law particularly relevant for the mining sector is the Ley General para la Gestión Integral de los Residuos (the "General Law for Integrated Waste Management") and its regulations the Reglamento de la Ley General para la Prevención y Gestión Integral de los Residuos (the "Regulations to the General Law for Integrated Waste Prevention and Management"), which regulate the generation, handling, transportation, storage and final disposal of hazardous waste, as well as the import and export of hazardous materials and hazardous wastes, and assign liability for ownership and possession of contaminated sites and for contaminating activities. The Ley General de Desarrollo Forestal Sustentable and its regulations (the “Forestry Protection Laws”) are also relevant, as they address reforestation obligations and compensation measures on projects which may have a deforestation impact, which may include mining projects.

On June 7, 2013, the Ley Federal de Responsabilidad Ambiental (Federal Law of Environmental Liability) was enacted, under which any person or entity that directly or indirectly (for action or omission) causes damage to the environment, will be held liable and obliged to: i) repair the damage, or in the event that such repair is not possible; ii) pay compensatory damages, subject to a corresponding judicial, administrative or criminal proceeding.

Applicable Environmental Laws contemplate the creation and regulation of Natural Protected Areas (Areas Naturales Protegidas) which along with Ecological Ordinance Programs (Programas de Ordenamiento Ecológico) constitute two of the main instruments that will regulate the use of land in the areas within their jurisdiction, including restrictions on certain activities and sectors, such as the mining sector.

In addition, there are a series of “Mexican Official Norms” which are technical standards issued by competent regulatory authorities, pursuant to the Ley General de Metrología y Normalización and to other laws that include the aforementioned Environmental Laws, which establish standards relating to air emissions, waste water discharges, the generation, handling and disposal of hazardous wastes (including specific Mexican Official Norms for the handling of mining tailings, which are considered mining hazardous wastes) and noise control, among others. There are Mexican Official Norms regarding soil contamination (mainly with total petroleum hydrocarbons and heavy metals) and waste management (the “Ecological Standards”). Of particular importance to the mining sector are Mexican Official Norms NOM-120-SEMARNAT-2011 regulating environmental protection of mining activities in certain zones, and NOM-141-SEMARNAT-2003 which addresses certain aspects of tailings (jales de minería) from mining activities, among other Ecological Standards applicable to mining activities.

The Secretaría de Medio Ambiente y Recursos Naturales (the “Ministry of the Environment and Natural Resources” or “SEMARNAT”, for its initials in Spanish) is the federal agency in charge of establishing and overseeing environmental regulation at the federal level, including the General Law and federal statutes and the Environmental Laws, as well as the Ecological Standards. On enforcement matters the SEMARNAT acts mainly through the “Procuraduría Federal de Protección al Ambiente” (the “Federal Bureau of Environmental Protection” or “PROFEPA”, for its initials in Spanish) and in certain cases through other governmental entities under its control, such as the Comisión Nacional del Agua (or National Water Commission).

Environmental Laws also regulate environmental protection in the mining industry in Mexico. In order to comply with these laws, a series of permits, licenses and authorizations must be obtained by a concession holder during the exploration and exploitation stages of a mining project. Generally, these permits and authorizations are issued on a timely basis after the completion of an application and the fulfillment of the necessary requirements by a concession holder. Additionally, periodic reporting of hazardous wastes and federal air emissions and federal waste water discharges to Federal authorities is required under the Environmental Laws. To the best of the Company’s knowledge, all of the Company’s property interests are currently in compliance with the Environmental Laws.

In the exploration stage, the cost of complying with such Environmental Laws is included in the exploration budget. Until such time as the Company conducts larger more invasive procedures, such as trenching or bulk sampling, there is only nominal cost associated with compliance with the Environmental Laws. The Company’s programs are not yet sufficiently advanced to allow an estimate of the future cost of such environmental compliance.

Currency

The official monetary unit of Mexico is the Mexican peso. The currency exchange rate freely floats and the country has no currency exchange restrictions. Nevertheless, following the devaluation of the Mexican peso in December, 1994, uncertainties continue with respect to the financial situation of Mexico. See “Risk Factors” below, specifically those risk factors dealing with currency fluctuation and inflation.

The following table presents a five-year history of the average annual exchange rates to convert one United States dollar into Mexican pesos, calculated by using the average of the exchange rates on the last day of each month during the given year.

Year	**Average Exchange Rate (Mxn peso/US$)**
2017	18.9232
2016	18.6774
2015	15.8299
2014	13.3609
2013	12.8411

Value Added Tax (“VAT”) also known as “IVA”

In Mexico, VAT is charged on the sale of goods, rendering of services, lease of goods and importation of the majority of goods and services at a rate of 16%. Proprietors selling goods or services must collect VAT on behalf of the government. Goods or services purchased incur a credit for VAT paid. The resulting net VAT is then remitted to, or collected from, the Government of Mexico through a formalized filing process.

The Company has traditionally held a VAT receivable balance due to the expenditures it incurs whereby VAT is paid to the vendor or service provider. Collections of these receivables from the Government of Mexico often take months and sometimes years to recover, but the Company has to date been able to recover all of its VAT paid.

Amendments were made to Mexican VAT legislation, effective January 1, 2017, that may impact the Company’s future ability to recover VAT paid after January 1, 2017. Although still subject to interpretation and confirmation of intent from the Mexican government, companies in a pre-operative/exploration stage may have to satisfy additional criteria in order to claim valid refunds. The Company’s IVA paid that falls into this category, is not material or significant to the Company’s overall operations.

The 2017 changes are not expected to have any impact on Minera Juanicipio and its ability to recover VAT paid, given the expectation it will be in production by 2020.

Income Tax Regime Effective January 1, 2014

The Mexican Senate approved Tax Reform changes in Mexico that became effective January 1, 2014, that in part, adversely affect operating mining companies in Mexico. The changes affecting the Mexican mining industry include: the elimination of a planned reduction in the corporate tax rate from 30% to 28% by 2015 (corporate tax rate will remain 30% indefinitely); a mining royalty fee of 7.5% on income before tax, depreciation, and interest; an extraordinary governmental fee on precious metals, including gold and silver, of 0.5% of gross revenues; and, changes affecting the timing of various expense deductions for tax purposes. Once Minera Juanicipio or any of the Company’s other properties are in production, they will be subjected to this tax regime. Possible tax planning opportunities may exist to reduce the impact of the tax changes. Managements’ assessment of the tax reform changes is that they do not have an impact on the viability of the Juanicipio Project, and the changes have been fully reflected in the 2017 PEA.

Under the new tax regime, mining concession holders that fail to develop mining works in accordance with the Mining Law, during a consecutive two year period within the first eleven years of the term of the concession, will pay on a semi-annual basis an additional mining fee equivalent to 50% to the maximum current mining duty. If the failure to carry out works remains unchanged, starting on the twelfth year, the additional fee will be doubled.

An additional component of the Mexican tax reform also includes a 10% dividend tax, to be withheld on all dividends paid to foreign residents of Mexico over financial earnings which also form part of the after-taxed net earnings account generated as of January 1, 2014. With the existing Canadian-Mexico tax treaties, this dividend tax rate will be reduced to 5%. Prior to the tax reform, there was no dividend withholding tax on dividends paid from Mexico to Canadian corporations out of tax paid earnings.

Tax Law for the State of Zacatecas.

On December 31, 2016, the Government of the State of Zacatecas published the Tax Law for the State of Zacatecas (*Ley de Hacienda del Estado de Zacatecas*, the "Zacatecas Tax Law"), which came into effect on January 1, 2017.

As provided for in the Zacatecas Tax Law, certain so called "environmental duties" were established for operations carried out within the State of Zacatecas. Such new duties are the following:

I. Duty for Environmental Remediation in the Extraction of Minerals (*Remediación Ambiental en la Extracción de Minerales*). This duty applies for the extraction activities of the soil and sub-soil of materials that constitute deposits of the same nature to the materials of the soil, through open-pit processes. This duty does not apply to the substances and minerals subject to the Mining Law (*i.e.*, substances and minerals subject to provisions of Article 4 of the Mining Law, such as gold, silver, lead, zinc, copper, etc.).
II. Duty for Emissions of Gases to the Atmosphere (*De la Emisión de Gases a la Atmósfera*). This duty applies to emissions caused to the atmosphere of certain substances generated in productive processes.
III. Duty for Emissions of Pollutants to the Soil, Sub-soil and Water (*De la Emisión de Contaminantes al Suelo, Subsuelo y Agua*). This duty applies to those pollutants deposited, scrapped or released to the soil, subsoil or water deposits.
IV. Duty for the Deposit or Storage of Waste (*Del Impuesto al Depósito o Almacenamiento de Residuos*). This duty applies to the deposit or storage of waste in public or private landfills.

In addition, the Zacatecas Tax Law also includes certain other amendments and adjustments to pre-existing taxes in Zacatecas such as the payroll tax.

Minera Juanicipio's operations are located in the State of Zacatecas, and this new tax law will apply to the Juanicipio development once it is in production. Managements' assessment of this tax however, is that it will not have an impact on the viability of the Juanicipio Project.

Other general tax amendments are referred to in the "Mexican Foreign Investment and Income Tax Laws apply to the Company" section below.

RISK FACTORS

The exploration, development and mining of natural resources are highly speculative in nature and are subject to significant risks. The risk factors noted below do not necessarily comprise all those faced by the Company. Additional risks and uncertainties not presently known to the Company or that the Company currently considers immaterial may also impair the business, operations and future prospects of the Company. If any of the following risks actually occur, the business of the Company may be harmed and its financial condition and results of operations may suffer significantly, along with a possible significant decline in the value and/or share price of the Company's publicly traded stock.

The Company's securities should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the Company's Canadian and U.S. regulatory filings prior to making an investment in the Company. Without limiting the foregoing, the following risk factors should be given special consideration when evaluating an investment in the Company's securities.

Risks Relating to the Company's Business Operations

Mineral exploration and development is a highly speculative business and most exploration projects do not result in the discovery of commercially mineable deposits.

Exploration for minerals is a highly speculative venture necessarily involving substantial risk. The expenditures made by the Company described herein may not result in discoveries of commercial quantities of minerals. The failure to find an economic mineral deposit on any of the exploration concessions in which the Company has an interest will have a negative effect on the Company.

None of the properties in which the Company has an interest has any mineral reserves.

Currently, there are no mineral reserves (within the meaning of NI 43-101) on any of the properties in which the Company has an interest. Only those mineral deposits that the Company can economically and legally extract or produce, based on a comprehensive evaluation of cost, grade, recovery and other factors, are considered mineral reserves. The resource estimates contained in the 2017 PEA are indicated and inferred resource estimates only and no assurance can be given that any particular level of recovery of silver or other minerals from mineralized material will in fact be realized or that an identified mineralized deposit will ever qualify as a commercially mineable mineral deposit. In particular, inferred mineral resources have a great amount of uncertainty as to their existence, and great uncertainty as to their economic and legal feasibility. Further, the economic assessment contained in the 2017 PEA is preliminary in nature, and actual capital costs, operating costs, production, economic returns and other estimates contained in studies or estimates prepared by or for the Company may differ from those described therein and herein, and there can be no assurance that actual costs will not be higher than anticipated. Substantial additional work, including mine design and mining schedules, metallurgical flow sheets and process plant designs, would be required in order to determine if any economic deposits exist on the Company's properties. Additional expenditures may be required to establish mineral reserves through drilling and metallurgical and other testing techniques. The costs, timing and complexities of upgrading the mineralized material to proven or probable reserves may be greater than the value of the Company's reserves on a mineral property and may require the Company to write-off the costs capitalized for that property in its financial statements. The Company cannot provide any assurance that future feasibility studies will establish mineral reserves at its properties. The failure to establish mineral reserves could restrict the Company's ability to successfully implement its strategies for long-term growth.

Most exploration projects do not result in commercially mineable deposits.

The Company's property interests are primarily at the exploration stage. None of the Company's properties have known commercial quantities of minerals. Development of mineral properties involves a high degree of risk and few properties that are explored are ultimately developed into producing mines. The commercial viability of a mineral deposit is dependent upon a number of factors which are beyond the Company's control, including the attributes of the deposit, commodity prices, government policies and regulation and environmental protection. Fluctuations in the market prices of minerals may render resources and deposits containing relatively lower grades of mineralization uneconomic. Further exploration or delineation will be required before a final evaluation as to the economic and legal feasibility of any of the Company's properties is determined. Even if the Company completes its exploration programs and is successful in identifying mineral deposits, it will have to spend substantial funds on further drilling and engineering studies before it will know if it has a commercially viable mineral deposit. Most exploration projects do not result in the discovery of commercially mineable mineral deposits.

Estimates of reserves and resources, mineral deposits and production costs can be affected by such factors as environmental permit regulations and requirements, indigenous communities' rights, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. As a result, there is a risk such estimates are inaccurate. For example, the 2017 PEA includes a resource estimate prepared by AMC in accordance with NI 43-101. The grade of precious and base metals ultimately discovered may differ from the indicated drilling results. If the grade of the resource was lower, there would be a negative impact on the economics of the Juanicipio Project. There can be no assurance that precious metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The probability of an individual prospect ever having reserves is extremely remote. If a property does not contain any reserves, any funds spent on exploration of that property will be lost. The failure of the Company to find an economic mineral deposit on any of its exploration concessions will have a negative effect on the Company.

Estimates of mineral resources are based on interpretation and assumptions and are inherently imprecise.

The mineral resource figures referred to in the 2017 PEA, this AIF and the documents incorporated herein by reference have been determined and valued based on assumed future prices, cut-off grades and operating costs. However, until mineral deposits are actually mined and processed, any mineral resources must be considered as estimates only. Fresnillo prepares its own internal resources estimates annually in respect of the Juanicipio Project and such estimates may be materially different from those relied upon by the Company. Any such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Estimates can be imprecise and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be unreliable. In addition, the grade and/or quantity of precious metals ultimately recovered may differ from that indicated by drilling results. There can be no assurance that precious and base metals recovered in small-scale tests will be duplicated in large-scale tests under on-site conditions or in production scale. The grade of the reported mineral resource estimates are uncertain in nature and it is uncertain whether further technical studies will result in an upgrade to them. Further drilling on the mineralized zones is required to complement the current bulk sample and add confidence in the continuity of mineralized zones in comparison to the current block model. Any material change in the quantity of mineralization, grade or mineralization to waste ratio or extended declines in market prices for silver and precious metals may render portions of the Company's mineralization uneconomic and result in reduced reported mineralization. Any material reductions in estimates of mineralization, or of the Company's ability to extract this mineralization, could have a material adverse effect on the Company's results of operations or financial condition.

Rights to use the surface of the Company's mineral properties are not guaranteed.

The majority of the mineral properties in which the Company has an interest are located in remote and relatively uninhabited areas. Some properties, like the Juanicipio Project, are near towns and other habitations, but there are currently no areas of interest to the Company within its mineral concessions that are overlain by significant habitation or industrial users. However, there are potential overlapping surface usage issues in some areas. Some surface rights are owned by local communities or "Ejidos" and some surface rights are owned by private ranching or residential interests. The Company will be required to negotiate the acquisition of surface rights in those areas where it may wish to develop mining operations. In some areas the Company has been required or is in the process of negotiating compensation for surface rights holders in order to secure right of access. In some areas, surface right compensation has been negotiated and is awaiting formal government expropriation in its favour. The Company's interest in a property or project could be adversely affected by an inability to obtain surface access permissions, or by challenges, regardless of merit, to existing surface access agreements.

With respect to the Company's Cinco de Mayo Property, the Company has been unable to negotiate a renewed surface agreement with the local Ejido controlling the surface access to key portions of the property and a full impairment was recognized on the property in the year ended December 31, 2016.

There is no guarantee that licenses and permits required by the Company or Minera Juanicipio to conduct business will be obtained, which may result in an impairment or loss in the Company's mineral properties.

The Company's and Minera Juanicipio's current and anticipated future operations, including further exploration, development activities and commencement of production on the Company's properties, require permits from various national, provincial, territorial and local governmental authorities. The Company and Minera Juanicipio may not be able to obtain all necessary licenses and permits that may be required to carry out exploration, development and mining operations at their projects. In addition, the grant of required licenses and permits may be delayed for reasons outside the Company's and Minera Juanicipio's control. For example, the Company has been prevented from obtaining the Soil Use Change Permit required for the Cinco de Mayo Property due to the opposition from certain members of the local Ejido described above. In addition, development permitting delays resulting from a Mexican government changeover in 2012 and 2013 delayed the start of the decline development at the Juanicipio Project. Failure to obtain such licenses and permits on a timely basis, or failure to comply with the terms of any such licenses and permits that the Company and Minera Juanicipio do obtain, may adversely affect their respective business as the Company and Minera Juanicipio would be unable to legally conduct their intended exploration, development or mining work, which may result in increased costs, delay in activities or the Company or Minera Juanicipio losing its interest in its mineral properties.

The properties in which the Company has an interest are located primarily in Mexico.

The Company's operations are currently conducted in a foreign jurisdiction, Mexico, and, as such, the Company's operations are exposed to various levels of political, economic and other such risks and uncertainties. Risks and uncertainties include, but are not limited to, extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licenses, permits and contracts; illegal mining; changes in taxation policies; restrictions on foreign exchange and repatriation; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. In addition, there have recently been reports of increased domestic and international political unrest, police and military enforcement action against drug cartels and a corresponding increase in violent crime in Mexico.

In the past, Mexico has been subject to political instability, changes and uncertainties, which may cause changes to existing governmental regulations affecting mineral exploration and mining activities. Mexico's status as a developing country may make it more difficult for the Company to obtain any required financing for its projects.

Any changes in governmental laws, regulations, economic conditions or shifts in political attitudes or stability in Mexico are beyond the control of the Company and its joint venture partner, Fresnillo, and may adversely affect the Company's business, including its interest in the Juanicipio Project.

Economic and political instability may affect the Company's business.

The volatile global economic environment has created market uncertainty and volatility in recent years. From mid-calendar 2008 until early 2009 there was a negative trend with regard to the market for metal commodities and related products as a result of global economic uncertainty, reduced confidence in financial markets, bank failures and credit availability concerns. Similar periods of instability in the market for metal commodities have been experienced since April 2013 and through to present day. These macro-economic events negatively affected the mining and minerals sectors in general, and the Company's market capitalization has been significantly reduced in periods of market instabilities. Many industries, including the mining industry, are impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to economic shocks. A slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future economic shocks may be precipitated by a number of causes, including the ongoing European debt situation, a continued rise in the price of oil and other commodities, the volatility of metal prices, geopolitical instability, terrorism, the devaluation and volatility of global stock markets and natural disasters. Any sudden or rapid destabilization of global economic conditions could impact the Company's ability to obtain equity or debt financing in the future on terms favorable to the Company or at all. In such an event, the Company's operations and financial condition could be adversely impacted.

There are no assurances with respect to the relative strength and stability of future metal markets. Although the Company remains financially strong, its liquidity and long term ability to raise the capital required to execute its business plans may be affected by market volatilities.

The Company's future profitability and the viability of development depends in part upon the world market price of silver, and other metals such as gold, lead, zinc and copper. Prices fluctuate widely and are affected by numerous factors beyond the Company's control. The price of silver is influenced by factors including industrial and retail supply and demand, exchange rates, inflation rates, changes in global economies, confidence in the global monetary system, forward sales of silver and other metals by producers and speculators as well as other global or regional political, social or economic events. The supply of silver and other metals consists of a combination of new mine production and existing stocks held by governments, producers, speculators and consumers, which could increase due to improved mining and production methods.

Prices and availability of commodities consumed or used in connection with exploration and development and mining, such as natural gas, diesel, oil and electricity, also fluctuate, and these fluctuations affect the costs of production at various operations. These fluctuations can be unpredictable, can occur over short periods of time and may have a material adverse impact on the Company's operating costs or the timing and costs of various projects.

The Company assesses on a quarterly basis the carrying values of its mineral properties. Should market conditions and commodity prices worsen and persist in a worsened state for a prolonged period of time, an impairment of the Company's mineral properties may be required.

Community relations may affect the Company's business, including its interest in the Juanicipio Project.

Maintaining a positive relationship with the communities in which we operate, including with respect to the Juanicipio Project, is critical to continuing successful exploration and development. As Fresnillo is the operator of the Juanicipio Project, the community relations maintained with respect to that project lie outside the direct control of the Company. Community support for operations is a key component of a successful exploration or development project. As a business in the mining industry, we may come under pressure in the jurisdictions in which we explore or develop, to demonstrate that other stakeholders benefit and will continue to benefit from our commercial activities. We may face opposition with respect to our current and future development and exploration projects which could materially adversely affect our business, results of operations, financial condition and share price.

Risks Relating to Financing the Company's Business Operations

Substantial expenditures are required for commercial operations and if financing for such expenditures is not available on acceptable terms, the Company may not be able to justify commercial operations.

Substantial expenditures are required to establish reserves through drilling, to develop processes to extract the resources and, in the case of new properties, to develop the extraction and processing facilities and infrastructure at any site chosen for extraction. Although substantial benefits may be derived from the discovery of a major deposit, resources may not be discovered in sufficient quantities to justify commercial operations, or the funds required for development may not be obtained at all or on terms acceptable to the Company.

The Company's expenditures are currently funded from its cash balances, which are the proceeds of previous equity financings. The Company may require significant additional capital in the future to meet its project-related expenditures, as it is unlikely that the Company will generate sufficient operating cash flow to meet all of its future expenditure requirements.

The Company has a history of losses and values attributed to the Company's assets may not be realizable.

The Company has a history of losses and has no revenues from operations. None of the Company's properties are currently in production, and there is no certainty that the Company will succeed in placing any of its properties into production in the near future, if at all. The Company has no proven history of performance, revenues, earnings or success. The amounts attributed to the Company's exploration concessions in its financial statements represent acquisition and exploration costs and should not be taken to represent realizable value with certainty. The Company anticipates continued losses for the foreseeable future until it can successfully place one or more of its property interests into commercial production on a profitable basis. If the Company is unable to generate revenues with respect to its properties, the Company will not be able to earn profits which would adversely affect its business and prospects.

The Company's future liquidity will depend upon its ability to arrange additional debt or equity financing.

The Company's future liquidity is dependent upon the ability of the Company to obtain the necessary financing to complete the development of its interests and achieve future profitable production or, alternatively, upon the Company's ability to dispose of its interests on a profitable basis. Given the Company has incurred losses from inception and does not have any operating cash flow, there can be no assurance that additional capital or financing will be available if needed or that, if available, the terms of such financings will be acceptable to the Company. If the Company raises additional funds through the sale of equity securities or securities convertible into equity securities, shareholders may have their equity interest in the Company diluted.

Adequate funding may not be available, resulting in the possible loss of the Company's interests in its properties.

Sufficient funding may not be available to the Company for further exploration and development of its property interests. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's properties. If the Company becomes unable to meet its share of costs incurred under agreements to which it is a party, the Company may have its property interests subject to such agreements reduced as a result or even face termination of such agreements. The Company also has options to acquire interests in mineral property claims and in order to obtain ownership of such mineral claims, it must make payments to the current owners and incur certain exploration expenditures on those properties. Accordingly, additional financing will be required to secure ownership of these mineral properties. Failure of the Company to make the requisite payments in the prescribed time periods will result in the Company losing its entire interest in the subject property and the Company will no longer be able to conduct certain aspects of its business as described in this AIF.

The Company may not have sufficient funds to: (a) make the minimum expenditures to maintain its properties in good standing under applicable laws; (b) make the corresponding payments of semi-annual governmental (mining) duties to maintain its properties in good standing under applicable law; and (c) make the minimum expenditures to earn its interest in such properties. In such event, in respect of any of the properties, the Company may seek to enter into a joint venture or sell the subject property or elect to terminate its option.

The Company will require new capital to continue to operate its business and to continue with exploration on its properties, and additional capital may not be available when needed, if at all.

Risks Relating to the Development of the Juanicipio Project

Minera Juanicipio has not yet made a formal "Production Decision" at the Juanicipio Project and development to date has not been based on a feasibility study.

Although a requirement of the Minera Juanicipio shareholders' agreement in order to make a production decision, a feasibility study confirming the economic feasibility of the Juanicipio Project has not previous to 2017, been undertaken by the Juanicipio Joint Venture partners. The Minera Juanicipio feasibility study currently in process is yet to be completed, and the unanimous decision in 2013 to commence the underground development and the access decline at the Juanicipio Project was made based on the results of a preliminary economic assessment. The annual development budgets for 2014, 2015 and 2016 were consistent with the recommendations of the preliminary economic assessment and were unanimously approved by both shareholders of Minera

Juanicipio. In 2017, with additional drilling success from 2015 to early 2017 and the expected expanded resource estimate at the Juanicipio Project, the Company and Fresnillo considered alternate mine plans and various mine design upgrades different from what was set out in the above-noted preliminary economic assessment. Considerations included increasing the processing plant nameplate capacity from 2,650 tonnes per day to 4,000 tonnes per day, expanding underground workings to handle increased waste-rock production and sinking an internal shaft (or winze) to access the Deep Zone sooner. A 2017 development budget reflecting expanded underground workings was presented to and unanimously approved by Minera Juanicipio during the year, and development activity is currently ongoing; however, further development budgets for 2018 and beyond and a formal timeline to production have yet to be considered by Minera Juanicipio, pending completion of the feasibility study in the first half of 2018. The feasibility study will not include Inferred Mineral Resources in the mine plan, and is based on more detailed engineering and may have changes in scope. As a result, the feasibility study is expected to contain a shorter mine life and an incremental increase in the estimated initial capital cost. With these and other possible scope changes, the project's modeled economics are expected to decrease as compared to those in the 2017 PEA.

Although Fresnillo has indicated to the Company and in its public presentations that it expects Minera Juanicipio to be in production by the first half of 2020, there are no assurances that a formal development or production decision will be made or that production will be achieved by that date.

The contemplated development of the Juanicipio Project may be adversely impacted by lack of access and availability of infrastructure, power and water.

The development of the Juanicipio Project will require access to and an ability to maintain adequate and reliable infrastructure, including roads, power sources and water systems. If the required infrastructure is not readily available, it may have to be built, and there is no assurance that it can be built in a timely manner or at all. There is no assurance that Minera Juanicipio can access and maintain the infrastructure needed, or, where necessary, obtain rights of way, government authorizations and permits to construct, or upgrade the same at a reasonable cost, in a timely manner, or at all. Access to infrastructure may also be interrupted by natural causes, such as drought, floods, earthquakes and other weather phenomena, or man-made causes, such as blockades, sabotage, conflicts, government issues, political events, protests, rationing or competing uses.

Inadequate, inconsistent, or costly infrastructure could compromise many aspects of the project's feasibility, viability and profitability, including, but not limited to the construction schedule, capital and operating costs.

Ground water levels could affect the Juanicipio Project development.

As identified in the 2017 PEA, substantial ground water may be encountered at the Juanicipio Project, and currently there has not been a detailed hydrogeological study for the planned mine. Further understanding of the likely quantity of ground water is required and will be gained from a hydrogeological study, which is a recommendation contained within the 2017 PEA. Until such hydrogeological study is completed, the impact of underground water on the Juanicipio Project development is unknown, and may affect the project's feasibility and profitability.

The contemplated development of the Juanicipio Project may be adversely impacted by a lack of access to a skilled workforce.

The development of the Juanicipio Project will depend on availability of a skilled workforce, including but not limited to mining and mineral, metallurgical and geological engineers, geologists, environmental and safety specialists, and mining operators to explore and develop the project. Inadequate access to an available skilled workforce, could compromise many aspects of the project's feasibility, viability and profitability, including, but not limited to the construction schedule, capital and operating costs.

The Juanicipio Project mine plan and mine design, the financial results, and the contemplated development timeline to production may not be consistent with the 2017 PEA.

The 2017 PEA was commissioned independently by MAG, and not by the Juanicipio Joint Venture. The mine plan and mine design envisioned in the 2017 PEA are based on both an inferred and indicated resource and reflects a processing capacity of 4,000 tonnes per day, expanded underground workings and the sinking of an internal shaft (or winze) to access the Deep Zone (as defined in the 2017 PEA). The 2017 development budget unanimously approved by the Minera Juanicipio technical committee and 2017 development, has, to the extent applicable, incorporated this mine plan and design. As well, Fresnillo has indicated to the Company that the permits for mine plan and design were received in the first quarter of 2018. There is no assurance that and future required permits will be issued on a timely basis or at all (see "*There is no guarantee that licenses and permits required by the Company or Minera Juanicipio to conduct business will be obtained, which may result in an impairment or loss in the Company's mineral properties*", above).

Although the Company believes the 2017 PEA reflects the mine plan and design that Fresnillo as operator will build and operate, Fresnillo may adopt alternate mine plans and other changes, and the scope of operations, if any, may differ materially from that presented in the 2017 PEA (see "*Minera Juanicipio has commissioned a Feasibility Study as a basis for a "Production Decision," the results of which will differ from the 2017 PEA*" below).

As well, the preliminary economic assessment set out in the 2017 PEA is preliminary in nature and includes inferred mineral resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as mineral reserves and there is no certainty that the estimates described in the 2017 PEA will be realized. In addition, the Feasibility Study (as defined herein) commissioned by Minera Juanicipio will not include Inferred Mineral Resources in the mine plan so the results of such Feasibility Study are expected to be different from the results of the 2017 PEA. As a result, there are additional risks as to the size and grade of the resource, extent of capital and operating costs, mineral recovery and financial viability. There is no guarantee that development and construction will be completed in accordance with the 2017 PEA, and if completed, that production will begin or that operating or financial results will be consistent with the 2017 PEA.

The Juanicipio Project capital requirements and timeline to production contemplated in the 2017 PEA are subject to volatility and uncertainty.

The development of the Juanicipio Project will use a significant amount of commodities, consumables and other materials. Prices for steel, concrete, fuel and other materials, commodities and consumables required for mine development can be volatile and price changes can be substantial, occur over short periods of time and be affected by factors beyond control of the project operator. Higher costs for construction materials like steel and concrete, the impact of the Mexican peso exchange rate on various development inputs, or tighter supplies can affect the costs and timing of the project development.

The development of the Juanicipio Project will also utilize significant amounts of large and small equipment that may be critical to the development and construction of the project. Repeated and/or unexpected equipment failures and/or unavailability of equipment could cause interruptions or delays in the development and construction, and could have a material adverse effect on the project costs and timeline.

The 2017 PEA estimates from January 1, 2018 initial project capital of U.S.$360.3 million for the Juanicipio Project inclusive of capitalized operating costs (MAG's 44% share is U.S.$158.5 million), to be incurred prior to the envisaged commencement of commercial operations in 2020. As neither Minera Juanicipio nor the Company has completed a pre-feasibility study or feasibility study on the Juanicipio Project (as described more fully below, Minera Juanicipio's recently commissioned feasibility study on the Juanicipio Project is still in progress), these estimates are subject to uncertainty. The feasibility study is based on more detailed engineering and may have changes in scope. As a result, the feasibility study is expected to contain an incremental increase in estimated initial capital costs as compared to the 2017 PEA. The 2017 PEA is preliminary in nature and there is no certainty that the estimates described in it will be realized.

Minera Juanicipio has commissioned a Feasibility Study as a basis for a "Production Decision," the results of which will differ from the 2017 PEA.

Prior to a formal production decision being made by the joint venture partners of Minera Juanicipio, a feasibility study confirming the economic viability of mining the resource is a requirement of the Minera Juanicipio shareholders' agreement. In August 2017, Minera Juanicipio engaged AMC, who also prepared the 2017 PEA, to undertake the preparation of an independent feasibility study (the "Feasibility Study") on the Juanicipio Project. The Feasibility Study is expected to be completed by the second quarter of 2018, and upon completion, Minera Juanicipio is expected to present the Feasibility Study to both its board of directors and the respective boards of directors of the joint venture partners for formal development approval.

An independent feasibility study cannot include inferred resources in the mine plan. As a result, the mine plan and mine design in the Feasibility Study will only be based on the indicated resource, and the conclusions and recommendations with respect to the project development will be different from those in the 2017 PEA. There is no assurance that the Feasibility Study will recommend proceeding with the project development, and any recommendation to proceed with development may differ significantly from the scope and design recommended in the 2017 PEA.

A "Production Decision" based on the Feasibility Study, may alter the mine plan and mine design, and impact financial results and the contemplated development timeline to production.

Changes to the mine plan and mine design recommended in the Feasibility Study, if approved and implemented, may impact the Juanicipio Project's construction schedule, capital and operating costs, profitability and cash flows, and timeline to production, the impact of which cannot be quantified at this time.

If the Feasibility Study is presented for approval to the Minera Juanicipio shareholders with the technical committee recommendation to develop the project, each shareholder must either participate in the development, or alternatively sell their interest to the other shareholder.

If the Minera Juanicipio technical committee approves the Feasibility Study upon its completion and recommends development of the Juanicipio Project, Minera Juanicipio will present the Feasibility Study to each of the Company and Fresnillo (the "Shareholders") for formal development approval. Pursuant to the Shareholders Agreement, following the approval of a Feasibility Study and recommendation to develop the Juanicipio Project, each Shareholder has 30 days to decide whether or not it will participate in the Juanicipio Project's development. Under the terms of the Shareholders Agreement, the consequence of either Shareholder not agreeing to participate in the development is that the non-participating Shareholder's interest may be purchased by the other Shareholder for an amount equivalent to its capital contributions to date.

There are no assurances that the Company will decide to participate in the development of the Juanicipio Project, and as such, its interest may be sold to the other shareholder at an amount equivalent to its capital contributions to date.

Risks Relating to the Company's Property Titles

The Company's mineral properties are subject to title risk and any challenge to the title to any of such properties may have a negative impact on the Company.

The Company's mineral property rights, including its indirect interest in the Juanicipio Project, may be subject to prior unregistered agreements, transfers and claims and title may be affected by, among other things, undetected defects. Title to, and the area of, the mineral interests held by the Company may be disputed. A full investigation of legal title to the Company's property interests has not been carried out at this time. Accordingly, title to these property interests may be in doubt. Other parties may dispute title or access to the properties in which the Company has an interest. The Company's property interests may also be subject to prior unregistered agreements or transfers or land claims and title may be affected by such undetected defects. Any challenge to the title or access to any of the properties in which the Company has an interest may have a negative impact on the Company as the Company will incur delay and expenses in defending such challenge and, if the challenge is successful, the Company may lose any interest it may have in the subject property.

Title opinions provide no guarantee of title and any challenge to the title to any properties may have a negative impact on the Company.

Although the Company has or will receive title opinions for any concessions in which it has or will acquire a material interest, there is no guarantee that title to such concessions will not be challenged or impugned. In Mexico, a title opinion does not provide absolute comfort that the holder has unconditional or absolute title. Any challenge to the title or access to any of the properties in which the Company has an interest, including its indirect interest in the Juanicipio Project, may have a negative impact on the Company as the Company will incur expenses in defending such challenge and, if the challenge is successful, the Company may lose any interest it may have in the subject property.

Titles to the properties in which the Company has an interest that are not registered in the name of the Company may result in potential title disputes having a negative impact on the Company.

All of the agreements under which the Company may earn interests in properties, including any indirect interest acquired through Minera Juanicipio, have either been registered or been submitted for registration with the Mexican Public Registry of Mining, but title relating to the properties in which the Company may earn its interests may be held in the names of parties other than the Company. Any of such properties may become the subject of an agreement which conflicts with the agreement pursuant to which the Company may earn its interest, in which case the Company may incur expenses in resolving any dispute relating to its interest in such property and such a dispute could result in the delay, indefinite postponement of further exploration and development of properties or the possible loss of such properties.

Risks Related to Minority Interest Investment in the Juanicipio Project

The Company is a minority shareholder and non-operator of Minera Juanicipio and therefore is dependent on, and subject to, the decisions of the majority shareholder and operator of the project.

Although the Company has representation on both the board and technical committee of Minera Juanicipio, the terms of the Shareholders Agreement governing the operation of Minera Juanicipio, as well as its corporate by-laws, provide effective control to Fresnillo over many of the activities and operating decisions of Minera Juanicipio since it holds a majority (56%) of the shares of Minera Juanicipio. While a limited number of decisions of the Shareholders or the directors of Minera Juanicipio require a special majority of 60%, and in one instance 75%, giving the Company an effective veto over any such decisions, the Company is a minority shareholder and non-operator of Minera Juanicipio and is dependent on Fresnillo to manage and operate the affairs of Minera Juanicipio and to do so in compliance with the Shareholders Agreement (which, among other things, requires Fresnillo to manage and operate the joint venture in accordance with best industry practices), the by-laws of Minera Juanicipio and applicable Mexican law. If Fresnillo manages the affairs of Minera Juanicipio in a manner that results in violation(s) of the Shareholders' Agreement, by-laws and applicable laws, such violation(s) may have an adverse impact on the Company.

Fresnillo, as operator of the Juanicipio Project, has the ability to undertake certain actions, legal or otherwise, which may result in the Shareholders of Minera Juanicipio having to fund cash calls. The Shareholders Agreement calls for adjustments to the interests of the Shareholders in Minera Juanicipio where either Shareholder fails to fund cash calls within certain specified periods. If the Company fails to fund cash calls, it risks having its interest reduced, may lose its effective veto power over certain decisions and ultimately could be diluted out of Minera Juanicipio altogether. Fresnillo is a much larger entity with far greater access to financial resources than the Company.

The Company holds its Juanicipio Project interest through a joint venture and therefore may be adversely impacted by disputes with its joint venture partner.

The Company's 44% interest in the Juanicipio Project is also subject to the risks normally associated with the conduct of joint ventures. The existence or occurrence of one or more of the following circumstances and events, for example, could have a material adverse impact on the Company's operations and financial condition or the viability of its interests held through joint ventures: disagreement with joint venture partners on how to conduct business efficiently; inability of joint venture partners to meet their obligations to the joint venture or third parties; or litigation arising between joint venture partners.

The joint venture in respect of the Juanicipio Project is organized through a corporation (Minera Juanicipio) that is formed under and governed by the laws of Mexico. The laws in Mexico do not provide all of the same protections that are available to shareholders of corporations that are formed under the laws of Canada or the United States. Accordingly, any dispute between the Company and Fresnillo as the Shareholders of Minera Juanicipio could have a materially adverse effect on the Company.

In 2010, MAG initiated arbitration proceedings with the International Court of Arbitration of the International Chamber of Commerce (the "ICC"), and in May 2011, the Company announced that it had received a favourable ruling, dated April 28, 2011, of a three member arbitral panel of the International Court of Arbitration of the ICC with respect to the arbitration proceedings against its joint venture partner, Fresnillo. In its ruling, the arbitral tribunal awarded MAG U.S.$1.86 million in damages. Although this dispute between the Company and Fresnillo was ultimately determined in favour of the Company, there can be no guarantee that future disputes between the parties will not arise and lead to further litigation proceedings, the outcome of which is uncertain.

The Company has significant shareholders that may be able to exert influence over the direction of the Company's business.

Based upon the Company's review of the insider reports filed with System for Electronic Disclosure by Insiders ("SEDI") with respect to Fresnillo and its affiliates, and filed on the SEC's EDGAR system with respect to BlackRock, Inc. ("BlackRock") and Tocqueville Asset Management L.P. ("Tocqueville") and their respective affiliates, as at the date of this AIF, the Company believes that each holds approximately 11.4%, 16.4% and 8.9%, respectively, of the Company's Common Shares. Accordingly, Fresnillo, BlackRock and Tocqueville, either in unison and/or individually, may have significant influence in determining the outcome of any corporate transaction or other matter submitted to the shareholders of the Company for approval, including business combinations and any proposed sale of all or substantially all of the Company's assets. Unless full participation of shareholders takes place in such shareholder meetings, Fresnillo, BlackRock and/or Toqueville may be able to approve on its own, or effectively prevent the approval, of any such significant corporate transactions.

Further, the significant ownership of Common Shares by Fresnillo, BlackRock and Toqueville may affect the market price and liquidity of the Common Shares. The effect of these rights and their influence may impact the price that investors are willing to pay for Common Shares. If any of these parties sells a substantial number of Common Shares in the public market, the market price of the shares could decrease.

The presence of a dominant shareholder like Fresnillo, that is the operator of the Juanicipio Project, and has substantial property holdings surrounding the Juanicipio Project, may give rise to potential conflicts of interest, as Fresnillo's interests may differ from, or be adverse to, the interests of the Company's other shareholders. Without the consent and cooperation of Fresnillo, Minera Juanicipio may be prevented from entering into transactions that would be beneficial to the Company and its other shareholders.

Other Business Risks

The Company or Minera Juanicipio may be subject to litigation, the disposition of which could negatively affect the Company's profits to varying degrees.

All industries, including the mining industry, are subject to legal claims, with and without merit. Due to the nature of its business, each of the Company and Minera Juanicipio may, in the future, be subject to claims (including class action claims and claims from government regulatory bodies) based on allegations of negligence, breach of statutory duty, public nuisance or private nuisance or otherwise in connection with its operations or investigations relating thereto. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the litigation process could take away from management time and effort and there can be no assurance that the resolution of any particular legal proceeding will not have a material adverse effect on the Company's operations and financial position. Results of litigation are inherently uncertain and there can be no assurances as to the final outcome. The Company's liability insurance may not fully cover such claims. See also "*The Company holds its Juanicipio Project interest through a joint venture and therefore may be adversely impacted by disputes with its joint venture partner*".

Environmental regulations are becoming more onerous to comply with, and the cost of compliance with environmental regulations and changes in such regulations may reduce the profitability of the Company's operations and Minera Juanicipio's operations.

Environmental legislation on a global basis is evolving in a manner that will ensure stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessment of proposed development, the possibility of affected parties pursuing class action lawsuits and a higher level of responsibility for companies and their officers, directors and employees. The Company's operations and the operations of Minera Juanicipio at the Juanicipio Project are subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions of spills, release or emission of various substances produced in association with certain mining industry operations, such as seepage from tailing disposal areas, which could result in environmental pollution. Failure to comply with such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require submissions to and approval of environmental impact assessments. Environmental legislation is evolving in a manner which means stricter standards and enforcement, and more stringent fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with environmental regulations and changes in such regulations may reduce the profitability of the Company's operations and the operations of Minera Juanicipio. Compliance with environmental laws and regulations may require significant capital outlays on behalf of the Company and Minera Juanicipio and may cause material changes or delays in the Company's and Minera Juanicipio's intended activities. The environmental impact assessments may impose the condition to the Company or Minera Juanicipio of obtaining the authorization from the indigenous communities where the mining activities are to be carried out.

Mineral exploration is a highly competitive industry.

The mineral exploration industry is intensely competitive in all of its phases and the Company must compete in all aspects of its operations with a substantial number of large established mining companies with greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk management policies and procedures and/or greater ability than the Company to withstand losses. The Company's competitors may be able to respond more quickly to new laws or regulations or emerging technologies, or devote greater resources to the expansion of their operations, than the Company can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships among themselves or with third parties. Competition could adversely affect the Company's ability to acquire suitable new producing properties or prospects for exploration in the future. Competition could also affect the Company's ability to raise financing to fund the exploration and development of its properties or to hire qualified personnel. The Company may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on the Company's business, financial condition or results of operations.

The Company may face equipment shortages, access restrictions and a lack of infrastructure.

The majority of the Company's interests in mineral properties are located in remote and relatively uninhabited areas. Such mineral properties, including the Company's interest in the Juanicipio Project, will require adequate infrastructure, such as roads, bridges and sources of power and water, for future exploration and development activities. The lack of availability of these items on terms acceptable to the Company, and in the case of the Juanicipio Project, on terms acceptable to the operator (Fresnillo), or the delay in availability of these items could prevent or delay exploitation or development of the Company's mineral property interests. In addition, unusual weather phenomena, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect our operations and profitability. Natural resource exploration, development, processing and mining activities are dependent on the availability of mining, drilling and related equipment in the particular areas where such activities are conducted. A limited supply of such equipment or access restrictions may affect the availability of such equipment to the Company and Minera Juanicipio and may delay exploration, development or extraction activities. Certain equipment may not be immediately available, or may require long lead time orders. A delay in obtaining necessary equipment could have a material adverse effect on the Company's operations and financial results.

The Company is dependent on its key personnel, some of whom may not have entered into written agreements with the Company and none of whom is insured by the Company.

The Company is dependent upon the continued availability and commitment of its key management, employees and consultants, whose contributions to immediate and future operations of the Company are of central importance. The Company relies on its President & CEO, George Paspalas, and its other officers, who have entered into written employment agreements with the Company, for the day-to-day operation of the Company, its projects and the execution of the Company's business plan. The Company has not obtained "key man" insurance for any of its management. The loss of any member of the senior management team could impair the Company's ability to execute its business plan and could therefore have a material adverse effect on the Company's business, results of operations and financial condition. The loss of George Paspalas in particular could have a negative impact on the Company until he is replaced.

The Company is dependent on Cascabel and IMDEX to oversee its operations in Mexico.

The Company is dependent upon the continued availability and commitment of Cascabel and IMDEX for the day-to-day supervision of the Company's operations in Mexico. The Company also relies heavily on Dr. Peter Megaw, a principal of Cascabel and IMDEX, for the planning, execution and assessment of the Company's exploration programs. Dr. Megaw and his team developed the geologic concepts and directed the acquisition of all the Company's projects, including the Juanicipio Project. Dr. Megaw was a director of MAG from February 6, 2006 to June 23, 2014 and has since been appointed the Company's Chief Exploration Officer (although he is still remunerated through IMDEX). IMDEX is paid a fee for his services based on fair market rates and his submission of invoices for services rendered. The Company has not obtained "key man" insurance for Dr. Megaw. The loss of Dr. Megaw, or the services of Cascabel and IMDEX, could impair the Company's ability to execute its business plan in Mexico, and could therefore have a material adverse effect on the Company's business, results of operations and financial condition.

If either the Company or Minera Juanicipio, through its operator Fresnillo, is unable to hire, train, deploy and manage qualified personnel in a timely manner, particularly in Mexico, its ability to manage and grow its business will be impaired.

Recruiting and retaining qualified personnel is critical to the Company's and Minera Juanicipio's success. As Fresnillo is the operator of the Juanicipio Project, the ability to recruit and retain qualified personnel with respect to that project lies outside the direct control of the Company. The number of persons skilled in acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff may be required, particularly in Mexico. The Company or Minera Juanicipio may not be successful in attracting, training and retaining qualified personnel as competition for persons with these skill sets increases. If the Company or Minera Juanicipio is not successful in attracting, training and retaining qualified personnel, the efficiency of its operations could be impaired, which could have an adverse impact on the Company's future cash flows, earnings, results of operations and financial condition.

It may be particularly difficult to find or hire qualified personnel in the mining industry who are situated in Mexico, to obtain all of the necessary services or expertise in Mexico, or to conduct operations on the Company's projects (including the Juanicipio Project) at reasonable rates. If qualified personnel cannot be obtained in Mexico, the Company or Minera Juanicipio may need to obtain those services outside of Mexico, which will require work permits and compliance with applicable laws and could result in delays and higher costs to the Company.

Conflicts of interest may arise among the Company's directors as a result of their involvement with other natural resource companies.

Most of the Company's directors do not devote their full time to the affairs of the Company. All of the directors and some of the officers of the Company are also directors, officers and shareholders of other natural resource or public companies, and as a result they may find themselves in a position where their duty to another company conflicts with their duty to the Company. Although the Company has policies which address such potential conflicts and the *Business Corporations Act* (British Columbia), has provisions governing directors in the event of such a conflict, none of the Company's constating documents or any of its other agreements contains any provisions mandating a procedure for addressing such conflicts of interest. There is no assurance that any such conflicts will be resolved in favour of the Company. If any such conflicts are not resolved in favour of the Company, the Company may be adversely affected.

Foreign currency fluctuations and inflationary pressures may have a negative impact on the Company's financial position and results.

The Company's property interests in Mexico make it subject to foreign currency fluctuations and inflationary pressures which may adversely affect the Company's and Minera Juanicipio's financial position and results. Option agreements to acquire property interests in Mexico may result in option payments by the Company denominated in Mexican pesos, Canadian or U.S. dollars over a period of years. Exploration and development programs to be conducted by the Company and Minera Juanicipio in Mexico will be partially funded in Mexican pesos and any appreciation in Mexican currency against the U.S. dollar will increase the costs of carrying out operations in Mexico.

The Company has determined that its functional currency is the U.S. dollar; however, it maintains a portion of cash balances in Canadian and Mexican pesos in order to fund expenditures in such currencies. The Company is therefore exposed to currency risks and exchange losses may be realized on a devaluation of either the Canadian dollar or Mexican peso.

The steps taken by management to address foreign currency fluctuations may not eliminate all adverse effects and, accordingly, the Company may suffer losses due to adverse foreign currency fluctuations. The Company also bears the risk of incurring losses occasioned as a result of inflation in Mexico.

Mining operations generally involve a high degree of risk and potential liability and insurance coverage may not cover all potential risks associated with the Company's operations.

Unusual or unexpected formations, power outages, labour disruptions, indigenous communities complaints, industrial accidents, flooding, explosions, cave-ins, seismic activity, rock bursts, landslides, pollution, inclement weather, fire, mechanical equipment failure and the inability to obtain suitable or adequate machinery, equipment or labour are several of the hazards and risks involved in the conduct of exploration programs in the Company's mineral properties, including the Juanicipio Project, any of which could result in personal injury or death, damage to property, environmental damage and possible legal liability for any or all damage. There was a fatality at the

Juanicipio Project in 2014. Safety measures have been implemented by the Company or its joint venture partner, Fresnillo, but there are no assurances that these measures will be successful in preventing or mitigating future accidents. The Company maintains insurance against risks in the operation of its business in amounts that it believes to be reasonable. Such insurance, however, contains exclusions and limitations on coverage and the Company's insurance may not cover all potential risks associated with the Company's operations, including the operations in the Juanicipio Project. There can be no assurance that any such insurance will continue to be available, will be available at economically acceptable premiums or will be adequate to cover any resulting liability. In some cases, such as with respect to environmental risks, coverage is not available or considered too expensive relative to the perceived risk. Losses resulting from any uninsured events may cause the Company to incur significant costs that could have a material adverse effect on the Company's operations and financial condition. In addition, from time to time, the Company and Minera Juanicipio may be subject to governmental investigations and claims and litigation filed on behalf of persons who are harmed while at its properties or otherwise in connection with the Company's operations. To the extent that the Company or Minera Juanicipio is subject to personal injury or other claims or lawsuits in the future, it may not be possible to predict the ultimate outcome of these claims and lawsuits due to the nature of personal injury litigation. Similarly, if the Company or Minera Juanicipio is subject to governmental investigations or proceedings, it may incur significant penalties and fines, and enforcement actions against it could result in the closing of certain of the Company's mining operations. If claims and lawsuits or governmental investigations or proceedings are finally resolved against the Company or Minera Juanicipio, as applicable, the Company's financial performance, financial position and results of operations could be materially adversely affected.

Metal prices and marketability fluctuate and any decline in metal prices may have a negative effect on the Company.

Metal prices, including gold, silver, zinc, lead and copper prices, have fluctuated widely in recent years. The marketability and price of any metals that may be acquired or produced by the Company may be affected by numerous factors beyond the control of the Company. These factors include delivery uncertainties related to the proximity of potential reserves to processing facilities and extensive government regulation relating to price, taxes, royalties, allowable production land tenure, the import and export of minerals and many other aspects of the mining business.

Declines in metal prices may have a negative effect on the Company and on the trading value of its shares.

Risks Relating to the Regulatory Environment

The Company is subject to anti-corruption laws.

The Company is subject to anti-corruption laws under the *Canadian Corruption of Foreign Public Officials Act*, and the *U.S. Foreign Corrupt Practices Act*, which generally prohibit companies from bribing or making other prohibited payments to foreign public officials in order to obtain or retain an advantage in the course of business. Corruption, extortion, bribery, pay-offs, theft and other fraudulent practices may occur in Mexico or any other jurisdiction in which the Company may conduct business. The Company cannot ensure that its employees or the employees of Minera Juanicipio or other agents will not engage in such prohibited practices, for which the Company or Minera Juanicipio could face severe penalties, reputational damage and other consequences that could have a material adverse effect on the Company's business and financial condition. The Company has adopted a Code of Business Conduct and Ethics to promote legal and ethical business conduct by its directors, officers and employees. However, the Company cannot provide assurance that this code, or other policies or procedures that it may adopt, will be sufficient to protect against corrupt activity. In particular, the Company may not be able to prevent or detect corrupt activity by employees or third parties, such as sub-contractors or joint venture partners, for which the Company might be held responsible.

The Company may be required by human rights laws to take actions that delay the advancement of its projects.

There are various international and national laws, codes, resolutions, conventions, guidelines and other materials that relate to human rights (including rights with respect to health and safety and the environment surrounding our operations). Many of these materials impose obligations on government and companies to respect human rights. Some mandate that government consult with communities surrounding our projects regarding government actions that may affect local stakeholders, including actions to approve or grant mining rights or permits. The obligations of government and private parties under the various international and national materials pertaining to human rights continue to evolve and be defined. One or more groups of people may oppose the Company's current and future operations or further development or new development of its projects or operations. Such opposition may be directed through legal or administrative proceedings or expressed in manifestations such as protests, roadblocks or other forms of public expression against the Company's activities, and may have a negative impact on its reputation. Opposition by such groups to the Company's or Minera Juanicipio's operations may require modification of, or preclude the operation or development of, its projects or may require the Company or Minera Juanicipio to enter into agreements with such groups or local governments with respect to its projects, in some cases causing considerable delays to the advancement of its projects.

Mexican Foreign Investment and Income Tax Laws apply to the Company.

Under the Foreign Investment Law of Mexico, there is presently no limitation on foreign capital participation in mining operations; however, the applicable laws may change in a way which may adversely impact the Company and its ability to repatriate profits. Under Mexican Income Tax Law, dividends paid out of "previously taxed net earnings" are not subject to Mexican corporate taxes. Otherwise, dividends are subject to the Mexican income tax at the corporate level, which presently is 30% over a gross up basis (amount of the dividend times 1.4286), payable by the Mexican company as an advance of its annual income tax. As of January 1, 2014, there is a new withholding tax on dividends paid by a Mexican company to Mexican individuals and non-Mexican shareholders of 10% applicable to earnings generated as of 2014; "previously tax net earnings" generated until 2013 are not subject to this withholding tax. This withholding tax rate may be reduced under the applicable Tax Treaties to Avoid Double Taxation entered by Mexico.

Corporations with their tax residence in Mexico are taxed on their worldwide income, which include all profits from operations, income from investments not relating to the regular business of the corporation and capital gains. The current corporate income tax rate in Mexico is 30%. As of January 1, 2014, a mining royalty fee is in effect in Mexico of 7.5% on income before tax, depreciation, and interest, as well as an extraordinary governmental fee on precious metals, including gold and silver, of 0.5% of gross revenues, as described above under "Income Tax – New Tax Regime Effective January 1, 2014". Among the amendments for 2014, Mexican companies are no longer allowed to partially deduct certain expenses such as fringe benefits paid to its employees which in turn are tax exempted for the same employees (e.g. food coupons, pension and retirement funds additional to those provided for under the Mexican Security Law).

The IETU Flat Tax (Impuesto Empresarial a Tasa Única) which was structured as an alternative minimum tax was repealed effective January 1, 2014.

On December 31, 2016, the State Government of Zacatecas, Mexico published a new tax law for the state (Ley de Hacienda del Estado de Zacatecas, the "Zacatecas Tax Law"), which came into effect on January 1, 2017. There have been several constitutional challenges launched against the validity of the tax by various companies. As well, the Federal Government of Mexico is challenging its constitutionality. The outcomes of these challenges are not known at this time. As provided for in the Zacatecas Tax Law, certain so called "environmental duties" were established for operations carried out within the State of Zacatecas, Mexico. Minera Juanicipio's operations are located in the State of Zacatecas. This tax, if upheld, will apply to the Juanicipio Project once it is in production, the adverse effects of which have not been quantified, nor are they estimated and reflected in the 2017 PEA.

The Mexican value-added tax ("VAT") is a refundable tax levied on the value added to goods and services, and is imposed on corporations that carry out activities within Mexican territory, including (i) the sale or other disposition of property; (ii) the rendering of independent services; (iii) the granting of temporary use of property; or (iv) the importation of goods and services. The standard value added tax rate is currently 16%, but is subject to periodic review and change by the relevant Mexican tax authorities. The Company and Minera Juanicipio have traditionally held a VAT receivable balance due to the expenditures they incur whereby VAT is paid to a vendor or service provider. Collections of these receivables from the Government of Mexico often take months and sometimes years to recover. The Company and Minera Juanicipio to date have been able to recover the majority of their VAT paid. However, legislative changes in the VAT effective January 1, 2017 may prevent mining companies from requesting VAT refunds during the exploration stage, unless they are certain they will eventually operate and generate revenue. The recoveries of future VAT paid, and possible extended delays in recoveries common in Mexico, could adversely affect exploration, development, and operating costs.

The Company's activities in the properties are subject to extensive laws and regulations governed by Mexican regulators.

The Company's activities, including but not limited to the operations at the Juanicipio Project, are subject to extensive laws and regulations governing worker health and safety, employment standards, waste disposal, protection of historic and archaeological sites, mine development, protection of endangered and protected species, indigenous communities' rights and other matters. Specifically, the Company's Mexican mining concessions are subject to regulation by the Mexican Department of Economy - Direccion General of Mines ("DGM"), the environmental protection agency of Mexico ("SEMARNAT"), Comisión Nacional del Aqua ("CONAGUA"), which regulates water rights, and the Mexican Mining Law. Mexican regulators have broad authority to shut down and/or levy fines against facilities that do not comply with regulations or standards.

The Company follows Canadian disclosure practices concerning its Mineral Resources which allow for more disclosure than is permitted for domestic U.S. reporting companies.

The Company's mineral resource estimates are not directly comparable to those made by domestic U.S. reporting companies subject to the SEC's reporting and disclosure requirements, as the Company reports resources in accordance with Canadian practices. These practices are different from the practices used to report resource estimates in reports and other materials filed by domestic U.S. reporting companies with the SEC in that the Canadian practice is to report measured, indicated and inferred resources. In the United States, mineralization may not be classified as a reserve unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the reserve determination is made. U.S. investors are cautioned not to assume that all or any part of indicated resources will ever be converted into reserves. Further, "inferred mineral resources" have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Disclosure of "contained ounces" is permitted disclosure under Canadian regulations; however, the SEC permits issuers to report mineralization that does not constitute "reserves" by SEC standards only as in place tonnage and grade without reference to unit measures. Accordingly, information concerning descriptions of mineralization and resources contained in this AIF may not be comparable to information made public by U.S. companies subject to the reporting and disclosure requirements of the SEC. See *"Cautionary Note for United States Investors"*.

The Company may fail to maintain adequate internal control over financial reporting pursuant to the requirements of the Sarbanes-Oxley Act.

Management has documented and tested its internal control procedures in order to satisfy the requirements of Section 404 of the *Sarbanes-Oxley Act* ("SOX"). SOX requires an annual assessment by management of the effectiveness of the Company's internal control over financial reporting. The Company may fail to maintain the adequacy of its internal control over financial reporting as such standards are modified, supplemented or amended from time to time, and the Company may not be able to conclude, on an ongoing basis, that it has effective internal control over financial reporting in accordance with Section 404 of SOX. The Company's failure to satisfy the requirements of Section 404 of SOX on an ongoing, timely basis could result in the loss of investor confidence in the reliability of its financial statements, which in turn could harm the Company's business and negatively impact the trading price or the market value of its securities. In addition, any failure to implement required new or improved controls, or difficulties encountered in their implementation, could harm the Company's operating results or cause it to fail to meet its reporting obligations. If the Company expands, the challenges involved in implementing appropriate internal control over financial reporting will increase and will require that the Company continues to monitor its internal control over financial reporting. Although the Company intends to expend time and incur costs, as necessary, to ensure ongoing compliance, it cannot be certain that it will be successful in complying with Section 404 of SOX.

Risks Relating to the Company's Securities

Funding and property commitments may result in dilution to the Company's shareholders.

The Company may sell equity securities in public offerings (including through the sale of securities convertible into equity securities) and may issue additional equity securities to finance operations, exploration, development, acquisitions or other projects. The Company cannot predict the size of future issuances of equity securities or the size and terms of future issuances of debt instruments or other securities convertible into equity securities or the effect, if any, that future issuances and sales of the Company's securities will have on the market price of the Common Shares. Any transaction involving the issuance of previously authorized but unissued Common Shares, or securities convertible into Common Shares, would result in dilution, possibly substantial, to security holders. Exercises of presently outstanding share options and share units may also result in dilution to security holders.

The board of directors of the Company (the "Board") has the authority to authorize certain offers and sales of additional securities without the vote of, or prior notice to, shareholders. Based on the need for additional capital to fund expected expenditures and growth, it is likely that the Company will issue additional securities to provide such capital. Such additional issuances may involve the issuance of a significant number of Common Shares at prices less than the current market price for the Common Shares.

Sales of substantial amounts of the Company's securities, or the availability of such securities for sale, could adversely affect the prevailing market prices for the Company's securities and dilute investors' earnings per share. A decline in the market prices of Company's securities could impair the Company's ability to raise additional capital through the sale of securities should the Company desire to do so.

The price of the Company's Common Shares is volatile.

Publicly quoted securities are subject to a relatively high degree of price volatility. It should be expected that continued fluctuations in price will occur, and no assurances can be made as to whether the price per share will increase or decrease in the future. In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration or development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The factors influencing such volatility include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metal prices or other mineral prices, currency exchange fluctuations and the Company's financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of the Company that may have an effect on the price of the Common Shares include the following: the extent of analyst coverage available to investors concerning the business of the Company may be limited if investment banks with research capabilities do not follow the Company's securities; lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of securities of the Company; the size of the Company's public float may limit the ability of some institutions to invest in the Company's securities; and a substantial decline in the price of the securities of the Company that persists for a significant period of time could cause the Company's securities to be delisted from an exchange, further reducing market liquidity.

Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

There is no assurance of a sufficient liquid trading market for the Company's Common Shares in the future.

Shareholders of the Company may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of the Company's Common Shares on the trading market, and that the Company will continue to meet the listing requirements of the TSX or the NYSE American or achieve listing on any other public listing exchange.

The Company is a "passive foreign investment company", which may have adverse U.S. federal income tax consequences for U.S. Holders of Offered Shares.

U.S. investors should be aware that they could be subject to certain adverse U.S. federal income tax consequences in the event that we are classified as a "passive foreign investment company" ("PFIC") for U.S. federal income tax purposes. The determination of whether we are a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations, and the determination will depend on the composition of our income, expenses and assets from time to time and the nature of the activities performed by our officers and employees. We believe that MAG was a PFIC for the 2017 financial year. Prospective investors should consult their own tax advisers regarding the likelihood and consequences of the Company being treated as a PFIC for U.S. federal income tax purposes, including the advisability of making certain elections that may mitigate certain possible adverse U.S. federal income tax consequences but may result in an inclusion in gross income without receipt of such income.

The Company, its principals and assets are located outside of the United States, which makes it difficult for U.S. litigants to effect service of process, or enforce, any judgments obtained against the Company or its officers or directors.

The majority of the Company's assets are located outside of the United States and the Company does not currently maintain a permanent place of business within the United States. In addition, most of the directors and officers are nationals and/or residents of countries other than the United States, and all or a substantial portion of such persons' assets are located outside the United States. As a result, it may be difficult for U.S. litigants to effect service of process or enforce any judgments obtained against the Company or its officers or directors, including judgments predicated upon the civil liability provisions of the securities laws of the United States or any state thereof. In addition, there is uncertainty as to whether the courts of Canada, Mexico and other jurisdictions would recognize or enforce judgments of United States courts obtained against the Company or its directors and officers predicated upon the civil liability provisions of the securities laws of the United States or any state thereof, or be competent to hear original actions brought in Canada, Mexico or other jurisdictions against the Company or its directors and officers predicated upon the securities laws of the United States or any state thereof. Further, any payments as a result of judgments obtained in Mexico could be in pesos and service of process in Mexico must be effectuated personally and not by mail.

All of the Company's mineral assets are located outside of Canada.

All of the Company's mineral assets are located outside of Canada. As a result, it may be difficult for investors to enforce within Canada any judgments obtained against the Company or its officers or directors, including judgments predicated upon the civil liability provisions of applicable securities laws. In addition, there is uncertainty as to whether the courts of Mexico and other jurisdictions would recognize or enforce judgments of Canadian courts obtained against the Company or its directors and officers predicated upon the civil liability provisions of the securities laws of Canada, or be competent to hear original actions brought in Mexico or other jurisdictions against the Company or its directors and officers predicated upon the securities laws of Canada. Further, any payments as a result of judgments obtained in Mexico should be in pesos and service of process in Mexico must be effectuated personally and not by mail.

The Company has outstanding common share equivalents which, if exercised, could cause dilution to existing shareholders.

The Company has common share equivalents issued consisting of Common Shares issuable upon the exercise of outstanding exercisable stock options or issuable upon the conversion of restricted share units ("RSUs"), performance share units ("PSUs") and deferred share units ("DSUs") each convertible into one Common Share. Stock options are likely to be exercised when the market price of the Company's Common Shares exceeds the exercise price of such stock options. RSUs and PSUs may be converted at any time by the holder subject to vesting conditions, and the DSUs may only be converted by a departing director of the Company. The exercise of any of these instruments and the subsequent resale of such Common Shares in the public market could adversely affect the prevailing market price and the Company's ability to raise equity capital in the future at a time and price which it deems appropriate. The Company may also enter into commitments in the future which would require the issuance of additional Common Shares and the Company may grant additional share purchase warrants, stock options, RSUs, PSUs and DSUs.

Any share issuances from the Company's treasury will result in immediate dilution to existing shareholders' percentage interest in the Company.

The Company has not paid dividends and may not pay dividends in the foreseeable future.

Payment of dividends on the Company's Common Shares is within the discretion of the Company's Board and will depend upon the Company's future earnings if any, its capital requirements and financial condition, and other relevant factors. The Company anticipates that all available funds will be invested to finance the growth of its business for the foreseeable future.

There is currently no market through which our securities, other than our Common Shares, may be sold.

There is currently no market through which our securities, other than our Common Shares, may be sold and, unless otherwise specified in the applicable offering document, our preferred shares, debt securities, subscription receipts, units and warrants will not be listed on any securities or stock exchange or any automated dealer quotation system. As a consequence, purchasers may not be able to resell preferred shares, debt securities, subscription receipts, units or warrants purchased under any applicable offering document. This may affect the pricing of our securities, other than our Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of these securities and the extent of issuer regulation. There can be no assurance that an active trading market for our securities, other than our Common Shares, will develop or, if developed, that any such market, including for our Common Shares, will be sustained.

MINERAL PROJECTS

The Company's material property at the date of this AIF is its 44% (Fresnillo plc 56%) joint venture interest in the Juanicipio Project.

The Company's Mexican mining concessions are issued by the Federal Government of Mexico. All concessions held by the Company are either held directly, through option agreement or through Minera Juanicipio, and are up to date with respect to Mexican Mining Concession Taxes and work filing requirements.

The majority of the Company's mineral properties are located in remote and relatively uninhabited areas. There are currently no areas of interest to the Company within its mineral concessions that are overlain by significant habitation or industrial users. Notwithstanding this there are potential surface usage issues in some areas. Some surface rights are owned by local communities or "Ejidos" and some surface rights are owned by private ranching or dwelling interests. Exploration activities are not typically materially impacted by competing surface rights issues, although in some areas the Company has been required to negotiate compensation for surface rights holders in order to secure right of access. The Company is required to negotiate either leases or acquire surface rights outright in those areas where it may wish to develop mining operations. At the Juanicipio Project, Minera Juanicipio has acquired some surface rights overlying the Valdecañas and Juanicipio Veins.

In some of the more remote property locations, the access to water, power and basic infrastructure is limited or non-existent. Any mining operations undertaken in such areas will need to take the supply of such requirements into consideration. For the Juanicipio property, the available supply or the ability to establish supply, of water, power and infrastructure is considered to be adequate or manageable.

Juanicipio Project

The Juanicipio Project is located in the Fresnillo District, Zacatecas State, Mexico, approximately 6 kilometres west of the mining town of Fresnillo, and covers approximately 7,679 hectares. The Company initially acquired a 100% interest in the Juanicipio Project in 2003. From 2005 to 2007, Peñoles earned a 56% interest in the Juanicipio Project by conducting U.S.$5,000,000 of exploration on the property and purchasing U.S.$1,000,000 worth of Common Shares of the Company at market price at the time of purchase. In December 2007, Lagartos and Peñoles established Minera Juanicipio to hold and operate all mineral and surface rights related to the Juanicipio Project. In 2008 Peñoles transferred its 56% interest of Minera Juanicipio to Fresnillo pursuant to a statutory merger. Fresnillo is the operator of Minera Juanicipio, which is governed by a shareholders agreement dated October 10, 2005 (the "**Shareholders Agreement**") and its corporate by-laws. Pursuant to the Shareholders Agreement and Minera Juanicipio's corporate by-laws, each shareholder is to provide funding pro rata to its interest in Minera Juanicipio, with Fresnillo contributing 56% and the Company, through Lagartos, contributing 44%, respectively, and if either party does not fund pro rata, their ownership interest will be diluted in accordance with the Shareholders Agreement.

The major asset associated with the Juanicipio Project is a high grade silver-gold-lead-zinc epithermal vein deposit. An NI 43-101-compliant technical report commissioned by the Company, the 2017 PEA, was filed on SEDAR on January 19, 2018**.** Fresnillo prepares its own internal resource estimate annually. Fresnillo's estimates are not prepared in compliance with NI 43-101, and were not used in the 2017 PEA and are not relied upon by the Company.

Summary

The following summary of the Juanicipio Project is extracted from the 2017 PEA. The complete report can be viewed on SEDAR at www.sedar.com. The detailed disclosure, including project description and location, climate, local resources, infrastructure, physiography, history, geological setting, exploration, mineralization, drilling sampling, and Mineral Resource estimates, are contained in the 2017 PEA. The 2017 PEA is incorporated by reference into this AIF. Defined terms and abbreviations used herein and not otherwise defined shall have the meanings ascribed to such terms in the 2017 PEA. The monetary values shown in the 2017 PEA are in U.S. dollars ($) and are reported on a 100% basis, unless otherwise denoted.

Introduction

The 2017 PEA provides an update of the Mineral Resource estimate and Preliminary Economic Assessment of the Mineral Resources identified within the Minera Juanicipio Property (the "Juanicipio Property") in Zacatecas State, Mexico. The 2017 PEA has been prepared by AMC Mining Consultants (Canada) Ltd. (AMC) of Vancouver, Canada on behalf of MAG.

MAG owns 44% of Minera Juanicipio, a Mexican incorporated joint venture company, which owns (100%) of the Juanicipio Property. Fresnillo holds the remaining 56% interest in the joint venture and is the project operator. The 2017 PEA has been prepared in accordance with the requirements of NI 43-101, "Standards of Disclosure for Mineral Projects" of the Canadian Securities Administrators for lodgement on SEDAR.

The economic analysis in the 2017 PEA is preliminary in nature and is based, in part, on Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is no certainty that the results of the 2017 PEA will be realized.

The monetary values shown in the 2017 PEA are in U.S. dollars ($).

Location

The Juanicipio deposit consists of two main vein systems that lie in the north-eastern part of the Juanicipio Property, which is situated about 6 km to the south-west of the city of Fresnillo, a town located about 60 km north-west of the state capital, Zacatecas City. Zacatecas City has a population of approximately 140,000 and is located about 550 km northwest of Mexico City. Zacatecas City is serviced by daily flights from Mexico City. Surface rights to the part of the Juanicipio Property where mineral resources have been identified are held by Minera Juanicipio.

Geology and mineralization

The Juanicipio deposit consists of two main vein systems, the Valdecañas vein system and the Juanicipio vein, which are significant silver-gold epithermal structures. The Valdecañas vein system consists of five veins (V1E, V1W, HW1, VANT, and V2W) and the Juanicipio vein (VJUA). Both systems strike east-southeast and dip 35° to 70° with an average dip of about 58° southwest. The Valdecañas vein system displays the metal zonation typical of the Fresnillo District and epithermal veins in general, of an upper precious metal zone (Bonanza Zone) grading downwards into a deeper base metal zone (Deep Zone). There is significant evidence for a repeat of this zonation in the deeper reaches, perhaps reflecting "stacked" boiling levels (Buchanan, 1981). The Valdecañas structure hosts the majority of the Mineral Resources currently estimated on the Property.

The Juanicipio vein is located some 1,100 m to the south of the Valdecañas vein. Thirty-five drillholes contribute to the definition of this vein. Overall, Juanicipio is a much thinner vein and appears to have a higher gold content; however, this interpretation is based on a limited number of overall samples. Mineralization styles and host rocks are the same as those for Valdecañas.

The Valdecañas vein system has undergone multiple mineralizing events as suggested by various stages of brecciation and quartz sealing, local rhythmic microcrystalline quartz-pyrargyrite-acanthite banding, and open-space cocks-comb textures and vuggy silica. The vein system exhibits the characteristic metal zoning of the principal veins in the Fresnillo district, observed as a change from silver- and gold-rich zones at the top (Bonanza Zone) to increased lead and zinc in the deeper reaches (Deep Zone), with copper coming in at the deepest levels.

Mineralization in the Bonanza Zone consists of precious metal-rich, banded, or brecciated quartz-pyrargyrite-acanthite-polybasite-galena-sphalerite veins. Mineralization in the Deep Zone consists of base metal-rich, banded, or brecciated quartz-galena-sphalerite-chalcopyrite veins with lesser acanthite and pyrargyrite. Portions of the veins in the Deep Zone show skarn minerals, including garnets, pyroxenes, ilvaite, and axinite within and surrounding the veins. Retrograde hydration of these minerals to chlorite and hydrogrossular is pervasive and widespread.

Mineral Resources

In December 2016, MAG Silver commissioned AMC to prepare an independent estimate of the Mineral Resources of the Property, to be compiled using exploration data available up to 31 December 2016. The updated global Mineral Resource estimate is summarized in the Table 1.1 below. The Mineral Resources are based on a cut-off Net Smelter Return (NSR) value of $55/t.

Table 1.1 Summary of Global Mineral Resources as of 21 October 2017

Resource Category	Tonnes (Mt)	Ag (g/t)	Au (g/t)	Pb (%)	Zn (%)	Cu (%)	Metal contained in Mineral Resources				
							Ag (Moz)	Au (koz)	Pb (Mlbs)	Zn (Mlbs)	Cu (Mlbs)
Indicated	12.83	427	2.10	2.11	3.68	0.13	176	867	598	1041	38
Inferred	12.13	232	1.44	2.46	4.68	0.27	91	562	658	1252	71

Notes: CIM Definition Standards (2014) were used for reporting the Mineral Resources.
Dr A. Ross, Ph.D., P.Geo. of AMC is the Qualified Person under NI 43-101 and takes responsibility for the Mineral Resource estimate.
Mineral Resources are estimated at a resource NSR cut-off value of $55 per tonne.
Resource NSR values are calculated in U.S.$ using factors of $0.61 per g/t Ag, $34.27 per g/t Au, $19.48 per % Pb, and $19.84 per % Zn. These factors are based on metal prices of $20/oz Ag, $1,300/oz Au, $0.95/lb Pb, and $1.00/lb Zn and estimated recoveries of 82% Au, 95% Ag, 93% Pb, 90% Zn. The Mineral Resource NSR does not include offsite costs.
Drilling results up to 31 December 2016.
Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability.
The numbers may not compute exactly due to rounding.
Source: AMC Mining Consultants (Canada) Ltd.

The Valdecañas vein system displays the vertical grade transition from upper silver-rich zones to deep base metal dominant areas that is typical of Fresnillo District veins and epithermal silver veins in general. The Mineral Resource estimate was manually divided into the Bonanza Grade Silver (BGS) Zone and the Deep Zone to highlight differing metal content within the two zones. Parts of the Juanicipio vein are included in the BGS Zone as well as the silver-rich portions of the other veins. The BGS Zone terminology was used in the previous report and is kept for continuity. The results are shown in Table 1.2 below.

Table 1.2 Mineral Resource by Bonanza and Deep Zones as of 21 October 2017

Zone	Resource category	Tonnes (Mt)	Ag (g/t)	Au (g/t)	Pb (%)	Zn (%)	Cu (%)	Ag (Moz)	Au (koz)	Pb (Mlbs)	Zn (Mlbs)	Cu (Mlbs)
BGS Zone	Indicated	8.17	550	1.94	1.63	3.08	0.08	145	509	294	554	14
	Inferred	1.98	648	0.81	1.32	2.80	0.06	41	52	58	123	3
Deep Zone	Indicated	4.66	209	2.39	2.96	4.73	0.23	31	359	304	486	24
	Inferred	10.14	151	1.57	2.69	5.05	0.31	49	510	601	1129	69

1 Notes: See footnotes Table 1.1 above.

Geotechnical Considerations

Following the 2012 PEA, Minera Juanicipio conducted additional exploration drilling and captured further geotechnical data from the drill core. This data was used to complement the existing data, and a re-assessment of conceptual stope dimensions, ground support requirements and vertical development stability analyses was conducted. The assessment findings were recorded in a Preliminary Geotechnical Report compiled in September 2015.

Subsequently, AMC was requested to further review the available geotechnical information and to undertake underground visits to neighbouring mines and the existing decline at Juanicipio. These visits afforded AMC's geotechnical engineers the opportunity to take relevant measurements, obtain an appreciation of the geotechnical environment in which the mining operation is expected to take place, assess the stability of existing underground excavations taking cognisance of installed support systems, and liaise with technical services personnel.

AMC also assisted the Minera Juanicipio geologists in reviewing the existing geotechnical model, and a new 3D geotechnical model was developed by AMC for Juanicipio. The new geotechnical model takes cognisance of the additional laboratory-conducted rock strength testing recommended by AMC.

Rock mass properties and hydrogeology

A total of 20 drillholes has been geotechnically logged for the Juanicipio project area. The results indicate that the quality of the host rock can be anticipated to be Fair; and that there will be some areas where Poor ground conditions could be expected, these being in the vicinity of faults and intersections with rhyolite tuff agglomerate or shale.

The Deformation Modulus (Young's Modulus) is an indication of the stiffness of the rock type. The host rock at Juanicipio is fairly soft, implying that deformation can be expected when subjected to large loads / stress.

To assess the rock mass properties, the results of data reduction analyses were input into Rocscience's RocLab software package. Only the LUAR rock mass properties were evaluated, reflecting both the predominance of the LUAR lithology as the host rock for the mineralized vein and the quantity and type of available rock strength test data. The results of the rock mass property analysis indicate that the waste rock strength is Fair to Good. The single sample for vein mineralization indicated a Uniaxial Compressive Strength (UCS) of 178 MPa or Good classification.

Based on limited data, the depth of weathering appears to vary significantly across the site. Depths of weathering down to 400 m below surface have been recorded.

There have been no detailed investigations carried out on the hydrogeology of the Juanicipio area. AMC recommends that hydrogeological investigations be carried out, taking particular cognisance of any further available relevant information from other mines close by. The strategy adopted for mine planning is to have the main development (ramps and footwall access) ahead of the stope mining front. This strategy will assist in dewatering levels prior to stoping.

Stable stope spans

No additional detailed geotechnical core logging has been conducted on drillhole core since the assessment of potential stope panel dimensions and vertical development recommendations were made in 2015. The results of the stope stability assessments for the Juanicipio project using the empirical Stability Graph Method (Mathews et al. 1981; Potvin, Y. 1988) indicate that hangingwall stability is strongly influenced by vein dip. At a 65° dip a vertical stope height of 21.8 m is projected to be stable without support. At lower dip angles cable bolt support may be needed, especially in the volcanic lithologies. At a 45° dip and in the volcanic lithology, a 15 m or greater vertical height is projected to require hangingwall support for stability.

Stope dilution estimation

Dilution for Long Hole Open Stopes (LHOS) has been geotechnically estimated using the equivalent linear overbreak slough (ELOS) technique (Clark and Pakalnis, 1997). This empirical method estimates the overbreak based on recorded case histories and established design curves relating the modified stability number N' and the hydraulic radius. Stopes are considered likely to be sensitive to overbreak to some degree given the blocky ground conditions. The dilution estimation indicates an anticipated dilution of ~0.55 m from a sedimentary hangingwall dipping at 55°.

Mining Concept

A number of conceptual mining method studies have been carried out to identify suitable design strategies for the project. The studies include identification of the most suitable stoping method, production rate, backfilling method, and haulage method for the mine. Methods that provide high mining recovery and lower dilution have been assessed against other methods that may be cheaper, but result in greater loss or dilution of mineralization.

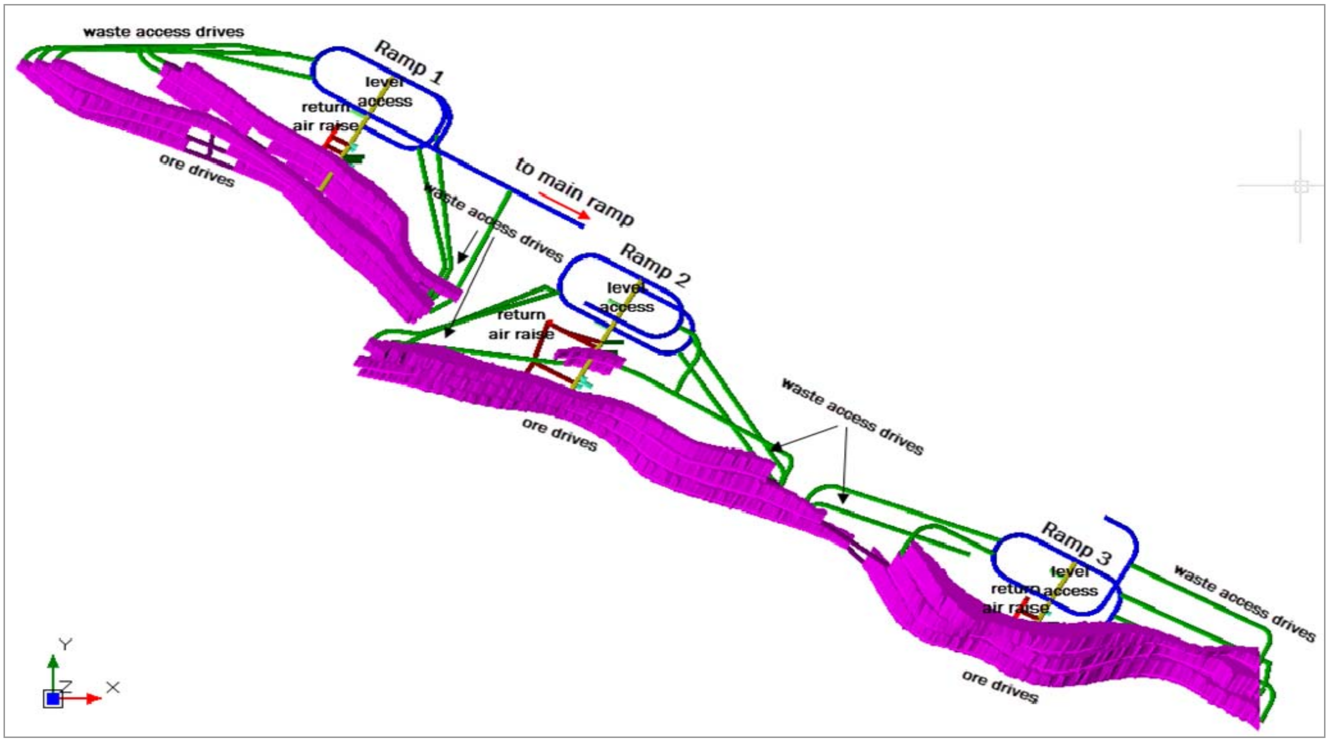
The 2012 PEA study considered a longhole stoping mining method with pastefill and a production rate of 2,650 tpd. AMC undertook several site visits to other operating mines in the area to review the details of the mining methods used and the application of rock fill. The primary mining method continues to be longhole stoping, but at an increased production rate of 4,000 tpd. Some cost savings and production efficiencies have been identified with the use of waste rock fill, which is now considered as the primary backfill; in the wider stopes where more than one longitudinal pass is required, cemented rock fill will be utilized.

The proposed mining method employs zone access via three internal ramps on 20 m sub-levels, as well as footwall access to the extents of the mineralization to allow placement of rock fill. Stopes 20 m high (floor to floor) are mined from the extents back to the central access (on retreat) with rock fill placed within 20 m of the blasting face.

In the lower levels of the vein, the vein widens out to a maximum thickness of approximately 30 m. In these areas, the vein will be mined in two longitudinal passes with a maximum width of 15 m. The footwall stope will be taken first over the full strike length, followed by the hangingwall stope. Cemented rock fill will be used in the footwall stope to prevent waste entering the hanging wall stope.

A composite conceptual plan view of the mine design showing the general layout of ramps and footwall drives for backfill access is shown in Figure 1.1 below.

Figure 1.1 Composite plan view of mine design



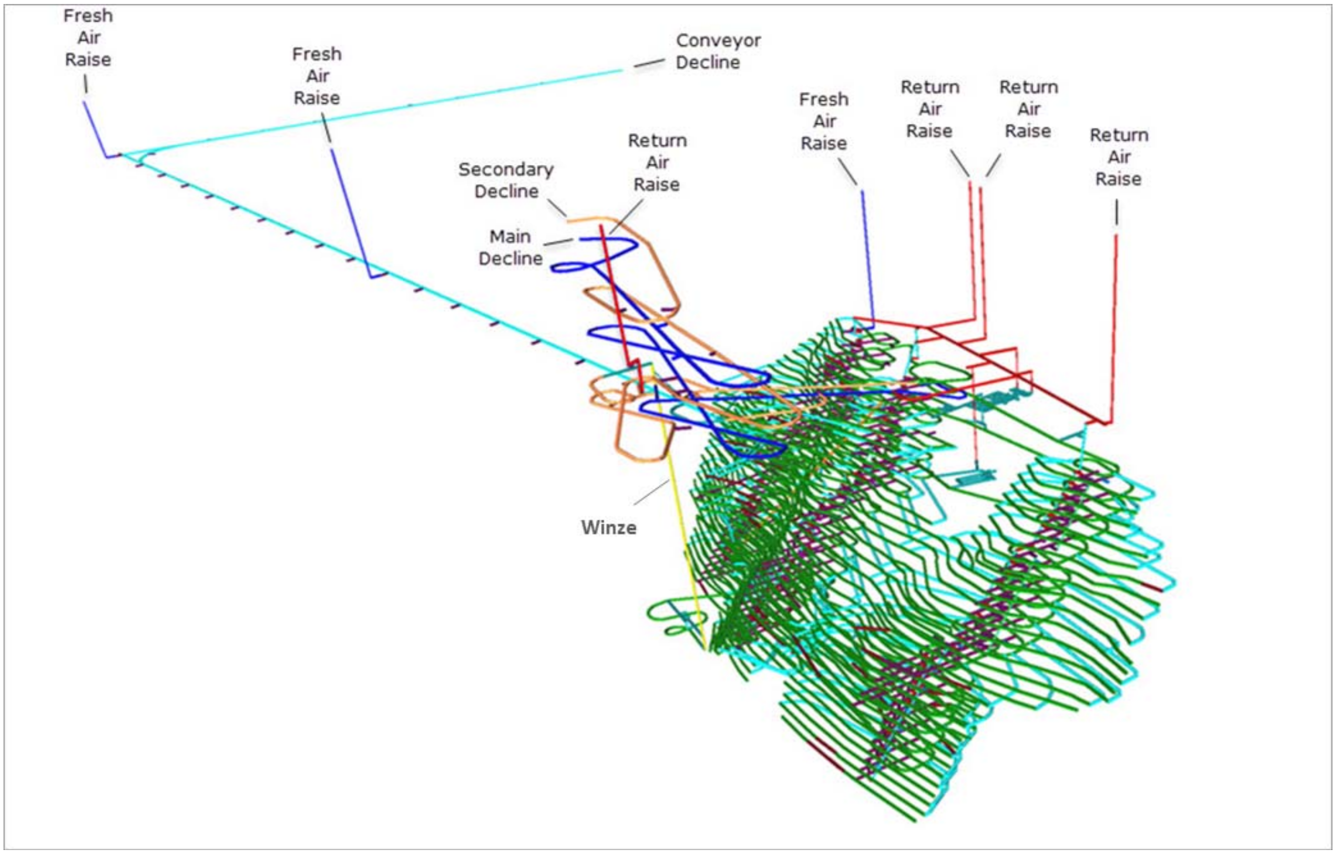
Truck haulage, shaft hoisting, and conveying have been considered for transferring mineralized rock and waste from the mine workings to surface. All waste not placed directly in stopes will be trucked to surface via twin access declines, where it will be stockpiled and later used for backfilling stopes as they are mined out. In early mining, mineralized rock from development and stoping will be trucked to a rock pass feeding the underground crusher. The crusher station is located on 1950 RL, from where the mineralized rock will be transferred to surface via a main conveyor (base at 1940 RL). The decline portal for the conveyor is near the projected processing plant location.

An underground winze (780 m in length) will be sunk in the hangingwall of the mineralization. The winze is planned to eventually hoist (after Year 8) mineralized rock from the loading station on 1300 RL to the top of the shaft on 2040 RL. Mineralized rock is transferred directly from the skips to the decline conveyor via a rock pass and loading station.

It is envisaged that mining will be carried out using modern trackless mining equipment. The proposed mine ventilation circuit will include a number of ventilation raises, raise-bored from surface.

Figure 1.2 below is an illustration of the mine as a whole, showing the ventilation layout, the conveyor route to surface, and the winze.

Figure 1.2 Overall mine layout



<u>Mineral Processing</u>

Metallurgical test work was carried out between 2008 and 2015 on metallurgical samples composited from 67 drillhole samples taken from the Valdecañas vein system.

The proposed process plant consists of a comminution circuit followed by the sequential flotation of a silver-rich lead concentrate, a zinc concentrate, and a gold-rich pyrite concentrate.

It is envisaged that crushed mineralized rock will be delivered to a stockpile located near the mill and will feed directly to the mill via transfer conveyors.

The proposed milling circuit comprises a semi-autogenous grinding mill and ball mill, producing feed to the flotation circuit. Separate lead, zinc, and pyrite concentrates would be thickened, filtered, and stockpiled for dispatch by truck directly to customers or for onward shipment. It is noted that, although Cu is estimated in the Mineral Resource, it is not considered in this study, additional mineral processing work being required to establish prospects for reasonable extraction.

It is envisaged that the process plant will ramp up operations over a three year period to a steady state throughput rate of 1.4 Mtpa. Estimated mill recoveries are summarized in Table 1.3.

Table 1.3 Mill recoveries

	Gold	**Silver**	**Lead**	**Zinc**
Mill recovery	82%	95%	93%	90%

Project Infrastructure

A 6.5 km access road, mostly over hilly terrain, will be required to access the main decline portal site from the mill. A two-lane sealed road suitable for use by heavy vehicles is proposed.

Power would be supplied to a main substation at the site via a 115 kV overhead power line supplied from the local grid. The line would have a length of approximately 1.5 km to the main processing plant sub-station.

The electrical supply system for the Juanicipio project will be developed in stages as the project develops. An initial system, with power sourced from a nearby mine, has been used for the initial decline development. This power will eventually be disconnected, and the supply switched over to the permanent mine system, which originates at the mill substation.

The permanent system will have power feeding the underground and surface facilities from the mill substation. There will be two feeders for the mine: a power line that will follow the access road to deliver power from the mill to the current portal and surface ventilation fans, and a second power line going down the conveyor decline.

It is anticipated that water will initially be provided via a pipeline from a neighbouring mine that has excess water from ground water inflow. This water will be supplemented by any water from dewatering the underground workings at Juanicipio.

It is envisaged that all mill tailings will be discharged to a tailings storage facility (TSF) with a total volume of approximately 18 Mm^3. No detailed environmental or geotechnical studies have been carried out on suitable sites for the TSF for the project. Nevertheless, several sites have been considered, including a location adjacent to the proposed mill site.

Underground infrastructure

The proposed handling system for mineralized material is based around a nominal 4,000 tpd capacity, approximately equivalent to 216 tph over a 24-hour period, based on a capacity factor of 1.3. This allows for excess capacity in the mineralized material handling system relative to any potential disconnection between the mine and mill. Initially mineralized material transport from various mining levels will be by truck haulage to the crusher on 1950 RL. The crushed material is then placed on a load-out belt feeding two sequential conveyors to the surface stockpile adjacent to the mill.

Later in the mine life, an internal winze is projected to be sunk to allow the hoisting of mineralized material from the loading pocket on 1300 RL up to the crusher on 1950 RL. From there, the material will be conveyed out of the mine via the existing conveyor system. The winze hoist consists of a double drum, dual skip system with rope guides. The hoist is mounted at the head of the winze excavation in a chamber above the skip dumps. The skips are discharged via pneumatic self-discharge systems into a raise that leads to a 500 t storage bin. Mineralized material that is delivered to the bin will be sized to minus 200 mm. The storage bin discharges into a jaw crusher that sizes the material to minus 100 mm. The hoist is designed to accommodate the production capacity of 1.4 Mtpa, however there is some spare capacity built in through potential minor adjustments in hoisting schedules or skip sizes.

Development waste is either hauled to surface by trucks via the twin access declines, or placed directly into stopes as backfill. All waste hauled to surface will be stored near the current portal. Waste required for subsequent backfilling will be delivered down a waste pass driven as close to the deposit as practicable, and then distributed to the stopes.

Two bays will be provided for the storage of bulk emulsion, each containing one 24,000 L storage tank and a storage area. A third bay will be designated for the storage of detonators on wooden shelves. A powder bay will be designated for the storage of all other explosive products (other than the bulk emulsion and the detonators) on wooden shelves. A concrete wall with a steel door will separate this bay from the rest of the mine workings. All explosives bays will be located on 1920 RL.

The main maintenance area will be located on surface. All major scheduled planned maintenance and rebuilds will take place in the surface workshop. Two small service bays will be located underground for low-level maintenance such as lubrication and small repairs. To reduce the quantity of fuel and oils stored underground, it is envisaged that the truck fleet and most utility vehicles will be fuelled on surface and maintained in a surface heavy equipment workshop. Only vehicles and equipment not travelling to surface as part of their daily routine will be fuelled underground.

Local area compressors will supply compressed air for the underground maintenance and service bay area, with compressed air lines from the air receiver routed to convenient locations in the area. All mobile drilling equipment, including jumbos, longhole drills, bolters, and cable bolters will be equipped with on-board compressors. ITH drills will have portable adjacent compressors to meet their elevated pressure requirements. Two units are required for this purpose.

Refuge station chambers with 30-person capacity will be used for emergencies; these chambers will be portable for flexibility of location at the most appropriate areas of the mine.

The ground water inflow into the mine has been estimated using information from nearby mines and is not based on a hydrogeological model. The hydrology data available at the time of this report is not sufficiently detailed to fully understand the likely magnitude of water inflow into the mine along faults or other geological features. AMC understands that other mines in the area are currently experiencing a steady mine inflow of the order of 190 L/s in similar geological structures and lithologies to those that will be encountered at Juanicipio. Relating the strike length of the Juanicipio mineralization to other mineralization strike lengths in the area has allowed a design criterion for long term steady state inflow of 95 L/s to be projected. The mine dewatering system will be sized to handle twice this amount as the peak outflow.

The overall dewatering strategy largely depends on accessing the lower levels of the mine well ahead of stope production. This early development approach provides a means for installing a series of dewatering sumps that will dewater sections of the mine prior to production mining. The risk of flooding will be partially mitigated by this early development strategy and by the provision of spare pumping capacity.

Project Development and Production Schedule

Minera Juanicipio is currently developing an access decline to the mineralization, which is at approximately 1920 RL as of the time of this Report. It is estimated that it will take approximately two years to extract first mineralization and commence concentrate production. Key conceptual milestones relating to the project development are shown in Table 1.4.

Table 1.4 Project development conceptual milestones

Milestone	Start	Finish
Decline development	Year 1	Year 8
Conveyor decline	Year 1	Year 2
Internal winze, engineering, and	Year 3	Year 9

construction		
Processing plant	Year 1	Year 3
Full production (ramp up to 1.4 Mtpa)	Year 2	Year 5

Year 1 is assumed to be 2018.

The estimated LOM production tonnage and grade that forms the basis for the preliminary economic assessment is set out in Table 1.5. Mill feed from vein development comprises approximately 25% of total mill feed, with the remainder from stoping operations.

Table 1.5 Material projected to be mined and processed as a basis for the economic assessment

	Grade				**Contained metal**			
Tonnes	**Ag (g/t)**	**Au (g/t)**	**Pb (%)**	**Zn (%)**	**Ag (Moz)**	**Au (koz)**	**Pb (Mlbs)**	**Zn (Mlbs)**
23,123,706	282	1.37	1.84	3.43	210	1,019	938	1,748

The tonnage and grades shown in Table 1.5 have resulted from the mine design and scheduling process conducted on the Mineral Resource estimate and block model prepared by AMC and described in this Report. A $55 Net Smelter Return (NSR) cut-off was applied to the resource model, stope shapes have been projected, and estimated dilution and mining losses have been accounted for. Metal prices used in the NSR calculation were $1,225 per ounce gold, $17.30 per ounce silver, $0.87 per pound lead, and $0.94 per pound zinc. An exchange rate of 18.46 Mexican pesos to one U.S. dollar was assumed.

In developing the tonnage and grade estimates, stope blocks that were in contact with the property boundaries were excluded and zero grade has been assumed for the dilution material. Approximately 38% of the tonnage and 22% of the silver content of the material that forms the basis of the economic assessment is derived from Inferred Mineral Resources. The 2017 PEA is preliminary in nature and includes Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is no certainty that the results of the 2017 PEA will be realized.

Project Capital Costs

Project capital is estimated at $840M; pre-production capital (Year 1 to Q1 Year 3 inclusively) is estimated to be $360M. Sustaining capital ($480M) is defined as all capital following pre-production and includes ongoing mine development after concentrate production commences, and mobile and fixed equipment replacements and rebuilds over the mine life. A summary of projected capital costs is shown in Table 1.6.

Table 1.6 Summary of projected capital costs

Item	**Capital ($) total LOM**	**Pre-production capital ($)**		
		Y01	**Y02**	**Y03***
Underground development	226,272,930	25,243,270	32,209,310	5,241,840
Mine equipment	161,878,000	0	7,284,510	4,249,300
Winze	64,044,740	0	0	0
Material movement - trucking development waste	46,949,770	1,778,840	2,082,660	1,414,330
Road and powerline to portal	5,914,000	5,914,000	0	0
Process plant	91,877,700	23,902,690	38,244,310	9,561,080
Surface infrastructure	68,138,330	13,865,330	13,865,330	13,865,330
UG infrastructure	65,830,930	19,276,980	19,276,980	19,276,980

Item	Capital ($) total LOM	Pre-production capital ($)		
		Y01	Y02	Y03*
Capitalized operating costs	22,770,790	5,149,800	14,096,800	3,524,200
EPCM	24,956,260	8,318,750	8,318,750	8,318,750
Owners cost	16,377,420	5,459,140	5,459,140	5,459,140
Contingency	45,157,810	15,052,600	15,052,600	9,572,230
Total	840,168,680	123,961,400	155,890,390	80,483,180
Pre-production capital	**360,334,970**			
Sustaining capital	**479,833,710**			

Totals do not necessarily equal the sum of the components due to rounding adjustments.
* Assumed to be Q1 2020

Site operating costs

Total site operating costs have been estimated at $58.67/t milled. The unit costs are broken down as follows:

- Mining: $34.95/t milled
- Milling: $20.37/t milled
- General and Administration: $3.34/t milled

Key factors relating to the operating cost estimate include:

- Some unit mine operating costs from the 2012 PEA were updated for inflation.
- Revised costs were estimated for trucking, conveying and hoisting activities. Costs relating to labour, equipment and power were also updated to reflect the current production schedule.
- Power costs were estimated based on updated infrastructure needs and a unit cost of $0.0834/kWh.
- A waste rock backfill operating cost of $0.87/t mineralized material for imported waste rock fill from surface was estimated from first principles.
- Mineralized drift development cost per metre was based on a single-face average advance rate of 100 m/month. The labour component (~30%) of unit costs was scaled-up from the 2012 PEA to reflect this (2012 PEA assumed 120 m/month single-face advance). Unit mineralized development costs were also projected 10% higher for 100 m/month compared to the 2012 PEA. Unit development rates reflect current contractor pricing.
- Variable processing unit costs ($/t milled) remained the same as for the 2012 PEA to reflect inflation, but also taking account of the savings due to economies of scale. Fixed processing costs ($/year) for items such as salaries, mill maintenance and other fixed costs, were escalated by the 6 / 10 power rule to account for the higher mill throughput rate, and suitable cost inflation was also applied.
- Fixed general and administration (G&A) costs ($/year) for items including site administration, human resources, finance and purchasing, general maintenance, safety and environment, were escalated by the 6 / 10 power rule to account for the higher production rate, and suitable cost inflation was also applied.
- Operating costs were estimated for the underground conveyor at $0.59/t and for the winze and crusher at $1.22/t. These costs include labour, energy, and maintenance.

A summary of the projected annual operating costs over the life of mine is provided in Table 1.7.

Table 1.7 Summary of projected life of mine site operating costs

Year	**Date**	**Operating cost $M**
Year 1	2018	n/a – capitalized as pre-operative capital
Year 2	2019	n/a – capitalized as pre-operative capital
Year 3	2020	48
Year 4	2021	79
Year 5	2022	83
Year 6	2023	85
Year 7	2024	84
Year 8	2025	87
Year 9	2026	85
Year 10	2027	85
Year 11	2028	87
Year 12	2029	89
Year 13	2030	80
Year 14	2031	78
Year 15	2032	74
Year 16	2033	74
Year 17	2034	73
Year 18	2035	57
Year 19	2036	48
Year 20	2037	34
Year 21	2038	29
Total		**1,357**

Note: Totals do not necessarily equal the sum of the components due to rounding adjustments.

Offsite costs (concentrate transport, treatment, and refining costs)

No detailed market studies have been undertaken at this stage of the project. Lead and zinc concentrates are commonly sold as part of the world's mining and metals industries. It is envisaged that silver-rich lead concentrate and zinc concentrate may be sold to smelters in the Asian region. Lead concentrate could potentially be sold to a smelter in Mexico or exported to offshore smelters. If sold to a local smelter, transport costs could be reduced.

For purposes of its analysis, AMC has assumed that both the lead and zinc concentrates will be treated in Asia, with lead and zinc treatment charges of $235/dry metric tonne of concentrate, silver refining charges equivalent to 4% of the silver price, gold refining charges of $5/oz and, subject to a transport cost of $115/wet metric tonne. Treatment and other terms for lead and zinc concentrates were suggested by Neil S. Seldon & Associates Ltd. (NSA, 2016). Both lead and zinc concentrates are projected to incur minor treatment penalties for impurities. The pyrite concentrate is expected to be of high value and it is assumed that it will be sold to a Mexican smelter, but other alternatives are expected to be available.

Total off-site costs have been estimated at $41.32/t milled.

Taxes

Income and other taxes presented in the PEA are based on Mexican legislated tax rates and do not reflect any tax planning opportunities. The tax provisions include a conventional profit based tax using the 30% corporate tax rate currently in effect, a 7.5% special mining duty applied on earnings before amortization and taxes, and a 0.5% gross revenue royalty on all gold and silver revenues. Employee profit sharing (PTU) is not included in the financial estimates and the net present value (NPV) and internal rate of return (IRR) of the project may fluctuate depending on how the project is structured once it is in operation.

Projected sales

Project economics have been assessed using the following metal prices (Base Case Prices), which were selected after discussion with MAG Silver and referencing current market and recent historical prices, values used in other recent projects, and forecasts in the public domain:

Silver price = $17.90/oz
Gold price = $1,250/oz
Lead price = $0.95/lb
Zinc price = $1.00/lb

It is envisaged that a silver-rich zinc concentrate will be sold primarily to smelters in the Asian region. Lead concentrate could potentially be sold to a smelter in Mexico or exported to offshore smelters. It is envisaged that the gold-rich pyrite concentrate will be sold to a customer able to recover gold and silver using a conventional cyanide leach process.

Economic analysis

All currency is in U.S. dollars ($) unless otherwise stated. The cost estimate was prepared with a base date of Year 1 and does not include any escalation beyond this date. For net present value (NPV) estimation, all costs and revenues are discounted at 5% from the base date. An exchange rate of MXP18.46:US$1 and a corporate tax rate of 30% have been assumed.

AMC conducted a high level economic assessment of the conceptual underground operation of the Juanicipio deposit. The mine is projected to generate approximately $1,860M pre-tax NPV and $1,138M post-tax NPV at 5% discount rate, pre-tax IRR of 64.5% and post-tax IRR of 44.5%. Project capital is estimated at $840 M with a payback period of 3.4 years (undiscounted pre-tax cash flow from Year 1).

Table 1.8 provides a summary of the key inputs and results of the economic analysis. The results of the 2017 PEA compare favorably with the previous 2012 PEA, which projected a post-tax NPV at 5% discount rate of $1,233M and post-tax IRR of 43%.

Table 1.8 Key inputs and results of economic analysis

Juanicipio deposit	**Unit**	**Value** (7)
Total mineralized rock	tonnes	23,123,706
Total waste production	tonnes	6,758,008
Production tonnage silver grade (1)	g/t	282
Production tonnage gold grade (1)	g/t	1.37
Production tonnage zinc grade (1)	%	3.43
Production tonnage lead grade (1)	%	1.84
Silver recovery (1)	%	94.8

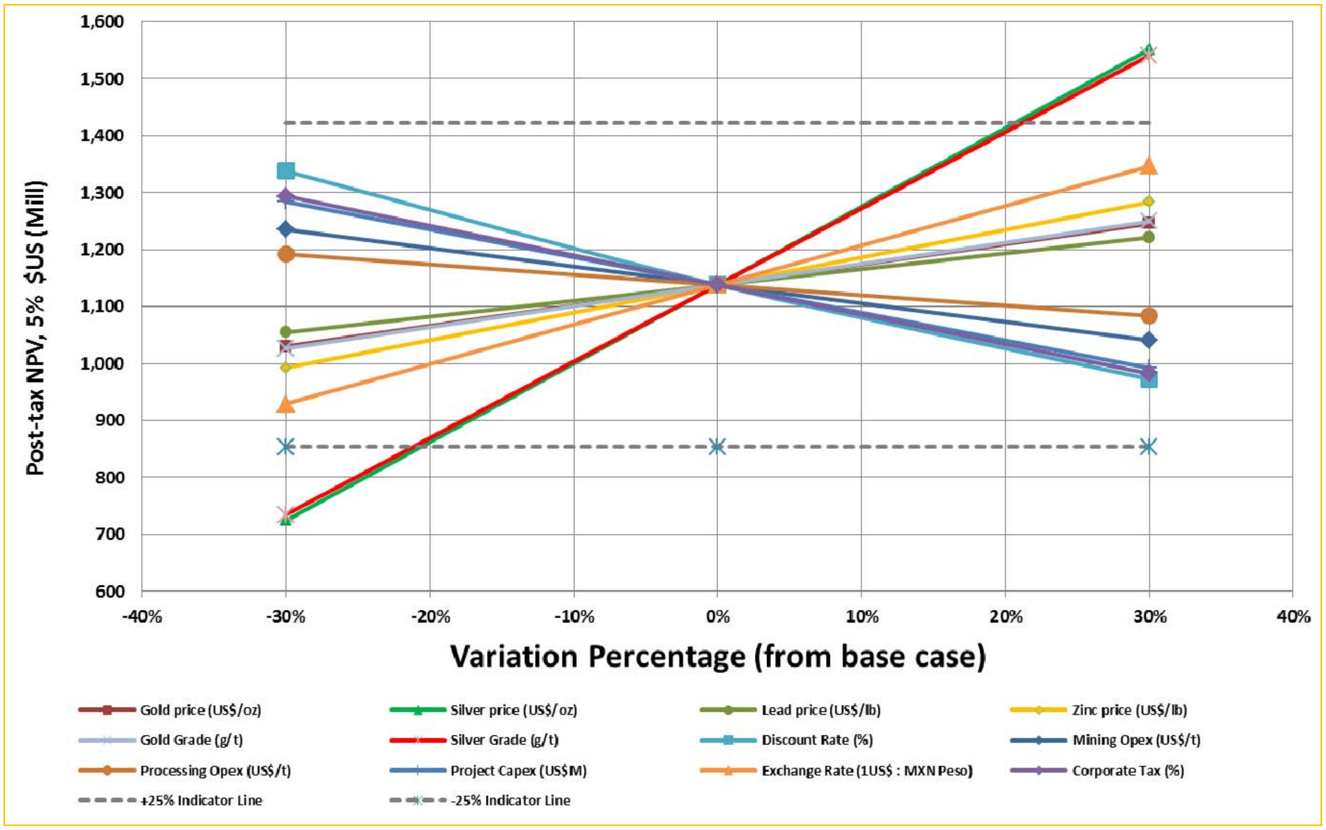
Juanicipio deposit	Unit	Value [7]
Gold recovery [1]	%	81.6
Zinc recovery [1]	%	89.8
Lead recovery [1]	%	92.8
Silver price	$/oz	$17.90
Gold price	$/oz	$1,250
Zinc price	$/lb	$0.95
Lead price	$/lb	$1.00
Silver payable [2]	%	87
Gold payable [2]	%	73
Zinc payable [2]	%	76
Lead payable [2]	%	86
Payable silver metal	oz	182,789,511
Payable gold metal	oz	747,417
Payable zinc metal	lb	1,326,904,724
Payable lead metal	lb	811,923,951
Revenue split by commodity	Silver	51.90%
Revenue split by commodity	Gold	14.82%
Revenue split by commodity	Zinc	21.05%
Revenue split by commodity	Lead	12.23%
Gross revenue	$ (M)	$6,304
Capital costs	$ (M)	840
Operating costs (total) [3]	$ (M)	1,357
Mine operating costs [4]	$/t	34.95
Processing costs	$/t	20.37
Operating costs (total) [3]	$/t	58.67
Operating cash cost (Ag)	$/oz Ag	(3.94)
Total all-in sustaining cost (Ag)	$/oz Ag	5.02
Payback period from plant start-up [5]	Years	1.8
Cumulative net cash flow [6]	$ (M)	3,152
Pre-tax NPV @5% discount rate	$ (M)	1,860
Pre-tax IRR	%	64.5
Post-tax NPV @5% discount rate	$ (M)	1,138
Post-tax IRR	%	44.5

1. LOM average.
2. Overall payable % includes recoveries, treatment, transport, refining costs and selling costs.
3. Includes mine operating costs, milling, and mine G&A.
4. Underground mining costs only.
5. Values are post-tax from projected plant start up.
6. Pre-tax and undiscounted.
7. The results are preliminary in nature and include Inferred Mineral Resources that are considered too speculative geologically to have economic considerations applied to them that would enable them to be categorized as Mineral Reserves, and there is no certainty that the results of the PEA will be realized.

Sensitivity

AMC has carried out a sensitivity analysis of the conceptual project economics. The sensitivity analysis examined the impact on the post-tax NPV (at 5% discount rate) of a 30% positive or negative change in metal prices, operating costs, capital costs, corporate tax rate, foreign exchange rate (MXN Peso:$) and the discount rate. The results (Figure 1.3) show that the post-tax NPV is very positive and remains so for the range of sensitivities evaluated.

Figure 1.3 Sensitivity analysis – post-tax NPV at 5% discount rate



Conclusions

Mineral Resource estimate

AMC made the following observations and conclusions:

- Indicated tonnes have increased by 27%, while Inferred tonnes have increased by 138%.
- Both Indicated and Inferred grades have decreased for silver and increased for base metals.Average gold grades have increased in the Indicated category and decreased in Inferred category.
- The net result in the Indicated category has been an increase in contained silver of 6% and an increase in contained gold of 59%. The increases in contained lead and zinc are 43% and 34% respectively.
- The net result in the Inferred category has been an increase in contained silver of 48% and an increase in contained gold of 76%. Contained lead and zinc show increases of 226% and 295% respectively.

- Although not a significant part of the total Mineral Resource, copper is quoted for the first time as a result of high copper values being intercepted at depth in the new drilling.

Reasons for the differences in grade, tonnes and contained metal include Mineral Resource addition down-dip and conversion to higher categories arising from the new drilling. The most significant change from the previous estimate is the increase in extent of the Deep Zone mineralization as a result of the new drilling. This is in keeping with the increase in tonnes seen in the 2017 AMC estimate. Also, the overall decrease in average precious metal grades and increase in average base metal grades reflects the new drilling targeting the deeper base metal rich zones.

Mining

- The mine will be accessed by twin declines and a conveyor decline.
- Mechanized longhole stoping with waste backfill has been selected as the mining method. This offers good productivity while maintaining selectivity.
- Trade-off studies have identified that conveying the mineralized rock directly to the relocated process plant from underground is economically and operationally superior to other arrangements.
- Evaluation of the planned production rate and scheduling of the deposit indicates that the deposit supports 1.4 Mtpa.
- All waste will be tipped directly into stopes or trucked to surface. There will be a deficit in the amount of waste required for backfilling, projected to be in Year 11. It is assumed that waste will be mined from a small pit and dropped down a waste pass for distribution to the stopes.
- A 780 m long winze will be developed to handle the mineralized material at depth. The winze will commence hoisting in Year 8.
- A 1.5 km paved access road is required from the main highway to the process plant. A 6.5 km access road, mostly over hilly terrain, will be required to access the main portal site from the plant. A two-lane sealed road suitable for use by heavy vehicles is proposed.
- Power would be supplied to a main substation at the site via a 115 kV overhead power line from an existing power line located to the north of the property. The line would have a length of approximately 2 km to the main processing plant sub-station.
- It is anticipated that mine service water will initially be provided via a pipeline from a neighbouring mine that has excess water from groundwater inflow. This water will be supplemented by any water from dewatering the underground workings at Juanicipio (see final point below).
- It is envisaged that all mill tailings will be discharged to a tailings storage facility (TSF) with a total volume of approximately 18 Mm^3.
- No detailed environmental or geotechnical studies have been carried out on suitable sites for the TSF for the project.
- Extensive groundwater is anticipated at Juanicipio. Currently there has not been a detailed hydrogeological study for the mine; this may be considered a risk.

Processing

- A third metallurgical laboratory test program was undertaken during 2013, building on the two previous programs. Locked cycle flotation tests confirmed that the flotation circuit will be viable and good recoveries of silver (80.1%), lead (92.8%), and copper (38.4%) to the lead concentrate were achieved. Recoveries to zinc concentrate were 4.9% for gold, 6.8% for silver, 43.9% for copper, and 89.8% for zinc. Gold recoveries of 22.1% to pyrite concentrate were also achieved, along with 9.9% of the silver and 58.1% of the iron. Losses to final tails were reasonable, with metal grades observed in the final tails stream of 0.2 g/t gold, 24 g/t silver, 0.11% lead, 0.01% copper, and 0.11% zinc. Cyanidation of the pyrite concentrate demonstrated good gold and silver recoveries of 52% and 80% respectively.

- The proposed flowsheet is designed to treat a nominal 4,000 tpd of feed and consists of a comminution circuit, with underground primary crushing, secondary crushing and milling on surface, followed by sequential flotation to produce a silver-rich lead concentrate; followed by production of a zinc concentrate and a gold-containing pyrite concentrate. The flowsheet is conventional for lead-zinc operations, with the pyrite flotation circuit providing a variation to the most commonly used circuits. Test work supports the selection and design of the flotation circuits.

- The location of the processing plant has changed from previous studies to a large flat area suitable for construction and of sufficient size to accommodate the processing plant and tailings facility.

Economics

The preliminary economic assessment clearly indicates that the Juanicipio Project has the potential to be developed into an economically positive, high-grade underground silver mine. Further drilling and investigation work aimed at upgrading Inferred Mineral Resources and increasing the geotechnical and hydrogeological understanding of the deposit is recommended to augment the next stage of project design and evaluation.

Risks

Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is a degree of uncertainty attributable to the estimation of Mineral Resources. Until resources are actually mined and processed, the quantity of mineralization and grades must be considered as estimates only. Any material change in quantity of resources, mineralization, or grade may affect the economic viability of the project.

Opportunities for further consideration currently excluded from project scope

Potential opportunities for the project include:

- Significant exploration potential within a large land package and a number of high priority drill targets.

- The Valdecañas vein system, including the new Anticipada Vein, is largely open at depth.

- Deep zone is open to the east and west boundaries of the joint venture property.

- Juanicipio vein open to the west and to depth for further exploration.

- The 2017 PEA only considers the identified Mineral Resources within the Valdecañas vein system, the Juanicipio vein is not considered at this time.

- Further analysis to determine the metal grade of the diluting material from the Hangingwall and Footwall over blast.

- A characterization study of the planned dilution and dilution grade.

- Lease versus purchase analysis of equipment, considering equipment availability and tax benefits of leasing.

- Assess the ability to increase the recoverability and payability of Ag and Au with a gravity circuit.

- Potential recoverability of copper to be considered and assessed.

- An opportunity exists to commence negotiations with potential smelters to possibly capitalize on lower lead and zinc treatment charges, and possibilities to reduce transport costs of concentrate.

Recommendations for further work

AMC recommends the following additional work:

- In-fill drilling to convert Inferred Mineral Resources to Indicated Mineral Resources in the Valdecañas vein system.

- Step-out drilling to expand the Deep Zone in the Valdecañas vein system and to delineate the western extent and depth of the Juanicipio vein.

- Undertake surface exploration and drilling programs on targets outside of the existing Mineral Resource area, as only 5% to 10% of the overall property has been drill tested and numerous targets for drill-based exploration have been identified.

- Continue with relevant mapping, sampling and geophysical surveys to assist in identification of new drill targets.

- Undertake a hydrogeological study to reduce risks associated with ground water and better define the dewatering strategy.

- Undertake a geotechnical data collection program to include an appropriate number of laboratory-conducted rock strength tests on all lithological units that are expected to be intersected by underground mining.

- Geotechnically log the centreline of the planned winze and conduct a geophysical survey of the proposed shaft centreline using an optical and acoustic televiewer.

- Create a more detailed cost estimate and life of mine production plan for the next phase of the project. Assess potential to optimize lateral and vertical development quantities. The depth of the winze may need to be re-evaluated if the Mineral Resource extends further at depth.

- Optimization of the lead flotation circuit should be investigated to improve the lead grade of the concentrate without compromising recoveries. It has been shown that up to 37% of the gold and 28% of the silver in feed could be recovered to a gravity concentrate, which could improve project economics and potentially eliminate the requirement for a pyrite flotation circuit. More test work will be required to demonstrate the viability of including a gravity circuit in the final process design. An overall cost benefit study of the pyrite flotation circuit should be undertaken.

- The potential impact of metallurgical variability within the conceptual mining areas has not been demonstrated and more variability work may be required to ensure that projected grades and recoveries can be reasonably assumed to be consistently achievable over the life of the operation.

- Detailed mass and water balances should be generated to confirm metal deportment throughout the processing circuit, process water requirements and, as necessary, water discharge requirements. Similarly, energy requirements for processing operations should be further evaluated.

- Discussions with potential customers are recommended to better define likely concentrate payment terms. The discussions should be directed towards establishing provisional concentrate off-take agreements.

- Undertake further work to identify and establish firm contracts for water supply either with a neighbouring mine or from an alternative source. Further understanding of the likely quantity of ground water will be gained from a hydrogeological study; this together with catchment dams could be an alternative solution.

It is recommended that further work be carried out as part of a structured program that includes completion of a more detailed project feasibility study. The estimated cost of this program is $15.2M.

Other Properties

<u>Cinco de Mayo Property</u>

The Company owns 100% of the mineral concessions comprising the Cinco de Mayo Property. The property is located approximately 190 kilometres northwest of the city of Chihuahua, in northern Chihuahua State, Mexico, and covers approximately 25,113 hectares. The primary concessions of Cinco de Mayo Property were acquired by way of an option agreement dated February 26, 2004, and the property remains subject to a 2.5% net smelter returns royalty. As the Company has been unable to negotiate a renewed surface agreement with the local Ejido controlling the surface access to key portions of the property, a full impairment was recognized on the property in the year ended December 31, 2016. The Company continues to believe that the Cinco de Mayo Property has significant geological potential and will continue to maintain its mineral concessions in good standing. Efforts to restore the surface access will continue, although the Company has no current plans to conduct any geological exploration programs on the property. There are no contractual or statutory time limits on obtaining surface access rights under the relevant permits required for continued exploration.

The Company also holds interests in various other early stage exploration properties. The Company continues to evaluate other exploration opportunities both on currently owned properties and on new prospects.

DIVIDENDS

The Company has neither declared nor paid dividends on its Common Shares. The Company has no present intention of paying dividends on its Common Shares, as it anticipates that all available funds will be invested to finance the growth of its business.

DESCRIPTION OF CAPITAL STRUCTURE

The Company's authorized capital consists of an unlimited number of Common Shares without par value and an unlimited number of Preferred Shares without par value, of which 85,503,249 Common Shares were issued and outstanding and no Preferred Shares were issued and outstanding as at March 23, 2018. All of the issued shares are fully paid and non-assessable.

Common Shares

A holder of a Common Share is entitled to one vote for each Common Share held on all matters to be voted on by the Company's shareholders. Each Common Share is equal to every other Common Share and all Common Shares participate equally on liquidation, dissolution or winding up of the Company, whether voluntary or involuntary, or any other distribution of our assets among the Company's shareholders for the purpose of winding up its affairs after the Company has paid out its liabilities. The shareholders are entitled to receive *pro rata* such dividends as may be declared by the Board of Directors out of funds legally available therefore and to receive *pro rata* the remaining property of the Company upon dissolution. No shares have been issued subject to call or assessment. There are no pre-emptive or conversion rights, and no provisions for redemption, retraction, purchase or cancellation, surrender, sinking fund or purchase fund. Provisions as to the creation, modification, amendment or variation of such rights or such provisions are contained in the *Business Corporations Act* (British Columbia) and the articles of the Company.

Shareholder Rights Plan

On May 13, 2016, the Board of Directors of the Company approved a shareholder rights plan (the "Rights Plan") in the form set forth in the shareholder's rights plan agreement between the Company and Computershare Investor Services Inc. dated as of May 13, 2016. On June 15, 2016, the Rights Plan was approved by the shareholders at the annual and special meeting of Shareholders and by the Toronto Stock Exchange. A copy of the Rights Plan may be obtained by request in writing to the Company at Suite 770 – 800 West Pender Street, Vancouver, BC V6C 2V6 or viewed in electronic format at www.sedar.com and at www.sec.gov.

MARKET FOR SECURITIES

Trading Price and Volume

The following table provides information as to the high and low prices of the Company's Common Shares during the 12 months of the most recently completed financial year as well as the volume of shares traded for each month:

Toronto Stock Exchange

Month	High (C$)	Low (C$)	Volume
January 2017	18.63	14.80	6,268,500
February 2017	21.99	18.21	6,590,500
March 2017	20.73	17.26	6,974,900
April 2017	19.37	15.42	5,304,500
May 2017	17.14	14.84	5,803,100
June 2017	17.62	15.63	5,099,500
July 2017	17.27	15.87	2,824,900
August 2017	17.27	15.06	4,350,000
September 2017	16.13	13.95	3,353,600
October 2017	15.22	13.56	3,056,400
November 2017	15.18	12.94	4,755,600
December 2017	15.97	13.43	2,832,700

New York Stock Exchange

Month	High (US$)	Low (US$)	Volume
January 2017	14.30	11.03	5,617,400
February 2017	16.78	13.92	6,398,200
March 2017	15.55	12.87	9,656,400
April 2017	14.48	11.34	9,451,700
May 2017	12.61	10.93	10,756,800
June 2017	13.36	11.69	15,057,400
July 2017	13.82	12.28	6,098,200
August 2017	13.84	11.99	6,441,600
September 2017	13.09	11.19	5,301,900
October 2017	12.18	10.50	5,571,900
November 2017	12.50	10.05	7,235,400
December 2017	12.72	10.55	5,669,100

Prior Sales

The Company issued the following Offered Shares and securities convertible into such Offered Shares during the 12 months of the most recently completed financial year.

Common Shares

Date of Issuance	Number of Common Shares Issued	Price per Common Share (C$ unless noted otherwise)	Reason for Issuance
Jan 5 17	6,000	$9.28	option exercise
Mar 10 17	3,000	$9.28	option exercise
Mar 20 17	39,239	$9.15	cashless option exercise(1)
Mar 21 17	3,400	$9.28	option exercise
12-May-17	4,000	$9.28	option exercise

Date of Issuance	Number of Common Shares Issued	Price per Common Share (C$ unless noted otherwise)	Reason for Issuance
17-Jun-17	10,000	$9.15	option exercise
21-Jul-17	23,056	$9.15	cashless option exercise[1]
27-Jul-17	4,000	$10.04	option exercise
23-Nov-17	1,700	$13.78	RSU exercise[1]
Nov 28 17	4,599,641	US$10.47	Private Placement
Dec 20 17	65,550	$5.35	cashless option exercise[1]
Dec 20 17	15,000	$5.86	option exercise

(1) The Company does not receive any funds for these transactions

Stock Options

Date of Issuance	Number of Stock Options Issued	Exercise Price (C$)	Reason for Issuance
December 5, 2017	285,522	13.91	2018 option grant

Restricted and performance Share Units under the Share Unit Plan ("RSUs" and "PSUs")

Date of Grant	Number Granted	Share Unit Value (C$)	Reason for Issuance
December 5, 2017	88,665 [1]	13.91	2018 PSU grant

(1) The number PSUs to vest is subject to a market price performance factor measured over a three-year performance period, resulting in a PSU payout range from 0% (nil PSUs) to 200% (138,170 PSUs).

Deferred Share Units

Date of Grant	Number of DSUs Granted	DSU Value (C$)	Reason for Issuance
March 31, 2017	2,916	17.87	Elected DSUs for director fees
June 15, 2017	66,325	15.83	2017 DSU grant
June 30, 2017	3,024	16.90	Elected DSUs for director fees
September 30, 2017	3,441	14.05	Elected DSUs for director fees
December 31, 2017	3,728	15.52	Elected DSUs for director fees

DIRECTORS AND OFFICERS

The following were Directors and Officers of the Company as at December 31, 2017.

Name, Occupation and Security Holding as at March 23, 2018

Name & Position[1]	Principal Occupation or Employment during the past 5 years	No. of Shares[5][6]	No. of Options/price DSU, RSU, PSU[10]
GEORGE N. PASPALAS [8] President, CEO, Director (since Oct 15/13) British Columbia, Canada	President and CEO of the Company since Oct 15, 2013. Mr. Paspalas was President and Chief Executive Officer of Aurizon Mines from Aug 2011 to Jun 2013. Mr. Paspalas is also a lead director of Pretivm Resources Inc. since 2013.	39,550	**Options** 400,000/$5.35 125,000/$10.04 62,500/$10.02 125,000/$9.28 64,102/$17.55 78,947/$13.91 **RSU & PSU** 105,553 **DSU** 39,886
DANIEL T. MACINNIS[9] Director (since Feb 1/05) British Columbia, Canada	Founder and President of MacXplore Consulting Services Ltd. President and CEO of the Company from Feb 2005 to Oct 2013. Mr. MacInnis was also a director of MAX Resources Corp. from 2008 to 2015 and is currently a director of Balmoral Resources Inc. since 2014 and a director and board chair of Group Eleven Resources Corp.	318,137	**Options** 150,000/$5.86 **DSU** 49,022
JONATHAN A. RUBENSTEIN[4] Director (Since Feb 26/07) Chairman (Since Oct 12/07) British Columbia, Canada	Professional Director. Currently also a director of: Detour Gold (since 2009); Roxgold (since 2012); and Dalradian Resources Inc. (since 2013). Formerly a director of: Eldorado Gold (2009 to 2018); and Troon Ventures (2009 to 2014). Formerly a lawyer in private practice, with focus on corporate and securities law.	110,617	**DSU** 71,234
RICHARD M. COLTERJOHN[3][4] Director (since Oct 16/07) Ontario, Canada	Managing Partner at Glencoban Capital Management Inc., a merchant banking firm, since 2002. He served as Chairman of AuRico Metals Inc. (from 2015 to Jan 2018) and as a Director of AuRico Gold Corp. (from 2010 to 2015). Mr. Colterjhon is currently a Director of Roxgold Inc. (since 2012) and a Director of Harte Gold Inc. (since Feb 2017). Formerly Mr. Colterjohn was an Investment Banker with a focus on the mining sector.	24,406	**DSU** 49,022
DEREK C. WHITE[3][9] Director (since Oct 16/07) British Columbia, Canada	President and CEO of Ascot Resources Ltd. from Oct 2017 to present. Mr. White was formerly Principal, Traxys Capital Partners LLP from Oct. 2015 to Oct 2017, a private equity group focused on mining and minerals sectors and prior to that, President & CEO of KGHM International Ltd. from 2012 to 2015. Mr. White holds an undergraduate degree in Geological Engineering and is a Chartered Professional Accountant (formerly	12,059	**Options** 10,000/$5.86 **DSU** 55,464

Name & Position[1]	Principal Occupation or Employment during the past 5 years	No. of Shares[5][6]	No. of Options/price DSU, RSU, PSU[10]
	Chartered Accountant). Mr. White was also a director of Laurentian Goldfields Ltd. from 2008 to 2013 and a director of Magellan Minerals Ltd. from 2006 to May 2016. Mr. White currently serves as a director of Orca Gold Inc.		
PETER D. BARNES[2][4] Director (since Oct 5/12) British Columbia, Canada	Professional Director and a Fellow of the Chartered Professional Accountants of British Columbia. Co-founder of Silver Wheaton Corp in 2004 and CEO from 2006 to 2011. Executive Vice President and CFO of Goldcorp Inc. from 2005 to 2006. Director of Richmont Mines Inc. from 2016 to 2017. Member of the Institute of Corporate Directors and was a member of the Silver Institute's Board of Directors from 2009 to 2011.	73,076	**Options** 60,000/$5.86 **DSU** 49,022
RICHARD P. CLARK[2][3][8] Director (since Oct 5/12) British Columbia, Canada	President and CEO of Orca Gold Inc. from Aug 2016 to present. Mr. Clark is a lawyer with a geological background. Mr. Clark has been a senior executive with the Lundin Group of companies for past 17 years. Formerly President, CEO and director of RB Energy Inc. (formerly Sirocco Mining Inc.) from 2014 to 2015. He currently serves as director of Lucara Diamond Corp. and a director of Orca Gold Inc.	40,000	**Options** 60,000/$5.86 **DSU** 65,602
JILL LEVERSAGE[2][9] Director (since Dec 22/14) British Columbia, Canada	Ms. Leversage is a Chartered Business Valuator and a Fellow of the Chartered Professional Accountants of British Columbia. From 2013 to 2015, Managing Director at Highland West Capital Ltd., and as a financial consultant from 2012 to 2013. From 2002 to 2012 served as Managing Director, Corporate & Investment Banking for TD Securities Inc. Ms. Leversage also currently serves as a Director and Chair of the Audit Committee for the Capital Markets Authority Implementation Organization and as a Director and Chair of the HR and Governance Committee of Partnerships BC. She is a former director of Eagle Star Minerals Corp. from 2011 to 2013, Delta Gold Corporation from 2012 to 2015, and Catalyst Paper Corporation 2013 to 2017.	9,300	**DSU** 73,487
PETER K. MEGAW[8] Chief Exploration Officer (June 23/14) Arizona, USA	President of IMDEX and co-founder of Minera Cascabel S.A. DE C.V. since 1988, a geological consulting company; consulting geologist for the	389,686[7]	**Options** 37,500/$10.02 75,000/$9.28 55,555/$17.55

Name & Position[1]	Principal Occupation or Employment during the past 5 years	No. of Shares[5][6]	No. of Options/price DSU, RSU, PSU[10]
	Company since its inception in 2003. From 2003 to 2014 he served as a director of the Company. Dr. Megaw was formerly also a director of Candente Gold Corp. from 2009 to 2015 and is currently a director of Minaurum Gold Corp.		68,421/$13.91 **RSU & PSU** 75,490
LARRY TADDEI[8] Chief Financial Officer British Columbia, Canada	CFO of the Company since June 22, 2010. Mr. Taddei has been a Chartered Professional Accountant ("CPA, CA", formerly Chartered Accountant) since 1990.	90,361	**Options** 90,000/$5.86 60,000/10.04 37,500/$10.02 75,000/$9.28 35,042/$17.55 43,157/$13.91 **RSU & PSU** 34,449
MICHAEL J. CURLOOK Vice President, Investor Relations and Communications British Columbia, Canada	Vice President, Investor Relations and Communications of the Company since March 4, 2013.	89,545	**Options** 25,000/$10.04 15,000/$10.02 30,000/$9.28 13,675/$17.55 16,842/$13.91 **RSU & PSU** 14,001
JODY L. HARRIS Corporate Secretary British Columbia, Canada	Corporate Secretary of the Company since May 8, 2007. Ms. Harris is also Corporate Secretary of Ascot Resources Ltd. (since Oct. 2017).	5,700	**Options** 10,000/$5.86 17,500/$10.04 10,000/$10.02 20,000/$9.28 8,974/$17.55 11,052/$13.91 **RSU & PSU** 9,518

Notes:

(1) Each director's term of office expires at the next annual general meeting of shareholders of the Company.
(2) Member of Audit Committee.
(3) Member of Compensation Committee.
(4) Member of Corporate Governance and Nomination Committee.
(5) Includes beneficial, direct and indirect shareholdings.
(6) Does not include stock options and other rights to purchase or acquire shares.
(7) Of these shares, 11,085 shares are held by Minera Cascabel SA de CV, a private company owned in part by Mr. Megaw.
(8) Member of the Disclosure Committee.
(9) Member of the Sustainability Committee.
(10) Includes grants made under the Company's Share Unit Plan ("RSU and PSU") and Directors' Deferred Share Unit Plan ("DSU").

There are 85,503,249 Common Shares issued and outstanding as at March 23, 2018. As of March 23, 2018, directors and officers of the Company as a group own or control 1,202,437 Common Shares of the Company representing approximately 1.41% of its issued and outstanding Common Shares.

Cease trade orders, bankruptcies, penalties or sanctions

Richard Clark is currently the Chairman and Director of Orca Gold Inc. From January 2014 to May 2015 Mr. Clark was President, Chief Executive Officer and Director of RB Energy Inc.("RBI"). On October 14, 2014, RBI applied for and obtained an Initial Order (the "Order") to commence proceedings under the Companies' Creditors Arrangement Act (the "CCAA") in the Québec Superior Court (the "Court"). The Court issued the Order in respect of RBI and its Canadian subsidiaries. The Order granted an initial stay of creditor proceedings to November 13, 2014 which was extended to April 30, 2015. In May 2015 the Court appointed a receiver, Duff & Phelps Canada Restructuring Inc., under the Bankruptcy and Insolvency Act, and terminated the CCAA proceedings. The TSX de-listed RBI's common shares effective at the close of business on November 24, 2014 for failure to meet the continued listing requirements of the TSX. Since that time, RBI's common shares have been suspended from trading. Mr. Clark resigned as a Director and ceased employment as President and CEO of RBI on May 8, 2015.

Other than as described above, none of the other directors or officers is currently, or has been within the past ten years, (A) a director, chief executive officer or chief financial officer of any company that (i) was subject to an order that was issued while such person was acting in the capacity as director, chief executive officer or chief financial officer, or (ii) was subject to an order that was issued after such person ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such person was acting as a director, chief executive officer or chief financial officer, or (B) a director or executive officer of any company that, or a shareholder holding sufficient number of securities of the Company to affect materially the control of the Company, while such person was acting in such capacity, or within a year of such person ceasing to act in such capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets. None of the management nominees has within the past ten years become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such person. None of the management nominees has been subject to (1) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or (2) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for such person.

Conflicts of Interest

The Company's directors and officers may serve as directors or officers of other companies or have significant shareholdings in other resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will disclose his interest in the matter and abstain from voting for or against the approval of such participation or such terms. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of British Columbia, the directors of the

Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

The directors and officers of the Company are aware of the existence of laws governing the accountability of directors and officers for corporate opportunity and requiring disclosures by the directors of conflicts of interest and the Company will rely upon such laws in respect of any directors' and officers' conflicts of interest or in respect of any breaches of duty by any of its directors and officers. All such conflicts will be disclosed by such directors or officers in accordance with the laws of British Columbia and they shall govern themselves in respect thereof to the best of their ability in accordance with the obligations imposed upon them by law. Other than as disclosed under the heading "Interest of Management and Others in Material Transactions" below, the directors and officers of the Company are not aware of any such conflicts of interests.

Code of Ethics

The Company has adopted a Code of Business Conduct and Ethics (the "Code") that applies to all of its directors, officers and employees, including the Chief Executive Officer and Chief Financial Officer. The Code includes provisions covering conflicts of interest, ethical conduct, compliance with applicable government laws, rules and regulations, and accountability for adherence to the Code. A copy of the Code is posted on the Company's website, at www.magsilver.com.

Audit Committee

The Audit Committee is responsible for reviewing the Company's financial reporting procedures, internal controls and the performance of the Company's external auditors. See Audit Committee Charter attached hereto as Schedule "A".

Audit Committee Composition and Background

The Audit Committee is currently comprised of Peter Barnes (Chairman), Rick Clark and Jill Leversage. All three members of the Audit Committee are (i) independent within the meaning of such term in National Instrument 52-110 - *Audit Committees* ("NI 52-110") and (ii) financially literate under NI 52-110, meaning they are able to read and understand the Company's financial statements and to understand the breadth and level of complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. In addition to each member's general business experience, the education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as a member of the Audit Committee are set forth below:

Peter Barnes, FCPA, FCA, D.Sc (Econ)., ICD.D - Mr. Barnes has over 25 years of senior management experience and was co-founder of Silver Wheaton Corp. (now Wheaton Precious Metals Corp.) in 2004 and CEO from 2006 to 2011. Mr. Barnes was Executive Vice President and CFO of Goldcorp Inc. from 2005 to 2006. He is a member of the Institute of Corporate Directors and was a member of the Silver Institute's Board of Directors from 2009 to 2011. In 2010, Mr. Barnes was honoured with the Ernst & Young Entrepreneur Of The Year Special Citation Award for Innovative Global Strategies, along with the Pacific region award for Mining and Metals.

Richard (Rick) Clark – Mr. Clark has been a senior executive with the Lundin Group of companies for past 17 years. Mr. Clark has been the CEO of Orca Gold Inc. since 2016. He also was the President and CEO of Red Back Mining Inc., an intermediate gold producer with a 2010 production of 500,000 ounces per annum. Mr. Clark successfully guided Red Back through all facets of growth including discovery, feasibility, financing and production coupled with successful corporate acquisitions culminating in the $9.2 billion acquisition of Red Back by Kinross Gold Corporation in late 2010. Formerly President, CEO and director of RB Energy Inc. (formerly Sirocco Mining Inc.) from 2014 to 2015. He currently serves as director of Lucara Diamond Corp. and a director of Orca Gold Inc.

Jill Leversage, FCA, CBV – Ms. Leversage has over 30 years' experience in financial services in Vancouver. From 2013-2015 Managing Director at Highland West Capital Ltd., a private merchant bank and as financial consultant from 2012 -2013. Served as Managing Director, Corporate & Investment Banking for TD Securities Ltd. from 2002-2012. Ms. Leversage also currently serves as a Director and Chair of the Audit Committee for the Capital Markets Authority Implementation Organization and as a Director and Chair of the HR and Governance Committee of Partnerships BC. She is a former director of Eagle Star Minerals Corp. from 2011 to 2013, Delta Gold Corporation from 2012 to 2015, and Catalyst Paper Corporation 2013 to 2017. Ms. Leversage is a Chartered Business Valuator and a Fellow of the Institute of Chartered Professional Accountants of BC.

The Board of Directors has determined that each of the Audit Committee members is an "audit committee financial expert" within the meaning of the regulations promulgated by the United States Securities and Exchange Commission and an "independent director" as that term is defined by the rules contained in the NYSE American Company Guide.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on any of the exemptions in Section 2.4, 3.2, 3.3(2), 3.4, 3.5 or 3.6 of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110 or on section 3.8 of NI 52-110. No non-audit services were approved pursuant to a de minimis exemption to the pre-approval requirement.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company.

External Auditor Service Fees

The aggregate fees by the Company's current external auditor, Deloitte LLP, in each of the last two fiscal years are as follows.

	Year ended December 31, 2017 US$	Year ended December 31, 2016 US$
Audit Fees	219,500	271,927
Audit-Related Fees	15,100	103,251
Tax Fees	48,600	112,718
All Other Fees	0	0
Total	$283,200	$487,896

Note: The Canadian and Euro denominated invoices were converted to U.S.$ at yearly average rates (C$ 2017: 0.7705; 2016: 0.7545) (€ 2017: 1.12812; 2016: 1.10702) from Bank of Canada.

The nature of the services provided by Deloitte LLP under each of the categories indicated in the table is described below.

Audit Fees

Audit fees are those incurred for professional services rendered by Deloitte LLP for the audit of the Company's annual consolidated financial statements, for the interim reviews of the Company's unaudited consolidated financial statements, additional services provided in connection with statutory and regulatory filings or engagements, including for the Company's wholly owned subsidiaries, Minera Los Lagartos, S.A. de C.V., Minera Pozo Seco S.A. de C.V., and Minera Sierra Vieja S.A. de C.V.

Audit-Related Fees

Audit-related fees are those incurred for: i) professional services rendered by Deloitte LLP relating to the short form prospectus and ii) professional fees related to the Mexican statutory audit.

Tax Fees *(tax compliance, tax advice and tax planning)*

Tax fees are those incurred for professional services rendered by Deloitte LLP for: tax compliance, including the review of tax returns, tax planning and advisory services relating to common forms of domestic and international taxation (i.e. income tax, capital tax, goods and services tax, payroll tax and value added tax); continued tax planning and advisory services on potential restructuring and spin-out projects; and, preparation of a Transfer Pricing report.

All Other Fees

There are no other fees to report under this category for professional services rendered by Deloitte LLP for the Company.

Compensation Committee

The Compensation Committee is currently comprised of all independent directors: Derek White (Chair), Richard Clark and Richard Colterjohn. The primary objective of this committee is to discharge the Board of Director's responsibilities relating to compensation and benefits of the executive officers and directors of the Company. The Compensation Committee Charter may be obtained under the Company's profile at www.sedar.com and at www.sec.gov.

Corporate Governance and Nomination Committee

The Corporate Governance and Nomination Committee is currently comprised of all independent directors: Richard Colterjohn (Chair), Peter Barnes, and Jonathan Rubenstein The primary objective of this committee is to assist the Board of Directors in fulfilling its oversight responsibilities by (a) identifying individuals qualified to become Board and Board committee members, and recommending to the Board director nominees for appointment or election to the Board, and (b) developing and recommending to the Board corporate governance guidelines for the Company and making recommendations to the Board with respect to corporate governance practices. The Corporate Governance and Nomination Committee Charter may be obtained under the Company's profile at www.sedar.com and at www.sec.gov.

Disclosure Committee

The Disclosure Committee is comprised of George Paspalas (Chair), Larry Taddei, Peter Megaw and Richard Clark. The primary objective of this operational committee is to ensure the Company and all applicable persons meet their obligations under the provisions of securities laws and stock exchange rules by establishing a process for the timely disclosure of all material information, ensuring that all applicable persons understand their obligations to preserve the confidentiality of undisclosed material information and ensuring that all appropriate parties who have undisclosed material information know they are prohibited from insider trading and tipping under applicable law, stock exchange rules and the Timely Disclosure, Confidentiality and Insider Trading Policy, which may be obtained under the Company's profile at www.sedar.com and at www.sec.gov.

Sustainability Committee

The Sustainability Committee is comprised of Jill Leversage (Chair), Derek White and Dan MacInnis. The primary objective of this committee is the overall responsibility for overseeing the development and implementation of policies and procedures for ensuring a safe, healthy work environment and sustainable development.

LEGAL PROCEEDINGS AND REGULATORY ACTIONS

There are no pending or contemplated legal proceedings to which our Company is a party or of which any of our properties is the subject, other than the claims of the Company with respect to its purchase of 41 land rights within the Cinco de Mayo Property boundaries, and the associated surface access negotiations with the local Ejido (see "General Development of the Business" above).

As of December 31, 2017, the Company is not subject to:

(a) any penalties or sanctions imposed against the Company by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2017; or

(b) any other penalties or sanctions imposed by a court or regulatory body against the Company that would likely be considered important to a reasonable investor in making an investment decision; or

(c) settlement agreements the Company entered into before a court relating to securities legislation or with a securities regulatory authority during the financial year ended December 31, 2017.

The Company is unaware of any condition of default under any debt, regulatory, exchange related or other contractual obligation.

INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

No director, executive officer or principal shareholder of the Company, or any associate or affiliate of the foregoing, has had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this AIF that has materially affected or is reasonably expected to materially affect the Company, except as otherwise disclosed in this AIF and as follows:

Dr. Peter Megaw, of Arizona, U.S.A., is the Chief Exploration Officer of the Company. He is remunerated through IMDEX as outlined below, with the exception of equity incentives (stock options and restricted and performance share units), which are granted directly to Dr. Megaw.

Dr. Megaw is a principal of Minera Bugambilias, S.A. de C.V. ("Bugambilias") and Minera Coralillo, S.A. de C.V. ("Coralillo"). The Company acquired the mineral claims which of the Batopilas property in 2005 from Bugambilias and Bugambilias has retained a NSR royalty interest in that property, although a full impairment has been recognized on that property by the Company effective December 31, 2014. The Company acquired the mineral claims of the Guigui property in 2002 from Coralillo and Coralillo has retained a NSR royalty interest in that property although a full impairment has been recognized on that property by the Company effective December 31, 2016. As noted above in "Other Business Risks," Dr. Megaw is also a principal of IMDEX and Cascabel. The Company is obligated to a 2.5% NSR royalty on the Cinco de Mayo property payable to the principals of Cascabel under the terms of an option agreement dated February 26, 2004, whereby the Company acquired a 100% interest in the property from Cascabel, and under the terms of assignment agreements entered into by Cascabel with its principals. A full impairment has been recognized on the Cinco de Mayo Property by the Company effective December 31, 2016. Further, Cascabel has been and will continue to be retained by the Company as a consulting geological firm compensated at industry standard rates.

The Company accrued or paid Cascabel and IMDEX the following fees under the Field Services Agreement:

YEAR ENDED DECEMBER 31, 2017	Cascabel & IMDEX	IMDEX related to Dr. Megaw	US$ Total
General consulting, marketing, investor relations	13,688	378,925	**392,613**
Exploration management, field costs and travel reimbursement	586,803	97,902	**684,705**
Total	600,491	476,827	**1,077,318**
YEAR ENDED DECEMBER 31, 2016	**Cascabel & IMDEX**	**IMDEX/Peter**	**US$ Total**
General consulting, marketing, investor relations	67,125	345,700	**412,825**
Exploration management, field costs and travel reimbursement	619,162	59,018	**678,180**
Total	686,287	404,718	**1,091,005**

Within the Field Services Agreement between the MAG and Cascabel/IMDEX, a 'Right of First Refusal' has been granted to MAG for any silver properties Cascabel/IMDEX may come across. As part of this agreement, Cascabel/IMDEX have agreed to grant MAG the right of first refusal to examine all silver properties currently in their control, or brought to their attention by others. MAG, and solely at MAG's discretion, may lease, option, purchase, joint venture or otherwise acquire an interest in such silver properties as may be known or offered by Cascabel/IMDEX to MAG. In recognition of the work carried out by Cascabel/IMDEX to introduce such properties to MAG, a reasonably negotiated Finder's Fee may be payable by MAG on any new property of merit.

TRANSFER AGENTS AND REGISTRARS

The Company's transfer agent and registrar for its Common Shares is:

Computershare Investor Services Inc.
3rd floor – 510 Burrard Street
Vancouver, British Columbia
Canada V6C 3B9

MATERIAL CONTRACTS

Other than contracts entered into in the ordinary course of business of the Company, the only contracts material to the Company and that were entered into within the most recently completed financial year of the Company or before the most recently completed financial year of the Company but still in effect, are:

- the Shareholders Agreement dated October 10, 2005 between the Company, Peñoles and others relating to Minera Juanicipio. See "Description of the Business – General – Economic Dependence", above.

INTERESTS OF EXPERTS

The Company's technical reports, including the following listed reports are available on the SEDAR website at www.sedar.com and on the SEC's EDGAR website at www.sec.gov.

Adrienne Ross, Ph.D., P.Geo., P.Geol., Gary Methven, P.Eng., Harald Muller, FAusIMM and Carl Kottmeier, P.Eng., all of AMC are the authors responsible for the preparation of the Mineral Resource estimate and Preliminary Economic Assessment for the Juanicipio Project (as defined herein) in Zacatecas State, Mexico, which report was amended and restated on January 19, 2018 and re-titled "Juanicipio NI 43-101 Technical Report (Amended and Restated) and filed on SEDAR on January 19, 2018, which is incorporated by reference herein. This report replaces and supercedes the previously filed reports with respect to the Juanicipio Project.

To the knowledge of the Company, having made reasonable enquiry, none of the experts listed above, or any "designated professional" of such expert, has any registered or beneficial interest, direct or indirect, in any securities or other property of the Company or any of its associates or affiliates.

The Company's auditors, Deloitte LLP, have prepared the report of the independent registered public accounting firm attached to the Company's audited consolidated financial statements for the most recent financial year end. Deloitte LLP is independent within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

ADDITIONAL INFORMATION

Additional information, including details as to directors' and officers' remuneration and indebtedness, principal holders of the Company's Common Shares and of options to purchase Common Shares and certain other matters, is contained in the Company's Information Circular for the annual general and special meeting held on June 15, 2017, which is incorporated herein by reference.

Additional financial information is provided in the Company's consolidated financial statements and Management's Discussion and Analysis for the year ended December 31, 2017.

Copies of the above and additional information relating to the Company may be obtained on the Company's website at www.magsilver.com; on the SEDAR website at www.sedar.com; on the SEC's EDGAR website at www.sec.gov or by calling the Company's investor relations personnel at 604-630-1399.

Schedule "A"

MAG SILVER CORP.

(the "Corporation")

AUDIT COMMITTEE CHARTER

1. General

The Board of Directors of the Corporation (the "Board") has established an Audit Committee (the "Committee") to assist the Board in fulfilling its oversight responsibilities. The Committee will review and oversee the financial reporting and accounting process of the Corporation, the system of internal control and management of financial risks, the external audit process, and the Corporation's process for monitoring compliance with laws and regulations and its own code of business conduct. In performing its duties, the Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Committee member will obtain an understanding of the responsibilities of Committee membership as well as the Corporation's business, operations and risks.

The Corporation's independent auditor is ultimately accountable to the Board and to the Committee. The Board and Committee, as representatives of the Corporation's shareholders, have the ultimate authority and responsibility to evaluate the independent auditor, to nominate annually the independent auditor to be proposed for shareholder approval, to determine appropriate compensation for the independent auditor, and where appropriate, to replace the outside auditor. In the course of fulfilling its specific responsibilities hereunder, the Committee must maintain free and open communication between the Corporation's independent auditors, Board and Corporation management. The responsibilities of a member of the Committee are in addition to such member's duties as a member of the Board.

2. Members

The Board will in each year appoint a minimum of three (3) directors as members of the Committee. All members of the Committee shall be non-management directors and shall be independent within the meaning of all applicable U.S. and Canadian securities laws and the rules of the Toronto Stock Exchange and the NYSE American unless otherwise exempt from such requirements.

None of the members of the Committee may have participated in the preparation of the financial statements of the Corporation or any current subsidiary of the Corporation at any time during the past three years.

All members of the Committee shall be able to read and understand fundamental financial statements and must be financially literate within the meaning of all applicable U.S. and Canadian securities laws or become financially literate within a reasonable period of time following his or her appointment. Additionally, at least one member of the Committee shall be financially sophisticated and shall have past employment experience in finance or accounting, requisite professional certification in accounting, or any other comparable experience or background which results in the individual's financial sophistication, which may include being or having been a chief executive officer, chief financial officer, or other senior officer with financial oversight responsibilities.

3. <u>Duties</u>

The Committee will have the following duties:

- Gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

- Gain an understanding of the current areas of greatest financial risk and whether management is managing these effectively.

- Review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements.

- Review any legal matters which could significantly impact the financial statements as reported on by the Corporation's counsel and engage outside independent counsel and other advisors whenever as deemed necessary by the Committee to carry out its duties.

- Review the Corporation's annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are complete and consistent with the information known to Committee members; determine that the auditors are satisfied that the financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS").

- Pay particular attention to complex and/or unusual transactions such as those involving derivative instruments and consider the adequacy of disclosure thereof.

- Focus on judgmental areas, for example those involving valuation of assets and liabilities and other commitments and contingencies.

- Review audit issues related to the Corporation's material associated and affiliated companies that may have a significant impact on the Corporation's equity investment.

- Meet with management and the external auditors to review the annual financial statements and the results of the audit.

- Evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:

  - actual financial results for the interim period varied significantly from budgeted or projected results;

  - generally accepted accounting principles have been consistently applied;

  - there are any actual or proposed changes in accounting or financial reporting practices; or

- there are any significant or unusual events or transactions which require disclosure and, if so, consider the adequacy of that disclosure.

- Review the external auditors' proposed audit scope and approach and ensure no unjustifiable restriction or limitations have been placed on the scope.

- Recommend to the Board an external auditor to be nominated for appointment by the Corporation's shareholders. Subject to the appointment of the Corporation's external auditor by the Corporation's shareholders, the Committee will be directly responsible for the appointment, compensation, retention and oversight of the work of external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and the external auditor regarding financial reporting. The Corporation's external auditor shall report directly to the Committee.

- Review with the Corporation's management, on a regular basis, the performance of the external auditors, the terms of the external auditor's engagement, accountability and experience.

- The Committee Chair will pre-approve all non-audit services to be provided to the Corporation or its subsidiary entities by the external auditor. The decisions of the Committee Chair relating to the pre-approval of non-audit services must be presented to the full Committee at its next scheduled Committee meeting.

- Consider at least annually the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services obtained by the Corporation, including:

    insuring receipt from the independent auditor of a formal written statement delineating all relationships between the independent auditor and the Company, consistent with the Independence Standards Board Standard No. 1 and related Canadian regulatory body standards;

    considering and discussing with the independent auditor any relationships or services, including non-audit services, that may impact the objectivity and independence of the independent auditor; and

    as necessary, taking, or recommending that the Board take, appropriate action to oversee the independence of the independent auditor.

- Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the public disclosure contained in the Corporation's financial statements, Management's Discussion and Analysis and annual and interim earnings press releases; and must periodically assess the adequacy of those procedures.

- Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

- Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Corporation.

- Establish a procedure for:
  - the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters; and
  - the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls, or auditing matters.
  - Meet separately with the external auditors to discuss any matters that the committee or auditors believe should be discussed privately in the absence of management.
  - Endeavour to cause the receipt and discussion on a timely basis of any significant findings and recommendations made by the external auditors.
  - Ensure that the Board is aware of matters which may significantly impact the financial condition or affairs of the business.
  - Review and oversee all related party transactions.
  - Perform other functions as requested by the Board.
  - If necessary, institute special investigations and, if appropriate, hire special counsel or experts to assist, and set the compensation to be paid to such special counsel or other experts.
  - Review and re-assess annually the adequacy of this Charter and recommend updates to this charter; receive approval of changes from the Board.
  - With regard to the Corporation's internal control procedures, the Committee is responsible to:
  - review the appropriateness and effectiveness of the Corporation's policies and business practices which impact on the financial integrity of the Corporation, including those related to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management; and
  - review compliance under the Corporation's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate; and
  - review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Corporation; and
  - periodically review the Corporation's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
  - Comply with Rule 10A – 3(b)(2), (3), (4) and (5) under the Securities Exchange Act of 1934.

- The Committee Chair will participate in shareholder engagement in regards to matters arising in respect to the Committee's responsibilities.

- Review and approve financial summaries and disclosure made in accordance with the *Extractive Sector Transparency Measures Act.*

4. Chair

The Committee will in each year appoint the Chair of the Committee from among the members of the Committee by a majority vote. In the Chair's absence, or if the position is vacant, the Committee may select another member as Chair. The Chair will not have a casting vote.

5. Meetings

The Committee will meet as often as is required to fulfill its responsibilities or at least once every calendar quarter. Special meetings shall be convened as required. Notices calling meetings shall be sent to all members of the Committee, all Board members and the external auditor. The external auditor of the Corporation must be given reasonable notice of, and has the right to appear before and to be heard at, each meeting of the Committee. At the request of the external auditor, the Committee must convene a meeting of the Committee to consider any matter that the external auditor believes should be brought to the attention of the Board or shareholders of the Corporation.

The Committee may invite such other persons (e.g. without limitation, the President or Chief Financial Officer) to its meetings, as it deems appropriate. In-camera sessions will be held during, or after, every committee meeting (including special meetings) for which any guests including non-independent directors, shall be asked to leave. The CEO shall not attend in-camera sessions of the Committee unless his/her presence is deemed appropriate for a portion of the in-camera session, after which the CEO will be requested to leave.

6. Quorum

A majority of members of the Committee, present in person, by teleconferencing, or by videoconferencing, or by any combination of the foregoing, will constitute a quorum.

7. Removal and Vacancy

A member may resign from the Committee, and may also be removed and replaced at any time by the Board, and will automatically cease to be a member as soon as the member ceases to be a director of the Corporation. The Board will fill vacancies in the Committee by appointment from among the directors in accordance with Section 2 of this Charter or as otherwise permissible under U.S. and Canadian securities laws. Subject to quorum requirements, if a vacancy exists on the Committee, the remaining members will exercise all of the Committee's powers.

8. Authority

The Committee may:

- engage independent counsel and other advisors as it determines necessary to carry out its duties.

- set and pay the compensation for any advisors employed by the Committee; and

- communicate directly with the internal and external auditors.

The Committee may also, within the scope of its responsibilities, seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice, and to ensure the attendance of Corporation officers at meetings as appropriate.

9. Secretary and Minutes

The Chair of the Committee will appoint a member of the Committee or other person to act as Secretary of the Committee for purposes of a meeting of the Committee. The minutes of the Committee meetings shall be in writing and duly entered into the books of the Corporation, and will be circulated to all members of the Board.

10. Funding

The Committee shall be provided with appropriate funding, as determined by the Committee, for payment of (a) compensation to any registered public accounting firm engaged for the purposes of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation; (b) compensation to any advisers employed by the Committee; and (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carry out its duties.

Schedule “B”

Glossary

The following is a glossary of certain terms used in this AIF.

"Ag" is the elemental symbol for silver.

“alluvium” is unconsolidated surficial sediments deposited by water.

“alteration” usually refers to chemical reactions in a rock mass resulting from the passage of hydrothermal fluids.

“anomalous” is a value, or values, in which the amplitude is statistically between that of a low contrast anomaly and a high contrast anomaly in a given data set.

"Au" is the elemental symbol for gold.

“basalt” is volcanic rock, low in quartz content, generally fine grained and dark coloured.

“calcite” refers to calcium carbonate mineral. It is a common constituent of many rock types as well as occurring in veins and alteration assemblages.

“carbonate” refers to minerals which have the formula “X”CO3. Calcite is the most common carbonate mineral. Also rocks composed dominantly of carbonate minerals such as calcite.

“Cascabel” is Minera Cascabel, S.A. DE C.V., a company incorporated pursuant to the laws of the Mexican Republic.

“Common Shares” is the Common Shares without par value in the capital of the Company.

“Company” or “MAG” is MAG Silver Corp., a company under the *Business Corporations Act* (British Columbia).

“Conglomerate” is sedimentary rock composed of gravel and coarser fragments.

“concession” is a defined area for which mineral tenure has been granted by the Mexican government for a period of 50 years to allow exploration and exploitation and may be renewed for another 50 years.

“Cretaceous” is the geological period extending from 135 million to 63 million years ago.

“exploitation” is works aimed at preparation and development of the area comprised by the mineral deposit, as well as work aimed at detaching and extracting the minerals products or substances existing therein.

“exploration” is works performed on land aimed at identifying deposits of minerals or substances, as well as quantifying and evaluating the economically utilizable reserves they contain.

“fault” is a fracture in rock where there has been displacement of the two sides.

“flow” is volcanic rock comprised of flow lava.

“fracture” refers to breaks in a rock, usually due to intensive folding or faulting.

“g/t” refers to grams per tonne (34.2857 g/t = 1.0 troy ounce/ton).

“grade” refers to the concentration of each ore metal in a rock sample, usually given as weight percent. Where extremely low concentrations are involved, the concentration may be given in grams per tonne (g/t) or ounces per ton (oz/t). The grade of an ore deposit is calculated, often using sophisticated statistical procedures, as an average of the grades of a very large number of samples collected from throughout the deposit.

“greywacke” refers to sandstone composed largely of sand-sized rock fragments.

“hydrothermal” refer to hot fluids, usually mainly water, in the earth’s crust which may carry metals and other compounds in solution to the site of ore deposition or wall rock alteration.

“igneous” is a rock formed by the cooling of molten silicate material.

“intrusive” is a rock mass formed below the earth’s surface from magma which has intruded into a pre-existing rock mass.

“Juanicipio Project” is the Juanicipio project described commencing on page 43 of this AIF.

“Lagartos” is Minera Los Lagartos, S.A. DE C.V., a company incorporated pursuant to the laws of the Mexican Republic, the principal of which is the Company.

“magma” refers to molten rock formed within the crust or upper mantle of the earth.

“mill” refers to a facility for processing ore to concentrate and recover valuable minerals.

“Minera Juanicipio” is Minera Juanicipio, S.A. DE C.V., a company incorporated pursuant to the laws of the Mexican Republic, the principals of which are Fresnillo (56%) and the Company (44%).

“Mineral Reserve” is that part of a mineral deposit which could be economically and legally extracted or produced at the time of the reserve determination. The economically mineable part of a Measured or Indicated Mineral Resource demonstrated by at least a preliminary feasibility study. The study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

“Mineral Resource” is a concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the Earth’s crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge. Industry Guide 7 does not provide for the disclosure of “Mineral Resource estimates”.

“mineralization” usually implies minerals of value occurring in rocks.

"net smelter returns royalty" or "NSR" refers to payment of a percentage of mining revenues after deducting applicable smelter charges.

"NSAMT" is Natural Source Audio-frequency Magneto Tellurics.

"ore" is a natural aggregate of one or more minerals which may be mined and sold at a profit, or from which some part may be profitably separated.

"outcrop" is an exposure of rock at the earth's surface.

"oz" is the metric ounce.

"oz/t or opt" refers to troy ounces per ton.

"Pozo Seco", is Minera Pozo Seco, S.A. de C.V., a company incorporated pursuant to the laws of the Mexican Republic, the principal of which is the Company.

"pyrite" is iron sulphide mineral.

"quartz" refers to Si02, a common constituent of veins, especially those containing gold and silver mineralization.

"replacement" refers to the process whereby one mineral is chemically substituted by a later mineral.

"SEC" is the Securities and Exchange Commission of the United States of America.

"silicification" refers to the replacement of the constituents of a rock by quartz.

"skarn" refers to the alteration of carbonate rocks near an intrusion dominated by garnet and pyroxene minerals.

"Sierra Vieja", is Minera Sierra Vieja, S.A. de C.V., a company incorporated pursuant to the laws of the Mexican Republic, the principal of which is the Company.

"tailings" is the material rejected from a mill after recoverable valuable minerals have been extracted.

"Tertiary" is the geological period extending from 63 million to 2 million years ago.

"tonne" or "T" is the Metric ton = 1,000 kilograms or 1,000,000 grams.

"VAT" is an acronym for "Value Added Tax" which, in Mexico, is charged on all goods and services at a rate of 16%. Proprietors selling goods or services must collect VAT on behalf of the government. Goods or services purchased incur a credit for VAT paid. The resulting net VAT is then remitted to, or collected from the Government of Mexico through a formalized filing process. (In Mexico it is referred to as "IVA").

"veinlets" are small veins, generally measuring only a few millimetres in thickness, filling fractures in rocks.

"veins" refer to the mineral deposits that are found filling openings in rocks created by faults or replacing rocks on either side of faults.

“volcaniclastic” refer to the coarse-grained sedimentary rocks (sandstone or conglomerate) composed of fragments of volcanic rocks.

EXHIBIT 99.2

REGISTRANT'S AUDITED ANNUAL CONSOLIDATED FINANCIAL STATEMENTS AND ACCOMPANYING MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE FISCAL YEAR ENDED DECEMBER 31, 2017.

MAG SILVER CORP.

Consolidated Financial Statements
(expressed in thousands of US dollars)

For the years ended December 31, 2017 and 2016

Dated: March 23, 2018

A copy of this report will be provided to any shareholder who requests it.

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Management's Responsibility for the Financial Statements

The preparation and presentation of the accompanying consolidated financial statements, management's discussion and analysis ("MD&A") and all financial information in the Annual Report for MAG Silver Corp. (the "Company") are the responsibility of management and have been approved by the Board of Directors.

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). Financial statements, by nature, are not precise since they include certain amounts based upon estimates and judgments. When alternative methods exist, management has chosen those it deems to be the most appropriate in the circumstances. The financial information presented elsewhere in the Annual Report is consistent with that in the consolidated financial statements.

Management, under the supervision, and with the participation of, the Chief Executive Officer and the Chief Financial Officer, have a process in place to evaluate disclosure controls and procedures and internal control over financial reporting as required by Canadian and U.S. securities regulations. We, as Chief Executive Officer and Chief Financial Officer, will certify our annual filings with the Canadian Securities Administrators, as required in Canada by National Instrument 52-109 – *Certification of Disclosure*, and in the United States with the U.S. Securities and Exchange Commission as required by the Securities Exchange Act of 1934, as amended.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the consolidated financial statements. The Board of Directors carries out this responsibility principally through its Audit Committee, which is independent from management.

The Audit Committee is appointed by the Board of Directors and reviews the consolidated financial statements and MD&A, considers the report of the external auditors, assesses the adequacy of our internal controls, including management's assessment described below, examines and approves the fees and expenses for the audit services, and recommends the independent auditors to the Board of Directors for the appointment by the shareholders. The independent auditors have full and free access to the Audit Committee and meet with it to discuss their audit work, our internal control over financial reporting and financial reporting matters. The Audit Committee reports its findings to the Board of Directors for consideration when approving the consolidated financial statements for issuance to the shareholders and management's assessment of the internal control over financial reporting.

Management's Report on Internal Control over Financial Reporting

Management of MAG Silver Corp. ("MAG" or "the Company") is responsible for establishing and maintaining adequate internal control over financial reporting. Internal control over financial reporting is a process designed by, or caused to be designed under the supervision of the President and Chief Executive Office, and the Chief Financial Officer, and effected by the Board of Directors, management and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS as issued by the IASB. It includes those policies and procedures that:

i. pertain to the maintenance of records that accurately and fairly reflect, in reasonable detail, the transactions and dispositions of assets of MAG;
ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with IFRS as issued by the IASB, and that MAG's receipts and expenditures are made only in accordance with authorizations of management and MAG's directors; and

iii. provided reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of MAG's assets that could have a material effect on the Company's consolidated financial statements.

Due to its inherent limitations, internal control over financial reporting may not prevent or detect misstatements on a timely basis. Also, projections of any evaluation of the effectiveness of internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Management assessed the effectiveness of MAG's internal control over financial reporting as of December 31, 2017, based on the criteria set forth in *Internal Control – Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concludes that, as of December 31, 2017, MAG's internal control over financial reporting was effective.

The effectiveness of MAG's internal control over financial reporting, as of December 31, 2017, has been audited by Deloitte LLP, Independent Registered Public Accounting Firm, who also audited the Company's consolidated financial statements as at and for the year ended December 31, 2017, as stated in their report.

/s/ "George Paspalas"
George Paspalas
Chief Executive Officer

/s/ "Larry Taddei"
Larry Taddei
Chief Financial Officer

March 23, 2018

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of MAG Silver Corp.

Opinion on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of MAG Silver Corp. and subsidiaries (the "Company"), which comprise the consolidated statements of financial position as at December 31, 2017 and December 31, 2016, the consolidated statements of loss and comprehensive loss, consolidated statements of changes in equity and consolidated statements of cash flows for the years then ended, and the related notes, including a summary of significant accounting policies and other explanatory information (collectively referred to as the "financial statements").

In our opinion, the financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 2017 and December 31, 2016, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Report on Internal Control over Financial Reporting

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB), the Company's internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 23, 2018 expressed an unqualified opinion on the Company's internal control over financial reporting.

Basis for Opinion

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards and the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement, whether due to fraud or error. Those standards also require that we comply with ethical requirements. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB. Further, we are required to be independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and to fulfill our other ethical responsibilities in accordance with these requirements.

An audit includes performing procedures to assess the risks of material misstatement of the financial statements, whether due to fraud or error, and performing procedures that respond to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the Company’s preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies and principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a reasonable basis for our audit opinion.

“/s/ Deloitte LLP”

Chartered Professional Accountants
Vancouver, Canada
March 23, 2018

We have served as the Company's auditor since 1999.

Report of Independent Registered Public Accounting Firm

To the Shareholders and the Board of Directors of MAG Silver Corp.

Opinion on Internal Control over Financial Reporting

We have audited the internal control over financial reporting of MAG Silver Corp. and subsidiaries (the "Company") as of December 31, 2017, based on criteria established in *Internal Control—Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). In our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of December 31, 2017, based on criteria established in *Internal Control — Integrated Framework (2013)* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States) (PCAOB) and Canadian generally accepted auditing standards, the consolidated financial statements as at and for the year ended December 31, 2017, of the Company and our report dated March 23, 2018, expressed an unmodified/unqualified opinion on those financial statements.

Basis for Opinion

The Company's management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit. We are a public accounting firm registered with the PCAOB and are required to be independent with respect to the Company in accordance with the U.S. federal securities laws and the applicable rules and regulations of the Securities and Exchange Commission and the PCAOB.

We conducted our audit in accordance with the standards of the PCAOB. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

Definition and Limitations of Internal Control over Financial Reporting

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

"/s/ Deloitte LLP"

Chartered Professional Accountants
Vancouver, Canada
March 23, 2018

MAG SILVER CORP.
Consolidated Statements of Financial Position

(In thousands of US dollars, except shares)

	Note		December 31, 2017		December 31, 2016
ASSETS					
CURRENT					
Cash and cash equivalents	3	$	160,395	$	83,347
Term deposits	3		-		55,000
Accounts receivable	4		160		628
Investments	5		-		718
Prepaid expenses			287		181
TOTAL CURRENT ASSETS			160,842		139,874
INVESTMENTS	5		3,096		-
EQUIPMENT	6		47		54
INVESTMENT IN ASSOCIATE	7		57,074		37,312
EXPLORATION AND EVALUATION ASSETS	8		1,433		-
TOTAL ASSETS		$	222,492	$	177,240
LIABILITIES					
CURRENT					
Trade and other payables		$	936	$	733
COMMITMENTS AND CONTINGENCIES	7,8,15				
DEFERRED INCOME TAXES	16		1,317		589
TOTAL LIABILITIES			2,253		1,322
EQUITY					
Share capital	9		392,554		343,654
Equity reserve			17,719		16,133
Accumulated other comprehensive income			1,214		882
Deficit			(191,248)		(184,751)
TOTAL EQUITY			220,239		175,918
TOTAL LIABILITIES AND EQUITY		$	222,492	$	177,240
SUBSEQUENT EVENTS	17				

ON BEHALF OF THE BOARD (approved on March 23, 2018)

/s/ "Peter Barnes"
Peter Barnes, Director

/s/ "Jill Leversage"
Jill Leversage, Director

See accompanying notes to the consolidated financial statements

MAG SILVER CORP.
Consolidated Statements of Loss and Comprehensive Loss

(In thousands of US dollars, except for shares and per share amounts)

		For the years ended December 31			
	Note		2017		2016
EXPENSES					
Accounting and audit		$	406	$	615
Amortization	6		20		23
Filing and transfer agent fees			290		182
Foreign exchange (gain) loss			(349)		36
General office expenses			755		719
Legal			309		256
Management compensation and consulting fees			2,521		2,397
Mining taxes and other property costs			1,091		257
Impairment of exploration and evaluation assets			-		53,893
Share based payment expense	9b,c,d		2,268		2,263
Shareholder relations			539		515
Travel			324		250
			8,174		61,406
INTEREST INCOME			1,755		1,115
GAIN ON SALE OF AVAILABLE-FOR-SALE SECURITIES	5		-		1,152
CHANGE IN FAIR VALUE OF WARRANTS	5		342		44
EQUITY PICK UP FROM ASSOCIATE	7		308		(1,327)
LOSS FOR THE YEAR BEFORE INCOME TAX		$	(5,769)	$	(60,422)
DEFERRED INCOME TAX (EXPENSE) RECOVERY	16		(728)		4,576
LOSS FOR THE YEAR		$	(6,497)	$	(55,846)
OTHER COMPREHENSIVE INCOME (LOSS)					
Items that may be reclassified subsequently to profit or loss:					
UNREALIZED GAIN ON AVAILABLE-FOR-SALE SECURITIES, NET OF TAXES	5		332		1,198
RECLASSIFICATION TO GAIN ON SALE OF AVAILABLE-FOR-SALE SECURITIES	5		-		(1,152)
			332		46
TOTAL COMPREHENSIVE LOSS		$	(6,165)	$	(55,800)
BASIC AND DILUTED LOSS PER SHARE		$	(0.08)	$	(0.71)
WEIGHTED AVERAGE NUMBER OF SHARES OUTSTANDING - BASIC AND DILUTED			81,184,386		78,482,056

See accompanying notes to the consolidated financial statements

MAG SILVER CORP.

Consolidated Statements of Changes in Equity

(In thousands of US dollars, except shares)

	Note	Common shares without par value: Shares	Common shares without par value: Amount	Equity Reserve	Currency translation adjustment	Unrealized gain on available-for-sale securities	Accumulated other comprehensive income (loss)	Deficit	Total equity
Balance, January 1, 2016		69,407,386	$262,218	$19,993	$ 784	$ 52	$ 836	$(128,905)	$154,142
Stock options exercised	9a,b	691,705	6,632	(1,973)	-	-	-	-	4,659
Stock options exercised cashless	9a,b	325,671	3,823	(3,823)	-	-	-	-	-
Restricted and performance share units converted	9a,c	38,692	327	(327)	-	-	-	-	-
Share based payment	9b,c,d	-	-	2,263	-	-	-	-	2,263
Issued for cash	9a	10,240,750	70,654	-	-	-	-	-	70,654
Unrealized gain on available-for-sale securities	5	-	-	-	-	1,198	1,198	-	1,198
Gain on sale of available-for-sale securities	5	-	-	-	-	(1,152)	(1,152)	-	(1,152)
Net loss		-	-	-	-	-	-	(55,846)	(55,846)
Total Comprehensive Income (Loss)		-	-	-	-	46	46	(55,846)	(55,800)
Balance, December 31, 2016		80,704,204	$343,654	$16,133	$ 784	$ 98	$ 882	$(184,751)	$175,918
Stock options exercised	9a,b	45,400	398	(115)	-	-	-	-	283
Stock options exercised cashless	9a,b	127,845	554	(554)	-	-	-	-	-
Restricted and performance share units converted	9a,c	1,700	13	(13)	-	-	-	-	-
Share based payment	9b,c,d	-	-	2,268	-	-	-	-	2,268
Issued for cash	9a	4,599,641	47,935	-	-	-	-	-	47,935
Unrealized gain on available-for-sale securities	5	-	-	-	-	332	332	-	332
Net loss		-	-	-	-	-	-	(6,497)	(6,497)
Total Comprehensive Income (Loss)		-	-	-	-	332	332	(6,497)	(6,165)
Balance, December 31, 2017		85,478,790	$392,554	$17,719	$ 784	$ 430	$ 1,214	$(191,248)	$220,239

See accompanying notes to the consolidated financial statements

MAG SILVER CORP.
Consolidated Statements of Cash Flows

(In thousands of US dollars, unless otherwise stated)

	Note	For the years ended December 31 2017	2016
OPERATING ACTIVITIES			
Loss for the year		$ (6,497)	$ (55,846)
Items not involving cash:			
Amortization	6	20	23
Change in fair value of warrants	5	(342)	(44)
Deferred income tax expense (recovery)	16	728	(4,576)
Equity pick up from associate	7	(308)	1,327
Impairment of exploration and evaluation assets		-	53,893
Gain on sale of available-for-sale securities	5	-	(1,152)
Share based payment expense	9b,c,d	2,268	2,263
Unrealized foreign exchange (gain) loss		(355)	28
Changes in operating assets and liabilities			
Accounts receivable		469	(301)
Prepaid expenses		(106)	(31)
Trade and other payables		170	(24)
Net cash used in operating activities		(3,953)	(4,440)
INVESTING ACTIVITIES			
Exploration and evaluation expenditures	8	(1,420)	(1,323)
Investment in associate	7	(19,435)	(7,363)
Investment in securities	5	(1,704)	(566)
Net proceeds from sale of available-for-sale securities	5	-	1,369
Purchase of equipment	6	(13)	(39)
Redemption (purchase) of term deposits	3	55,000	(55,000)
Net cash provided by (used in) investing activities		32,428	(62,922)
FINANCING ACTIVITIES			
Issuance of common shares upon exercise of stock options	9	283	4,659
Issuance of common shares, net of share issue costs	9	47,935	70,654
Net cash from financing activities		48,218	75,313
EFFECTS OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS		355	(28)
INCREASE IN CASH AND CASH EQUIVALENTS		77,048	7,923
CASH AND CASH EQUIVALENTS, BEGINNING OF YEAR		83,347	75,424
CASH AND CASH EQUIVALENTS, END OF YEAR		$ 160,395	$ 83,347
TERM DEPOSITS (Maturities in excess of 90 days)	3	$ -	$ 55,000

See accompanying notes to the consolidated financial statements

1. NATURE OF OPERATIONS

MAG Silver Corp. (the "Company" or "MAG") was incorporated on April 21, 1999 under the Company Act of the Province of British Columbia and its shares were listed on the TSX Venture Exchange on April 21, 2000 and subsequently moved to a TSX listing on October 5, 2007.

The Company is an exploration and development company working on mineral properties that it has a direct or indirect interest in, that have either been staked or acquired by way of option agreement. The Company has not yet determined whether these mineral properties contain any economically recoverable ore reserves. The Company defers all acquisition, exploration and development costs related to the properties on which it is conducting exploration. The recoverability of these amounts is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development of the interests, and future profitable production, or alternatively, upon the Company's ability to dispose of its interests on a profitable basis.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory requirements.

Address of registered offices of the Company:
2600 – 595 Burrard Street
Vancouver, British Columbia,
Canada V7X 1L3

Head office and principal place of business:
770 – 800 West Pender Street
Vancouver, British Columbia,
Canada V6C 2V6

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). IFRS comprises IFRSs, International Accounting Standards ("IASs"), and interpretations issued by the IFRS Interpretations Committee ("IFRICs") and the former Standing Interpretations Committee (SICs).

The accounting policies set out below have been applied consistently by the Company and its subsidiaries to all periods presented herein. These consolidated financial statements have been prepared on a historical cost basis except for the revaluation of certain financial instruments, which are stated at their fair value.

These consolidated financial statements were authorized for issuance by the Board of Directors of the Company on March 23, 2018.

(a) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its controlled subsidiaries. Control exists when the Company has power over the investee, is exposed or has rights to variable returns from its involvement with the investee, and has the ability to use its power over the investee to affect the amount of the investor's returns. Subsidiaries are included in the consolidated financial results of the Company from the effective date that control is obtained up to the effective date of disposal or loss of control. The principal wholly-owned subsidiaries as at December 31, 2017 are Minera Los Lagartos, S.A. de C.V., Minera Pozo Seco S.A. de C.V., and Minera Sierra Vieja S.A. de C.V. All intercompany balances, transactions, revenues and expenses have been eliminated upon consolidation.

These financial statements also include the Company's 44% interest in the Juanicipio Joint Venture (*Note 7*), an associate (*Note 2(b)*) accounted for using the equity method.

Where necessary, adjustments have been made to the financial statements of the Company's subsidiaries and associates prior to consolidation, to conform the significant accounting policies used in their preparation to those used by the Company.

(b) Investments in Associates

The Company conducts a portion of its business through an equity interest in associates. An associate is an entity over which the Company has significant influence, and is neither a subsidiary nor a joint arrangement, and includes the Company's 44% interest in Minera Juanicipio S.A. de C.V., a Mexican incorporated joint venture company. The Company has significant influence when it has the power to participate in the financial and operating policy decisions of the associate but does not have control or joint control over those policies.

The Company accounts for its investments in associates using the equity method. Under the equity method, the Company's investment in an associate is initially recognized at cost and subsequently increased or decreased to recognize the Company's share of earnings and losses of the associate and for impairment losses after the initial recognition date. The Company's share of earnings and losses of associates are recognized in profit or loss during the period. Distributions received from an associate are accounted for as a reduction in the carrying amount of the Company's investment.

Impairment

At the end of each reporting period, the Company assesses whether there is any evidence that an investment in associate is impaired. The Company has performed an assessment for impairment indicators of its investment in associate as of December 31, 2017 and noted no impairment indicators. This assessment is generally made with reference to the timing of exploration work, work programs proposed, exploration results achieved, and an assessment of the likely results to be achieved from performance of further exploration by the associate. When there is evidence that an investment in associate is impaired, the carrying amount of such investment is compared to its recoverable amount. If the recoverable amount of an investment in associate is less than its carrying amount, the carrying amount is reduced to its recoverable amount and an impairment loss, being the excess of carrying amount over the recoverable amount, is recognized in the period of impairment.

When an impairment loss reverses in a subsequent period, the carrying amount of the investment in associate is increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in net earnings in the period the reversal occurs.

(c) Significant Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenditures during the reported period. Significant estimates used in preparation of these financial statements include estimates of the net realizable value and any impairment of exploration and evaluation assets and of investment in associates, recoveries of receivable balances, estimates of fair value of financial instruments where a quoted market price or secondary market for the instrument does not exist, provisions including closure and reclamation, share based payment expense, and income tax provisions. Actual results may differ from those estimated. Further details of the nature of these estimates may be found in the relevant notes to the consolidated statements.

(d) Critical judgments

The Company makes certain critical judgments in the process of applying the Company's accounting policies. The following are those judgements that have the most significant effect on the consolidated financial statements:

(i) The Company reviews and assesses the carrying amount of exploration and evaluation assets, and its investment in associates for impairment when facts or circumstances suggest that the carrying amount is not recoverable. Assessing the recoverability of these amounts requires considerable professional technical judgement, and is made with reference to the timing of exploration work, work programs proposed, exploration results achieved by the Company and by others in the related area of interest, and an assessment of the likely results to be achieved from performance of further exploration (see *Notes 2(b) and 2(g)*).

(ii) In the normal course of operations, the Company may invest in equity investments for strategic reasons. In such circumstances, management considers whether the facts and circumstances pertaining to each investment result in the Company obtaining control, joint control or significant influence over the investee entity. In some cases, the determination of whether or not the Company has control, jointly control or significantly influence over the investee entities requires the application of significant management judgment to consider individually and collectively such factors as:

- The purpose and design of the investee entity.
- The ability to exercise power, through substantive rights, over the activities of the investee entity that significantly affect its returns.
- The size of the company's equity ownership and voting rights, including potential voting rights.
- The size and dispersion of other voting interests, including the existence of voting blocks.

- Other investments in or relationships with the investee entity including, but not limited to, current or possible board representation, loans and other types of financial support, material transactions with the investee entity, interchange of managerial personnel or consulting positions.
- Other relevant and pertinent factors.

If the Company determines that it controls an investee entity, it consolidates the investee entity's financial statements as further described in note 2(a). If the Company determines that it jointly controls (a joint venture) or has significant influence (an associate) over an investee entity, then it uses the equity method of accounting to account for its investment in that investee entity as further described in note 2(b). If, after careful consideration, it is determined that the Company neither has control, joint control or significant influence over an investee entity, the Company accounts for the corresponding investment in equity interest as an available-for-sale investment as further described in note 2(e).

(e) Financial instruments

Measurement – initial recognition

Financial assets and financial liabilities are recognized when the Company becomes a party to the contractual provisions of the financial instrument. All financial instruments are measured at fair value on initial recognition plus attributable transaction costs, except for financial assets and financial liabilities classified as fair value through profit and loss ("FVTPL"). The directly attributable transactions costs of financial assets and liabilities classified as FVTPL are expensed in the period in which they are incurred.

Classification and measurement – subsequent to initial recognition

The Company classifies financial instruments as either held-to-maturity, available-for-sale, FVTPL, loans and receivables, or other financial liabilities. Financial assets held to maturity, loans and receivables and other financial liabilities, are subsequently measured at amortized cost. Instruments classified as FVTPL are measured at fair value with changes in fair values recognized in profit or loss. Available-for-sale instruments are measured at fair value with mark-to-market gains and losses recognized in other comprehensive income ("OCI").

The Company has designated its cash and cash equivalent with original maturities less than 90 days, as FVTPL, which is measured at fair value. Term deposits with original maturities in excess of 90 days and accounts receivable are classified as loans and receivables, which are measured at amortized cost. Trade and other payables are classified as other liabilities, which are measured at amortized cost.

Investment in securities such as warrants, that meet the definition of a derivative are classified as FVTPL and are measured at fair value with unrealized gains and losses recognized in profit or loss. Warrants listed on a recognized exchange are valued at the latest available close. Warrants not listed on a recognized exchange, but where a secondary market exists, are valued at independent broker prices (if available) traded within that secondary market. If no secondary market exists, the warrants are valued using the Black Scholes option pricing model. All of the Company's investment in securities have been designated as available-for-sale, and are reported at fair value. Other comprehensive income includes the gains and losses from available-for-sale securities which are not included in profit or loss until realized, and currency translation adjustments on its net investment in foreign operations.

Impairment

The Company assesses at the end of each reporting period whether there is objective evidence that a financial asset or group of financial assets are impaired. Financial assets are considered impaired if objective evidence indicates that a change in the market, economic or legal environment in which the Company invested has had a negative effect on the estimated future cash flows of that asset.

For available-for-sale financial assets, a significant or prolonged decline in fair value is evidence that the asset may be impaired. If such evidence exists, the cumulative loss that has been recognized in accumulated other comprehensive income (loss) is removed and recognized as an impairment of investment in the consolidated statement of loss. The Company evaluates whether a decline in value is significant or prolonged through analysis of the facts and circumstances of the financial assets, the market price of the actively traded securities, the severity of the loss, the financial position and near-term prospects of the investment, length of time the fair value has been below costs, evidence that the carrying amount is recoverable within a reasonable period of time, management's intent and ability to hold the financial assets for a period of time sufficient to allow for any anticipated recovery of fair value and management's market view and outlook. If the value of the previously impaired available-for-sale asset subsequently recovers, additional unrealized gains are recorded in other comprehensive income (loss) and the previously recognized impairment is not reversed.

For financial assets measured at amortized cost, an impairment loss recognized in profit or loss is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the original effective interest rate. Any reversal of impairment is recognized in profit or loss.

(f) Cash, cash equivalents and term deposits

Cash and cash equivalents include cash on hand, bank deposits, and term deposits with original maturities of three months or less.

Term deposits are comprised of bank term deposits with an original term to maturity in excess of three months from date of acquisition.

(g) Exploration and evaluation assets

With respect to its exploration activities, the Company follows the practice of capitalizing all costs relating to the acquisition, exploration and evaluation of its mining rights and crediting all revenues received against the cost of the related interests. Option payments made by the Company are capitalized until the decision to exercise the option is made. If the option agreement is to exercise a purchase option in an underlying mineral property, the costs are capitalized and accounted for as an exploration and evaluation asset. At such time as commercial production commences, the capitalized costs will be depleted on a units-of-production method based on proven and probable reserves. If a mineable ore body is discovered, exploration and evaluation costs are reclassified to mining properties. If no mineable ore body is discovered, such costs are expensed in the period in which it is determined the property has no future economic value.

Exploration and evaluation expenditures include acquisition costs of rights to explore; topographical, geological, geochemical and geophysical studies; exploratory drilling; trenching and sampling; all costs incurred to obtain permits and other licenses required to conduct such activities, including legal, community, strategic and consulting fees; and activities involved in evaluating the technical feasibility and commercial viability of extracting mineral resources. This includes the costs incurred in determining the most appropriate mining/processing methods and developing feasibility studies.

When an exploration project has entered into the advanced exploration phase and sufficient evidence of the probability of the existence of economically recoverable minerals has been obtained, pre-operative expenditures relating to mine preparation works are capitalized to mine development costs. Activities that are typically capitalized include costs incurred to build shafts, drifts, ramps and access corridors to enable ore extraction from underground.

Impairment

Management reviews the carrying amount of exploration and evaluation assets for impairment when facts or circumstances suggest that the carrying amount is not recoverable. This review is generally made with reference to the timing of exploration work, work programs proposed, exploration results achieved by the Company and by others in the related area of interest, and an assessment of the likely results to be achieved from performance of further exploration. When the results of this review indicate that indicators of impairment exist, the Company estimates the recoverable amount of the deferred exploration costs and related mining rights by reference to the potential for success of further exploration activity and/or the likely proceeds to be received from sale or assignment of the rights. When the carrying amounts of exploration and evaluation assets are estimated to exceed their recoverable amounts, an impairment loss is recorded in the statement of loss. The cash-generating unit for assessing impairment is a geographic region and shall be no larger than the operating segment. If conditions that gave rise to the impairment no longer exist, a reversal of impairment may be recognized in a subsequent period, with the carrying amount of the exploration and evaluation asset increased to the revised estimate of recoverable amount to the extent that the increased carrying amount does not exceed the carrying amount that would have been determined had an impairment loss not been previously recognized. A reversal of an impairment loss is recognized in profit or loss in the period the reversal occurs.

(h) Equipment

Equipment is recorded at cost less accumulated amortization and impairment losses if any, and is amortized at the following annual rates:

Computer equipment	30% declining balance
Field and office equipment	30% declining balance
Leasehold improvements	straight line over lease term

When parts of an item of equipment have different useful lives, they are accounted for as separate items (major components) of equipment, and depreciated over their respective useful lives.

(i) Income taxes

Deferred income taxes relate to the expected future tax consequences of unused tax losses and unused tax credits and differences between the carrying amount of statement of financial position items and their corresponding tax values. Deferred tax assets, if any, are recognized only to the extent that, in the opinion of management, it is probable that sufficient future taxable profit will be available to recover the asset. Deferred tax assets and liabilities are adjusted for the effects of changes in tax laws and rates on the date of substantive enactment.

(j) Provisions

Provisions are liabilities that are uncertain in timing or amount. The Company records a provision when and only when:

(i) The Company has a present obligation (legal or constructive) as a result of a past event;

(ii) It is probable that an outflow of resources embodying economic benefits will be required to settle the obligation; and

(iii) A reliable estimate can be made of the amount of the obligation.

Constructive obligations are obligations that derive from the Company's actions where:

(i) By an established pattern of past practice, published policies or a sufficiently specific current statement, the Company has indicated to other parties that it will accept certain responsibilities; and

(ii) As a result, the Company has created a valid expectation on the part of those other parties that it will discharge those responsibilities.

Provisions are reviewed at the end of each reporting period and adjusted to reflect management's current best estimate of the expenditure required to settle the present obligation at the end of the reporting period. If it is no longer probable that an outflow of resources embodying economic benefits will be required to settle the obligation, the provision is reversed. Provisions are reduced by actual expenditures for which the provision was originally recognized. Where discounting has been used, the carrying amount of a provision increases in each period to reflect the passage of time. This increase (accretion expense) is included in profit or loss for the period.

Closure and reclamation

The Company records a provision for the present value of the estimated closure obligations, including reclamation costs, when the obligation (legal or constructive) is incurred, with a corresponding increase in the carrying value of the related assets. The carrying value is amortized over the life of the mining asset on a units-of-production basis commencing with initial commercialization of the asset. The liability is accreted to the actual liability on settlement through charges each period to profit or loss.

The provision for closure and reclamation is reviewed at the end of each reporting period for changes in estimates and circumstances. There was no provision recorded by the Company for closure and reclamation as at December 31, 2017 or December 31, 2016.

The operating company of the Company's investment in associate, Minera Juanicipio, S.A. de C.V., recorded a provision for reclamation and remediation costs of $393 and capitalized a corresponding asset as at December 31, 2017 (December 31, 2016: $313) (see *Note 7*).

(k) Functional currency and presentation currency

The functional currency of the parent and the functional currency of its Mexican subsidiaries and investment in associate is the United States dollar ("US$").

Each entity within the Company determines its own functional currency, and the items included in the financial statements of each entity are measured using that functional currency. The functional currency determination involves certain judgments in evaluating the primary economic environment, and the Company reconsiders the functional currencies of each entity if there is a change in the underlying transactions, events and conditions which determine the primary economic environment.

The Company's reporting and presentation currency is the US$.

(l) Foreign currency transactions

Transactions incurred in currencies other than the Company's functional currency (foreign currencies) are recorded at the rates of exchange prevailing at the dates of the transactions. At each statement of financial position date, monetary assets and liabilities are translated using the period end foreign exchange rate. Non-monetary assets and liabilities are translated using the historical rate on the date of the transaction. Non-monetary assets and liabilities that are stated at fair value are translated using the rate on the date that the fair value was determined. All gains and losses on translation of these foreign currency transactions are included in profit or loss.

(m) Loss per common share

Basic loss per share is based on the weighted average number of common shares outstanding during the period.

Diluted loss per share is computed using the weighted average number of common and common equivalent shares outstanding during the period. Common equivalent shares consist of the incremental common shares upon the assumed exercise of stock options and warrants, and upon the assumed conversion of deferred share units and units issued under the Company's share unit plan, to the extent their inclusion is not anti-dilutive.

As at December 31, 2017, the Company had 2,995,721 (December 31, 2016: 2,814,200) common share equivalents consisting of common shares issuable upon the exercise of outstanding exercisable stock options, restricted and performance share units, and deferred share units. These common share equivalents were not included for the purpose of calculating diluted loss per share as their effect would be anti-dilutive.

(n) Share based payments

The fair value of equity-settled share-based payment awards are estimated as of the date of the grant and recorded as share-based payment expense in the consolidated statements of loss over their vesting periods, with a corresponding increase in equity. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met. Market price performance conditions are included in the fair value estimate on the grant date with no subsequent adjustment to the actual number of awards that vest. Forfeiture rates are estimated on grant date, and adjusted annually for actual forfeitures in the period. Changes to the estimated number of awards that will eventually vest are accounted for prospectively. Share based payment awards with graded vesting schedules are accounted for as separate grants with different vesting periods and fair values.

The fair value of stock options is estimated using the Black-Scholes-Merton option valuation model. The fair value of restricted and deferred share units, is based on the fair market value of a common share equivalent on the date of grant. The fair value of performance share units awarded with market price conditions is determined using the Monte Carlo pricing model and the fair value of performance share units with non-market performance conditions is based on the fair market value of a common share equivalent on the date of grant.

(o) Changes in Accounting Standards

(i) Adoption of new and amended IFRS pronouncements

Certain pronouncements were issued by the IASB that are mandatory for accounting periods after December 31, 2016. Pronouncements that are not applicable to the Company have been excluded from those described below. The following new standards have been adopted effective January 1, 2017:

IAS 7 *Statements of cash flows*. As of January 1, 2017, the Company adopted the amendments within IAS 7 which require disclosure of information enabling users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The adoption of the amendments to IAS 7 did not have a significant impact on the Company's consolidated financial statements.

(ii) Recent accounting pronouncements

The Company has reviewed new accounting pronouncements that have been issued but are not yet effective at December 31, 2017. These include:

IFRS 2 *Share-based payments.* In June 2016, the IASB issued amendments to IFRS 2 Share-based Payment to address certain issues related to the accounting for cash settled awards and the accounting for equity settled awards that include ‘net settlement feature’ in respect of employee withholding taxes. The amendments apply for annual periods on or after January 1, 2018 with early adoption permitted. The Company will adopt this standard on the effective date and no significant impact of adopting the amendment is expected on the consolidated financial statements.

IFRS 9 *Financial Instruments*. In July 2014, the IASB issued the final version of IFRS 9 which replaced IAS 39 *Financial Instruments: Recognition and Measurement*. The new standard replaces the current measurement criteria for financial assets and liabilities with only two classification categories: amortized cost and fair value. The standard is effective for annual periods beginning on or after of January 1, 2018. The Company expects the following impact upon adoption of IFRS 9:

- The Company will make an irrevocable election to continue to measure its equity securities at fair value through other comprehensive income. Under the new standard, all changes in the fair value will be recognized permanently in other comprehensive income with no subsequent transfer into profit or loss, including upon derecognition of the equity securities. The new classification and measurement requirements under IFRS 9 are not expected to have a material impact on the Company's other financial assets and financial liabilities.

IFRS 15 *Revenue from Contracts with Customers.* The final standard on revenue from contracts with customers was issued on May 8, 2014. In July 2015, the IASB determined that the revised effective date for IFRS 15 would be for annual reporting periods beginning on or after January 1, 2018. The Company will adopt this standard on the effective date. Entities have the option of using either a full retrospective or a modified retrospective approach to adopt the guidance. However, the Company's only source of revenue to date is interest income from high interest savings accounts and term deposits, and no significant impact of adopting the amendment is expected on the consolidated financial statements. The Company will further evaluate the impact this standard may have on its consolidated financial statements once revenue from contracts with customers is expected to be generated.

IFRS 16 *Leases*. In January 2016, the IASB published a new accounting standard, IFRS 16 – *Leases* (IFRS 16) which replaces IAS 17 – *Leases* and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019. The Company will adopt this standard on the effective date, and is currently evaluating the impact this standard may have on its consolidated financial statements.

IFRIC 22 *Foreign currency transactions and advance consideration*. In December 2016, the IASB issued IFRS interpretation, IFRIC 22 which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when a related non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency is derecognized. The standard is effective for annual periods beginning on or after January 1, 2018. The Company will adopt this standard on the effective date and no significant impact of adopting the amendment is expected on the consolidated financial statements.

(Expressed in thousands of US dollars unless otherwise stated)

3. CASH AND CASH EQUIVALENTS AND TERM DEPOSITS

The Company's cash and cash equivalents include cash on hand, bank deposits and term deposits with original maturities of three months or less, as follows:

	Interest Rate	December 31, 2017	December 31, 2016
Cash at bank and on hand	0 - 1.70%	$ 30,395	$ 33,347
Term deposits (less than 90 days)	1.57 - 1.75%	130,000	50,000
Cash and cash equivalents		$ 160,395	$ 83,347

Term deposits classified as 'cash equivalents' are comprised of non-redeemable bank term deposits with a term to maturity of less than three months from date of acquisition.

	Interest Rate	December 31, 2017	December 31, 2016
Term deposits	-	$ -	$ 55,000

Term deposits not classified as 'cash equivalents' are comprised of non-redeemable bank term deposits with a term to maturity in excess of three months from date of acquisition.

4. ACCOUNTS RECEIVABLE

	December 31, 2017	December 31, 2016
Goods and services tax ("GST") recoverable	$ 23	$ 19
Mexican value added tax ("IVA") recoverable	30	37
Interest receivable	107	572
	$ 160	$ 628

5. INVESTMENTS

The Company holds investments as follows:

	December 31, 2017	December 31, 2016
Available-for-sale securities	$ 2,435	$ 550
Fair value through profit or loss - warrants	661	168
	$ 3,096	$ 718

(Expressed in thousands of US dollars unless otherwise stated)

During the year ended December 31, 2017, the Company recorded an unrealized gain of $332, net of nil tax, in other comprehensive income (loss) (December 31, 2016: $1,198) on investments designated as available-for-sale instruments. The following table summarizes the movements in available-for-sale securities:

		December 31, 2017		December 31, 2016
Available-for-sale securities, beginning of year	$	550	$	279
Purchase of available-for-sale securities		1,553		442
Unrealized gain for the year		332		1,198
Sale of available-for-sale securities		-		(1,369)
Available-for-sale securities, end of year	$	2,435	$	550

During the year ended December 31, 2017, the Company recorded an unrealized gain of $342, in the statement of loss, on warrants held and designated as fair value through profit and loss (December 31, 2016: $44). The following table summarizes the movements in warrants:

		December 31, 2017		December 31, 2016
Warrants, beginning of year	$	168	$	-
Purchase of warrants		151		124
Change in fair value of warrants		342		44
Warrants, end of year	$	661	$	168

6. EQUIPMENT

Cost		Computer equipment		Office equipment		Leasehold improvements		Total
Balance, January 1, 2016	$	252	$	163	$	7	$	422
Additions		39		-		-		39
Balance, December 31, 2016	$	291	$	163	$	7	$	461
Additions		2		11		-		13
Balance, December 31, 2017	$	293	$	174	$	7	$	474

(Expressed in thousands of US dollars unless otherwise stated)

Accumulated depreciation	Computer equipment	Office equipment	Leasehold improvements	Total
Balance as at January 1, 2016	$ 226	$ 151	$ 7	$ 384
Amortization	19	4	-	23
Balance, December 31, 2016	$ 245	$ 155	$ 7	$ 407
Amortization	14	6	-	20
Balance, December 31, 2017	$ 259	$ 161	$ 7	$ 427

Carrying amounts	Computer equipment	Office equipment	Leasehold improvements	Total
At December 31, 2016	$ 46	$ 8	$ -	$ 54
At December 31, 2017	$ 34	$ 13	$ -	$ 47

7. INVESTMENT IN ASSOCIATE ("MINERA JUANICIPIO S.A. DE C.V.")

The Company acquired a 100% interest in the Juanicipio property effective July 16, 2003. Pursuant to an agreement effective July 1, 2005 (the "Agreement") with Industrias Peñoles, S.A. de C.V. ("Peñoles"), the Company granted Peñoles or any of its subsidiaries an option to earn a 56% interest in the Juanicipio Property in Mexico in consideration for Peñoles conducting $5,000 of exploration on the property over four years and Peñoles purchasing $1,000 of common shares of the Company in two tranches for $500 each.

In mid 2007, Peñoles met all of the earn-in requirements of the Agreement. In December 2007, the Company and Peñoles created an operating company named Minera Juanicipio, S.A. de C.V. ("Minera Juanicipio") for the purpose of holding and operating the Juanicipio Property. In 2008, MAG was notified that Peñoles had transferred its 56% interest of Minera Juanicipio to Fresnillo plc ("Fresnillo") pursuant to a statutory merger. Minera Juanicipio is held 56% by Fresnillo and 44% by the Company. Fresnillo is the operator of Minera Juanicipio, and with its affiliates, beneficially owns 11.4% of the common shares of the Company as at December 31, 2017, as publicly reported. In December 2007, all mineral rights and surface rights relating to the Juanicipio project held by the Company and Peñoles, respectively, were ceded into Minera Juanicipio. Minera Juanicipio is currently governed by a shareholders agreement. All costs relating to the project and Minera Juanicipio are required to be shared by the Company and Fresnillo pro-rata based on their ownership interests in Minera Juanicipio, and if either party does not fund pro-rata, their ownership interest will be diluted in accordance with the Minera Juanicipio shareholders agreement.

The Company has recorded its investment in Minera Juanicipio using the equity basis of accounting. The cost of the investment includes the carrying value of the deferred exploration and mineral and surface rights costs incurred by the Company on the Juanicipio Property and contributed to Minera Juanicipio plus the required net cash investment to establish and maintain its 44% interest.

The Company's investment relating to its interest in the Juanicipio property and Minera Juanicipio is detailed as follows:

(Expressed in thousands of US dollars unless otherwise stated)

		December 31, 2017		December 31, 2016
Joint venture oversight expenditures incurred 100% by MAG	$	754	$	262
Cash contributions to Minera Juanicipio [(1)]		18,700		7,137
Total for the current year		19,454		7,399
Equity pick up of current income (loss) for the year [(2)]		308		(1,327)
Balance, beginning of year		37,312		31,240
Balance, end of year	$	57,074	$	37,312

(1) Represents the Company's 44% share of Minera Juanicipio cash contributions for the year.

(2) Represents the Company's 44% share of Minera Juanicipio's income (loss) for the year, as determined by the Company.

Summary of financial information of Minera Juanicipio (on a 100% basis reflecting adjustments made by the Company, including adjustments for differences in accounting policies):

		December 31, 2017		December 31, 2016
Cash	$	9,639	$	3,573
IVA and other receivables		3,861		842
Total current assets		13,500		4,415
Minerals, surface rights, exploration & development expenditures		116,117		82,017
Total assets	$	129,617	$	86,432
Payables to Peñoles and other vendors	$	1,217	$	348
Total current liabilities		1,217		348
Provision for reclamation and remediation costs		393		313
Deferred income tax liability		6,962		7,926
Total liabilities and equity		8,572		8,587
Shareholders equity		121,045		77,845
Total liabilities and equity	$	129,617	$	86,432

		December 31, 2017		December 31, 2016
Deferred income tax recovery (expense)	$	965	$	(2,134)
Exchange loss		(265)		(881)
Net income (loss)	$	700	$	(3,015)
MAG's 44% equity pick up	$	308	$	(1,327)

(Expressed in thousands of US dollars unless otherwise stated)

Evaluation and exploration expenditures and initial development expenditures, capitalized directly by Minera Juanicipio for the year ended December 31, 2017 amounted to $34,192 (December 31, 2016: $14,821).

There are no direct operating expenses or income in Minera Juanicipio, as all mineral, surface rights, and exploration and development expenditures are capitalized.

8. EXPLORATION AND EVALUATION ASSETS

In 2017, the Company entered into an earn in option agreement with a private group whereby the Company can earn up to a 100% interest in a prospective land claim package. The Company paid $75 upon signing the agreement. To earn 100% interest in the property, the Company must make combined additional cash payments of $425 over the second, third, fourth and fifth annual anniversaries of the agreement, and fund an aggregate of $2,925 in exploration expenditures over a five-year period through May 2022. The Company has incurred the following exploration and evaluation expenditures on the property to December 31, 2017 (December 31, 2016 – Nil):

		December 31, 2017		December 31, 2016
Exploration and evaluation assets:				
Acquisition costs of mineral and surface rights	$	75	$	-
Assays		103		-
Camp and site costs		206		91
Geological and geophysical		806		67
Land taxes and gov't fees		196		336
Legal, community and other consultation costs		47		593
Total for the year		1,433		1,087
Balance, beginning of year		-		52,806
Less: Impairment		-		(53,893)
Balance, end of year	$	1,433	$	-

The Company holds various mineral property claims in Mexico upon which full impairments have been recognized in prior years. As a result, expenditures now incurred to maintain such claims, and in the case of Cinco de Mayo, to potentially restore surface access, are not capitalized as exploration and evaluation assets, but rather are expensed as part of 'mining taxes and other property costs' on the statement of loss and comprehensive loss.

9. SHARE CAPITAL

(a) Issued and outstanding

The Company is authorized to issue an unlimited number of common shares without par value.

At December 31, 2017, there were 85,478,790 shares outstanding (December 31, 2016: 80,704,204).

On November 28, 2017, the Company closed a non-brokered private placement offering and issued 4,599,641 common shares at $10.47 per share, for gross proceeds of $48,158. The Company paid legal and filing costs of $223 resulting in net proceeds of 47,935.

On March 1, 2016, the Company closed a bought deal public offering of 8,905,000 common shares at $7.30 per share, for gross proceeds of $65,006. On March 4, 2016, the over-allotment option granted to the underwriters to purchase up to an additional 1,335,750 common shares was exercised in full for additional gross proceeds of $9,751 for total gross proceeds of $74,757. The Company paid a commission to the underwriters of $3,497 and legal and filing costs totaled an additional $606 resulting in net proceeds of $70,654.

During the year ended December 31, 2017, 45,400 stock options were exercised for cash proceeds of $283. An additional 225,000 stock options were exercised under a less dilutive cashless exercise provision of the plan, whereby 127,845 shares were issued in settlement of the stock options and the remaining 97,155 options were cancelled.

During the year ended December 31, 2016, 691,705 stock options were exercised for cash proceeds of $4,659. An additional 1,125,001 stock options were exercised under a less dilutive cashless exercise provision of the plan, whereby 325,671 shares were issued in settlement of the stock options and the remaining 799,330 options were cancelled.

During the year ended December 31, 2017, 682 restricted share units and 1,018 performance share units were converted into shares (December 31, 2016: 27,918 and 10,774 respectively).

(b) Stock options

The Company has entered into Incentive Stock Option Agreements (“Agreements”) with officers, employees, and directors. On June 15, 2017, the Shareholders re-approved the Company’s rolling Stock Option Plan (the “Plan”). The maximum number of common shares that may be issuable under the Plan is set at 5% of the number of issued and outstanding common shares on a non-diluted basis at any time, provided that the number of common shares issued or issuable under the combined Plan and Share Unit Plan (*Note 9(c)*) shall not exceed 5% of the issued and outstanding common shares of the Company on a non-diluted basis. Options granted under the Plan have a maximum term of 5 years. As at December 31, 2017, there were 1,794,294 stock options outstanding under the Plan and 475,000 inducement options outstanding outside of the Plan.

Stock option grants are recommended for approval to the Board of Directors by the Compensation Committee consisting of three independent members of the Board of Directors. At the time of a stock option grant, the exercise price of each option is set and in accordance with the Plan, cannot be lower than the market value of the common shares at the date of grant.

The following table summarizes the Company’s option activity for the period:

(Expressed in thousands of US dollars unless otherwise stated)

	Year ended December 31, 2017	Weighted average exercise price (C$/option)	Year ended December 31, 2016	Weighted average exercise price (C$/option)
Outstanding, beginning of year	2,254,172	$ 8.71	3,843,105	$ 8.71
Granted	285,522	13.91	227,773	17.55
Exercised for cash	(45,400)	8.19	(691,705)	8.79
Exercised cashless	(225,000)	7.46	(1,125,001)	10.46
Outstanding, end of year	2,269,294	$ 9.50	2,254,172	$ 8.71

During the year ended December 31, 2017, 285,522 stock options were granted with a weighted average grant date fair value of $1,070 or $3.75 per option (December 31, 2016: 227,773 stock options granted with fair value of $1,103 or $4.84 per option).

The Company estimates the fair value of the options using Black-Scholes option pricing model with the following weighted average assumptions:

	December 31, 2017	December 31, 2016
Risk-free interest rate	0.72%	0.94%
Expected volatility	50%	54%
Expected dividend yield	nil	nil
Expected life (*years*)	3	3

The expected volatility assumption was calculated with reference to the Company's historical share price volatility up to the grant date to reflect a term approximate to the expected life of the option.

During the year ended December 31, 2017, 270,400 stock options were exercised (December 31, 2016: 1,816,706), with a weighted average market share price at the date of exercise of C$16.99 (December 31, 2016: C$16.33).

The following table summarizes the Company's stock options outstanding and exercisable as at December 31, 2017:

(Expressed in thousands of US dollars unless otherwise stated)

	Exercise price ($C/option)	Number outstanding	Number exercisable	Weighted average remaining contractual life (years)
(1)	5.35	400,000	400,000	0.79
	5.86	440,000	440,000	0.46
	9.16	21,666	21,666	2.70
	9.28	368,333	368,333	2.93
(1)	9.61	75,000	75,000	0.17
	10.02	187,500	187,500	2.48
	10.04	263,500	263,500	1.50
	13.91	285,522	-	4.93
	17.55	227,773	75,925	3.93
	C$5.35 - C$17.55	2,269,294	1,831,924	2.13

(1) Inducement options issued outside the Company's Plan as an incentive to attract senior officers for employment.

During the year ended December 31, 2017, the Company recorded share based payment expense of $893 (December 31, 2016: $796) relating to stock options vested to employees and consultants in the period.

(c) *Restricted and performance share units*

On June 15, 2017, the Shareholders re-approved a share unit plan (the “Share Unit Plan”) for the benefit of the Company’s officers, employees and consultants. The Share Unit Plan provides for the issuance of common shares from treasury, in the form of Restricted Share Units (“RSUs”) and Performance Share Units (“PSUs”). The maximum number of common shares that may be issuable under the Share Unit Plan is set at 1.5% of the number of issued and outstanding common shares on a non-diluted basis, provided that the number of common shares issued or issuable under the combined Share Unit Plan and Stock Option Plan (*Note 9(b)*) shall not exceed 5% of the issued and outstanding common shares on a non-diluted basis. RSUs and PSUs granted under the Share Unit Plan have a term of 5 years unless otherwise specified by the Board, and each unit entitles the participant to receive one common share of the Company subject to vesting criteria, and in the case of PSUs, performance criteria.

During the year ended December 31, 2017, no RSUs were granted (December 31, 2016: nil) and 682 RSUs were converted and settled in common shares (December 31, 2016: 27,918). As at December 31, 2017, there were 45,838 RSUs issued and outstanding under the Share Unit Plan, all of which have vested and are convertible into common shares of the Company. In the year ended December 31, 2017, the Company recognized a share-based payment expense of $14 relating to RSUs vesting in the year (December 31, 2016: $111).

During the year ended December 31, 2017, 88,665 PSUs were granted which vest after three years of service from date of grant (December 31, 2016: 69,085). The number of PSUs to vest is subject to a market share price performance factor measured over a three-year performance period, resulting in a PSU payout range from 0% or nil PSUs (December 31, 2016: 0% or nil PSUs) to 200% or

177,330 PSUs (December 31, 2016: 200% or 138,170 PSUs). The Company estimated the fair value of the PSUs on grant date using the Monte Carlo simulation model.

In the year ended December 31, 2017, 1,018 PSUs were converted and settled in common shares (December 31, 2016: 10,774). As at December 31, 2017, there were 227,850 PSUs issued and outstanding under the Share Unit Plan, of which 29,151 PSUs have vested and are convertible into common shares of the Company. In the year ended December 31, 2017, the Company recognized a share-based payment expense of $397 (December 31, 2016: $394) relating to PSUs vesting in the period.

(d) Deferred share units

On June 15, 2017, the Shareholders re-approved a Deferred Share Unit Plan (the "DSU Plan") for the benefit of the Company's non-executive directors. The DSU Plan provides for the issuance of common shares from treasury, in the form of Deferred Share Units ("DSUs"). Directors may also elect to receive all or a portion of their annual retainer and meeting fees in the form of DSUs. DSUs may be settled in cash or in common shares issued from treasury, as determined by the Board at the time of the grant. The maximum number of common shares that may be issuable under the DSU Plan is set at 1.0% of the number of issued and outstanding common shares on a non-diluted basis.

During the year ended December 31, 2017, 66,325 DSUs were granted under the plan (December 31, 2016: 63,287). In addition, 13,109 DSUs (December 31, 2016: 9,477) were granted to directors who elected to receive their retainer and meeting fees for the period in the form of DSUs rather than cash. A DSU share-based payment expense of $964 (December 31, 2016: $962) was recognized in the year ended December 31, 2017. Under the DSU plan, no common shares are to be issued, or cash payments made to, or in respect of a participant in the DSU Plan prior to such eligible participant's termination date.

As at December 31, 2017, there are 452,739 DSUs issued and outstanding under the DSU Plan, all of which have vested.

As at December 31, 2017, there are 2,520,721 common shares issuable under the combined share compensation arrangements referred to above (the Plan, the Share Unit Plan and the DSU Plan) representing 2.95% of the issued and outstanding common shares on a non-diluted basis, and there are 2,608,006 share-based awards available for grant under these combined share compensation arrangements.

10. CAPITAL RISK MANAGEMENT

The Company's objectives in managing its liquidity and capital are to safeguard the Company's ability to continue as a going concern and to provide financial capacity to meet its strategic objectives. The capital structure of the Company consists of its equity (comprising of share capital, equity reserve, accumulated other comprehensive income and deficit), net of cash, cash equivalents and term deposits.

Capital as defined above is summarized in the following table:

(Expressed in thousands of US dollars unless otherwise stated)

		December 31, 2017		December 31, 2016
Equity	$	220,239	$	175,918
Cash, cash equivalents and term deposits		(160,395)		(138,347)
	$	59,844	$	37,571

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares annual expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions. The annual and updated budgets are approved by the Board of Directors. The Company does not pay out dividends.

As at December 31, 2017, the Company does not have any long-term debt and is not subject to any externally imposed capital requirements.

The Company currently has sufficient working capital ($159,906 as at December 31, 2017) to maintain all of its properties and currently planned programs for a period in excess of the next year. In management's opinion, the Company is able to meet its ongoing current obligations as they become due. However, the Company may require additional capital in the future to meet its project related expenditures (see *Note 15*), as the Company is currently not generating cash flow from operations, and it may not therefore generate sufficient operating cash flows to meet all of its future expenditure requirements. Future liquidity may depend upon the Company's ability to arrange additional debt or equity financing, as the Company relies on equity financings to fund its exploration and corporate activities.

11. FINANCIAL RISK MANAGEMENT

The Company's operations consist of the acquisition, exploration and development of projects primarily in the Americas. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other price risks. Where material, these risks are reviewed and monitored by the Board of Directors.

(a) Credit risk

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

(Expressed in thousands of US dollars unless otherwise stated)

(i) Trade credit risk

The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant trade credit risk and overall the Company's credit risk has not changed significantly from December 31, 2016.

(ii) Cash

In order to manage credit and liquidity risk the Company's policy is to invest only in highly rated investment grade instruments backed by Canadian commercial banks.

(iii) Mexican value added tax

As at December 31, 2017, the Company had a receivable of $30 from the Mexican government for value added tax (*Note 4*). Management expects the balance to be fully recoverable within the year.

The Company's maximum exposure to credit risk is the carrying value of its cash and term deposits, and accounts receivable, as follows:

		December 31, 2017		December 31, 2016
Cash and cash equivalents	$	160,395	$	83,347
Term deposits		-		55,000
Accounts receivable (*Note 4*)		160		628
	$	160,555	$	138,975

(b) Liquidity risk

The Company has a planning and budgeting process in place to help determine the funds required to support the Company's normal operating requirements, its exploration and development plans, and its various optional property and other commitments (see *Notes 7 and 15*). The annual budget is approved by the Board of Directors. The Company ensures that there are sufficient cash balances to meet its short-term business requirements.

The Company's overall liquidity risk has not changed significantly from the prior year.

(c) Currency risk

The Company is exposed to the financial risks related to the fluctuation of foreign exchange rates, both in the Mexican peso and Canadian dollar, relative to the US$. The Company does not use any derivative instruments to reduce its exposure to fluctuations in foreign exchange rates. The Company is also exposed to inflation risk in Mexico.

Exposure to currency risk

As at December 31, 2017, the Company is exposed to currency risk through the following assets and liabilities denominated in currencies other than the functional currency of the applicable entity:

(Expressed in thousands of US dollars unless otherwise stated)

December 31, 2017 (*in US$ equivalent*)	Mexican peso	Canadian dollar
Cash	$ 8	$ 2,286
Accounts receivable	30	27
Prepaid	3	-
Investments	-	3,096
Accounts payable	(96)	(438)
Net assets exposure	$ (55)	$ 4,971

Mexican peso relative to the US$

Although the majority of operating expenses in Mexico are both determined and denominated in US$, an appreciation in the Mexican peso relative to the US$ will slightly increase the Company's cost of operations in Mexico related to those operating costs denominated and determined in Mexican pesos. Alternatively, a depreciation in the Mexican peso relative to the US$ will decrease the Company's cost of operations in Mexico related to those operating costs denominated and determined in Mexican pesos.

An appreciation/depreciation in the Mexican peso against the US$ will also result in a gain/loss to the extent that the Company holds net monetary assets (liabilities) in pesos. Specifically, the Company's foreign currency exposure is comprised of peso denominated cash, prepayments and value added taxes receivable, net of trade and other payables. The carrying amount of the Company's net peso denominated monetary liabilities at December 31, 2017 is 1,085 pesos (December 31, 2016: 1,051 net pesos). A 10% appreciation in the peso against the US$ would result in a loss at December 31, 2017 of $5 (December 31, 2016: $5), while a 10% depreciation in the peso relative to the US$ would result in an equivalent gain.

C$ relative to the US$

The Company is exposed to gains and losses from fluctuations in the C$ relative to the US$.

As general and administrative overheads in Canada are denominated in C$, an appreciation in the C$ relative to the US$ will increase the Company's overhead costs as reported in US$. Alternatively, a depreciation in the C$ relative to the US$ will decrease the Company's overhead costs as reported in US$.

An appreciation/depreciation in the C$ against the US$ will result in a gain/loss to the extent that MAG, the parent entity, holds net monetary assets (liabilities) in C$. The carrying amount of the Company's net Canadian denominated monetary assets at December 31, 2017 is C$6,236 (December 31, 2016: C$11,842). A 10% appreciation in the C$ against the US$ would result in gain at December 31, 2017 of $497 (December 31, 2016: $882) while a 10% depreciation in the C$ relative to the US$ would result in an equivalent loss.

(Expressed in thousands of US dollars unless otherwise stated)

(d) Interest rate risk

The Company's interest revenue earned on cash is exposed to interest rate risk. A decrease in interest rates would result in lower relative interest income and an increase in interest rates would result in higher relative interest income.

12. FINANCIAL INSTRUMENTS AND FAIR VALUE DISCLOSURES

The Company's financial instruments include cash and cash equivalents, accounts receivable, investments, and trade and other payables. The carrying values of cash and cash equivalents, accounts receivable, and trade and other payables reported in the consolidated statement of financial position approximate their respective fair values due to the relatively short-term nature of these instruments.

Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value hierarchy establishes three levels to classify the inputs to valuation techniques used to measure fair value as described below:

Level 1: Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities.

Level 2: Observable inputs other than quoted prices in Level 1 such as quoted prices for similar assets or liabilities in active markets; quoted prices for identical or similar assets and liabilities in markets that are not active; or other inputs that are observable or can be corroborated by observable market data.

Level 3: Unobservable inputs which are supported by little or no market activity.

The fair value hierarchy gives the highest priority to Level 1 inputs and the lowest priority to Level 3 inputs. The Company's financial assets and liabilities are categorized as follows:

	Year ended December 31, 2017				
	FVTPL	Available for sale	Loans and receivables	Other liabilities	Total
Financial assets					
Cash and cash equivalents	$ 160,395	$ -	$ -	$ -	$ 160,395
Accounts receivables (Note 4)	-	-	160	-	160
Investments (Note 5)	661	2,435	-	-	3,096
Financial liabilities					
Trade and other payables	-	-	-	936	936

(Expressed in thousands of US dollars unless otherwise stated)

	Year ended December 31, 2016				
	FVTPL	Available for sale	Loans and receivables	Other liabilities	Total
Financial assets					
Cash and cash equivalents	$ 83,347	$ -	$ -	$ -	$ 83,347
Term deposits	55,000	-	-	-	55,000
Accounts receivables (Note 4)	-	-	628	-	628
Investments (Note 5)	168	550	-	-	718
Financial liabilities					
Trade and other payables	-	-	-	733	733

The Company's financial assets or liabilities as measured in accordance with the fair value hierarchy described above are:

	Year ended December 31, 2017			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 160,395	$ -	$ -	$ 160,395
Investments (Note 5)(1)	2,435	661	-	3,096
	$ 162,830	$ 661	$ -	$ 163,491

	Year ended December 31, 2016			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 83,347	$ -	$ -	$ 83,347
Term deposits	55,000	-	-	55,000
Investments (Note 5)(1)	15	703	-	718
	$ 138,362	$ 703	$ -	$ 139,065

(1) The fair value of available-for-sale securities quoted in active markets, is determined based on a market approach reflecting the closing price of each particular security as at the statement of financial position date. The closing price is a quoted market price obtained from the exchange that is the principal active market for the particular security, and therefore available-for-sale securities are classified within Level 1 of the fair value hierarchy. The fair values of available-for-sale securities and warrants that are not quoted in active markets are valued based on quoted prices of similar instruments in active markets or using valuation techniques where all inputs are directly or indirectly observable from market data and are classified within Level 2 of the fair value hierarchy.

During the year ended December 31, 2017, the Company's investments previously classified within Level 2 were transferred to Level 1 after the securities were listed on the TSX Venture exchange in December 2017, offset by additions to level 2 for warrants acquired during the year. There were no other transfers between levels 1, 2 and 3 during the year ended December 31, 2017 or during year ended December 31, 2016.

(Expressed in thousands of US dollars unless otherwise stated)

13. SEGMENTED INFORMATION

The Company operates primarily in one operating segment, being the exploration and development of mineral properties in Mexico. The majority of the Company's long term assets are located there and the Company's executive and head office is located in Canada.

14. RELATED PARTY TRANSACTIONS

The Company does not have offices or direct personnel in Mexico, but rather is party to a Field Services Agreement, whereby it has contracted administrative and exploration services in Mexico with MINERA CASCABEL S.A. de C.V. ("Cascabel") and IMDEX Inc. ("IMDEX"). Dr. Peter Megaw, the Company's Chief Exploration Officer, is a principal of both IMDEX and Cascabel, and is remunerated by the Company through fees to IMDEX. In addition to corporate executive responsibilities with MAG, Dr. Megaw is responsible for the planning, execution and assessment of the Company's exploration programs, and he and his team developed the geologic concepts and directed the acquisition of the Juanicipio Project.

During the year, the Company incurred expenses with Cascabel and IMDEX as follows:

	December 31, 2017	December 31, 2016
Fees related to Dr. Megaw:		
Exploration and marketing services	$ 379	$ 346
Travel and expenses	98	59
Other fees to Cascabel and IMDEX:		
Administration for Mexican subsidiaries	92	121
Field exploration services	508	565
	$ 1,077	$ 1,091

All transactions are incurred in the normal course of business, and are negotiated on terms between the parties which are believed to represent fair market value for all services rendered. A portion of the expenditures are incurred on the Company's behalf, and are charged to the Company on a "cost + 10%" basis typical of industry standards. The services provided do not include drilling and assay work which are contracted out independently from Cascabel and IMDEX. Included in trade and other payables at December 31, 2017 is $286 related to these services (December 31, 2016: $255).

Any amounts due to related parties arising from the above transactions are unsecured, non-interest bearing and are due upon receipt of invoices.

The Company holds various mineral property claims in Mexico upon which full impairments have been recognized. The Company is obligated to a 2.5% NSR royalty on the Cinco de Mayo property payable to the principals of Cascabel under the terms of an option agreement dated February 26, 2004, whereby the Company acquired a 100% interest in the property from Cascabel, and under the terms of assignment agreements entered into by Cascabel with its principals.

(Expressed in thousands of US dollars unless otherwise stated)

The immediate parent and ultimate controlling party of the consolidated group is MAG Silver Corp. (incorporated in British Columbia, Canada).

The details of the Company's significant subsidiaries and ownership interests are as follows:

Significant subsidiaries of the Company are as follows:

Name	Country of Incorporation	Principal	MAG' effective interest 2017 (%)	2016 (%)
Minera Los Lagartos, S.A. de C.V.	Mexico	Exploration	100%	100%
Minera Pozo Seco S.A. de C.V.	Mexico	Exploration	100%	100%
Minera Sierra Vieja S.A. de C.V.	Mexico	Exploration	100%	100%

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Minera Juanicipio, S.A. de C.V. ("Minera Juanicipio"), created for the purpose of holding and operating the Juanicipio Property, is held 56% by Fresnillo plc ("Fresnillo") and 44% by the Company. Fresnillo is the operator of Minera Juanicipio, and with its affiliates, beneficially owns 11.4% of the common shares of the Company as at December 31, 2017, as publicly reported. Minera Juanicipio is currently governed by a shareholders agreement. All costs relating to the project and Minera Juanicipio are required to be shared by the Company and Fresnillo pro-rata based on their ownership interests in Minera Juanicipio (see *Note 7*).

During the year, compensation of key management personnel (including directors) was as follows:

		December 31, 2017		December 31, 2016
Salaries and other short term employee benefits	$	1,540	$	1,412
Share based payments (Note 9(b), (c), and (d))		1,409		1,507
	$	2,949	$	2,919

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consists of its Directors, the Chief Executive Officer and the Chief Financial Officer.

15. COMMITMENTS AND CONTINGENCIES

As at December 31, 2017, the Company's contractual obligations and commitments are summarized as follows:

(Expressed in thousands of US dollars unless otherwise stated)

	Property Option Payments (Note 8)	Exploration Commitments (Note 8)	Office and Other Commitments	Total
2018	-	-	166	166
2019	75	-	170	245
2020	100	-	-	100
2021	100	712	-	812
2022	150	750	-	900
	$ 425	$ 1,462	$ 336	$ 2,223

As these consolidated financial statements have been prepared using the accrual basis of accounting (except for cash flow information), these commitments are not recorded as liabilities until incurred or until due under the terms of the option agreement.

The Company makes cash deposits to Minera Juanicipio from time to time as cash called by the operator Fresnillo (*Note 7*). The scale and scope of the Juanicipio project could require development capital in the years ahead exceeding the Company's on hand cash resources. It is unlikely that the Company will generate sufficient operating cash flow to meet these ongoing obligations in the foreseeable future. Accordingly, the Company may need to raise additional capital by issuance of debt or equity in the future.

The Company could be subject to various investigations, claims and legal and tax proceedings covering matters that arise in the ordinary course of business activities. Each of these matters would be subject to various uncertainties and it is possible that some matters may be resolved unfavourably to the Company. Certain conditions may exist as of the date of the financial statements are issued, which may result in a loss to the Company but which will only be resolved when one or more future events occur or fail to occur. The Company is not aware of any such claims or investigations, and as such has not recorded any related provisions and does not expect such matters to result in a material impact on the results of operations, cash flows and financial position.

16. INCOME TAXES

The income taxes recognized in profit or loss is as follows:

	December 31, 2017	December 31, 2016
Current tax (expense) recovery	$ -	$ -
Deferred tax (expense) recovery	(728)	4,576
Total income tax (expense) recovery	$ (728)	$ 4,576

The provision for income taxes reported differs from the amounts computed by applying statutory Canadian federal and provincial tax rates to the loss before tax provision due to the following:

(Expressed in thousands of US dollars unless otherwise stated)

		December 31, 2017		December 31, 2016
Loss for the year before income taxes	$	(5,769)	$	(60,422)
Statutory tax rate		26.00%		26.00%
Recovery of income taxes computed at statutory rates	$	1,500	$	15,710
Share based payments		(588)		(588)
Mexican inflationary adjustments		(80)		1,156
Higher effective tax rate on loss in foreign jurisdiction		93		2,279
Impact of change in statutory tax rates		444		-
Unrecognized deferred tax assets		(4,671)		(12,054)
Mexican income tax impact of mining royalty in Mexico		-		(1,105)
Impact of foreign exchange and other		2,574		(4,504)
Impact of 7.5% mining royalty in Mexico		-		3,682
Total income tax (expense) recovery	$	(728)	$	4,576

The Canadian income tax rate increased from 26% to 27% effective January 1, 2018 with a statutory impact prior to year end. The impact of this change has been reflected in the consolidated financial statements.

The approximate tax effect of each item that gives rise to the Company's unrecognized and recognized deferred tax assets and liabilities as at December 31, 2017 and 2016 are as follows:

	December 31, 2017	December 31, 2016
Tax Losses - deferred tax assets	872	2,753
Excess of tax value of exploration and evaluation assets and investment in associate over book values	1,478	1,558
Unrealized foreign exchange	35	(1,467)
Investments	(98)	(21)
Excess of book value of exploration and evaluation assets and investment in associate over tax values	(3,604)	(3,412)
Net deferred tax liability	(1,317)	(589)

The Company's movement of net deferred tax liabilities is described below:

		December 31, 2017		December 31, 2016
At January 1	$	(589)	$	(5,165)
Deferred income tax expense (recovery) through income statement		(728)		4,576
At December 31	$	(1,317)	$	(589)

(Expressed in thousands of US dollars unless otherwise stated)

The Company has the following deductible temporary differences for which no deferred tax assets have been recognized:

		2017	expiry dates		2016
Tax losses and tax values in excess of book values	$	69,925	*2018 - 2036*	$	52,924
Excess of tax value of exploration and evaluation assets over book values		21,103	*no expiry*		23,432
Financing fees		3,657	*2037 - 2040*		4,857
Cumulative eligible capital		0	*no expiry*		388
Other		2,977	*no expiry*		762
Total	$	97,662		$	82,363

At December 31, 2017, the Company has non-capital loss carry forwards in Canada aggregating $40,373 (December 31, 2016: $28,261) which expire over the period between 2026 to 2037, available to offset future taxable income in Canada, and the Company has capital loss carry forwards in Canada of $1,635 (December 31, 2016: $259) which are available only to offset future capital gains for Canadian tax purposes and may be carried forward indefinitely.

At December 31, 2017, the Company has tax loss carry forwards in Mexico aggregating $32,249 (December 31, 2016: $28,884) which expire over the period 2019 to 2027, available to offset future taxable income in Mexico.

At December 31, 2017, the Company has $23 (December 31, 2016: $98) included in cash that is held by foreign subsidiaries, and hence not available to fund domestic operations unless the funds were repatriated. There are no taxes payable on the funds should the Company choose to repatriate them, however, the Company does not intend to repatriate these funds in the next year.

17. SUBSEQUENT EVENTS

Subsequent to December 31, 2017, the Company:

a. Issued 21,964 common shares pursuant to the exercise of 75,000 stock options at C$9.61 exercised under a less dilutive cashless exercise provision of the plan, whereby 21,964 shares were issued in settlement of the stock options, and the remaining 53,036 options were cancelled.

b. Issued 2,495 common shares upon the conversion of 2,495 RSUs.

MAG SILVER CORP.

Management's Discussion & Analysis
For the years ended December 31, 2017 and 2016

Dated: March 23, 2018

A copy of this report will be provided to any shareholder who requests it.

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The following Management's Discussion and Analysis ("MD&A") focuses on the financial condition and results of operations of MAG Silver Corp. ("MAG" or the "Company") for the years ended December 31, 2017 and 2016. It is prepared as of March 23, 2018 and should be read in conjunction with the audited consolidated financial statements of the Company for the years ended December 31, 2017 and 2016, together with the notes thereto which are available on SEDAR and EDGAR or on the Company website at www.magsilver.com.

All dollar amounts referred to in this MD&A are expressed in thousands of United States dollars ("US$") unless otherwise stated. The functional currency of the parent, its Mexican subsidiaries and its investment in associate, is the US$.

The common shares of the company trade on the Toronto Stock Exchange and on the NYSE American (formerly NYSE MKT) both under the symbol MAG. The Company is a reporting issuer in the Provinces of British Columbia, Alberta, Saskatchewan, Manitoba, Ontario, Nova Scotia, New Brunswick, Prince Edward Island and Newfoundland and Labrador and is a reporting "foreign issuer" in the United States of America. The Company believes it is a Passive Foreign Investment Company ("PFIC"), as that term is defined in Section 1297 of the U.S. Internal Revenue Code of 1986, as amended, and believes it will be a PFIC for the foreseeable future. Consequently, this classification may result in adverse tax consequences for U.S. holders of the Company's common shares. For an explanation of these effects on taxation, U.S. shareholders and prospective U.S. holders of the Company's common shares are encouraged to consult their own tax advisers.

Qualified Person

Unless otherwise specifically noted herein, all scientific or technical information in this MD&A, including assay results and reserve estimates, if applicable, is based upon information prepared by or under the supervision of, or has been approved by Dr. Peter Megaw, Ph.D., C.P.G., a certified professional geologist who is a "Qualified Person" for purposes of National Instrument 43-101, *Standards of Disclosure for Mineral Projects* ("National Instrument 43-101" or "NI 43-101"). Dr. Megaw is not independent as he is an officer and a paid consultant of the Company (see *Related Party Transactions* below).

Cautionary Note Regarding Forward-Looking Statements

Certain information contained in this MD&A, including any information relating to the Company's future oriented financial information are forward-looking statements within the meaning of the US Private Securities Litigation Reform Act of 1995 and applicable Canadian securities laws (collectively "forward-looking statements"). All statements in this MD&A, other than statements of historical facts are forward-looking statements, including statements regarding the anticipated time and capital schedule to production; estimated project economics, including but not limited to, mill recoveries, payable metals produced, production rates, payback time, capital and operating and other costs, Internal Rate of Return ("IRR"), anticipated life of mine, and mine plan; expected upside from additional exploration; expected capital requirements; and other future events or developments. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. These forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from results projected in such forward-looking statements. Although MAG believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Factors that could cause actual results to differ materially from those in forward-looking statements including, but not limited to, commodities prices; changes in expected mineral production performance; unexpected increases in capital costs; exploitation and exploration results; continued availability of capital and financing; differing results and recommendations in the feasibility study commissioned by Minera Juanicipio; the lack of a formal production decision by Minera Juanicipio; risks related to holding a minority investment interest in the Juanicipio Property; and general economic, market or business conditions. In addition, forward-looking statements are subject to various risks, including but not limited to operational risk; environmental risk; political risk; currency risk; capital cost inflation risk; that data is incomplete or inaccurate; the limitations and assumptions within drilling, engineering and socio-economic studies relied upon in preparing the 2017 PEA (as defined herein); and market risks. The reader is referred to the Company's filings with the SEC and Canadian securities regulators for disclosure regarding these and other risk factors. There is no certainty that any forward-looking statement will come to pass and investors should not place undue reliance upon forward-looking statements. The Company does not undertake to provide updates to any of the forward-looking statements in this MD&A, except as required by law.

Assumptions have been made including, but not limited to, the Company's ability to carry on its various exploration and development activities including project development timelines, the timely receipt of required approvals and permits, the price of the minerals the Company produces, the costs of operating, exploration and development expenditures, the impact on operations of the Mexican Tax Regime, and the Company's ability to obtain adequate financing. The Company cannot assure you that actual events, performance or results will be consistent with these forward-looking statements, and management's assumptions may prove to be incorrect. The forward-looking statements in this MD&A speak only as of the date hereof and we do not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations or opinions should change other than as required by applicable law. There is no certainty that any forward-looking statement will come to pass and investors should not place undue reliance upon forward-looking statements.

Note regarding Non-GAAP Measures

This MD&A presents certain financial performance measures, including all in sustaining costs ("AISC"), cash cost and total cash cost that are not recognized or standardized measures under International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS"), and therefore may not be comparable to data presented by other silver producers. The Company believes that these generally accepted industry measures are relevant indicators of potential operating performance. Non-GAAP financial performance measures should be considered together with other data prepared in accordance with IFRS. This MD&A contains non-GAAP financial performance measure information for a project under development incorporating information that will vary over time as the project is developed and mined. It is therefore not practicable to reconcile these forward-looking non-GAAP financial performance measures to GAAP measures.

More information about the Company including its AIF and recent financial reports is available on SEDAR at www.sedar.com and on the U.S. Securities and Exchange Commission's EDGAR website at www.sec.gov.

Cautionary Note to Investors Concerning Estimates of Indicated and Inferred Mineral Resources

This MD&A uses the terms "Indicated Mineral Resources" and "Inferred Mineral Resources". MAG advises investors that although these terms are recognized and required by Canadian regulations (under

National Instrument 43-101 Standards of Disclosure for Mineral Projects), the U.S. Securities and Exchange Commission does not recognize these terms. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into reserves. In addition, "Inferred Mineral Resources" have a great amount of uncertainty as to their existence. It cannot be assumed that all or any part of an Inferred Mineral Resource will ever be upgraded to a higher category. Under Canadian rules, estimates of Inferred Mineral Resources are considered too geologically speculative to have the economic considerations applied to them to enable them to be categorized as mineral reserves and, accordingly, Inferred Mineral Resources may not form the basis of feasibility or pre-feasibility studies, or economic studies except for a "Preliminary Economic Assessment" as defined under NI 43-101. **Investors are cautioned not to assume that part or all of an Inferred Resource exists, or is economically or legally mineable.**

1. DESCRIPTION OF BUSINESS

The Company is a Vancouver-based mineral exploration and development company that is focused on the acquisition, exploration and development of district scale projects located primarily in the Americas. The Company's principal asset is a 44% interest in the Juanicipio joint venture (the "Juanicipio Project") located in Mexico. The Company also owns a 100% interest in the Cinco de Mayo Project, also located in Mexico.

Juanicipio Project

The Company owns 44% of Minera Juanicipio S.A. de C.V. ("Minera Juanicipio"), a Mexican incorporated joint venture company, which owns the high-grade Juanicipio Project, located in the Fresnillo District, Zacatecas State, Mexico. Both exploration and development of the Juanicipio Project are being carried out by the project operator, Fresnillo plc ("Fresnillo"), which holds the remaining 56% interest in the joint venture.

The major assets associated with the Juanicipio Project are high-grade silver-gold-lead-zinc epithermal vein deposits. The primary vein, the Valdecañas Vein, is an en echelon system comprised of overlapping East and West Veins and several smaller vein splays – the term "Valdecañas Vein" is used to refer to this en echelon system at times.

Exploration and development programs for the Juanicipio Project are designed by the Minera Juanicipio Technical Committee, and approved by the Minera Juanicipio Board of Directors. The Company's share of costs is funded primarily through its 44% interest in Minera Juanicipio, and to a lesser extent, incurred directly by the Company to cover expenses related to parallel technical studies and analyses commissioned by the Company, as well as direct project oversight. Minera Juanicipio is governed by a shareholders agreement and corporate by-laws, pursuant to which each shareholder is to provide funding pro rata to its interest in Minera Juanicipio, and if either party does not fund pro rata, their ownership interest will be diluted in accordance with the shareholders agreement.

Underground development commenced at the Juanicipio Project on October 28, 2013 based on recommendations made to Minera Juanicipio in a 2012 Preliminary Economic Assessment (the "2012 PEA") carried out by AMC Mining Consultants (Canada) Ltd. ("AMC") (see Press Release dated September 14, 2012) ("2012 PEA"). The 2012 PEA was subsequently superseded in 2014 by Roscoe Postle Associates Inc. ("RPA") in their amended and restated NI 43-101 Technical Report documenting a 2014 updated Mineral Resource estimate, filed on SEDAR on July 3, 2014 (see Press Release dated May 27, 2014).

With the drilling success on the Juanicipio Project since 2014 and the discovery of the new Deep Zone (see '*Juanicipio Resource Update and 2017 PEA*' below), and the resulting project scope changes announced by Fresnillo in 2017, the 2012 PEA and the 2014 Mineral Resource estimates became obsolete. As a result, MAG commissioned AMC to prepare a Resource Estimate and Preliminary Economic Assessment for the Juanicipio Project (collectively, the "2017 PEA"), which was completed according to the NI 43-101 *Standards of Disclosure for Mineral Projects* and announced by the Company on November 7, 2017 (see Press Release of said date), with the MAG Silver Juanicipio NI 43-101 Technical Report (Amended and Restated) filed on SEDAR on January 19, 2018.

The 2017 PEA includes a new resource estimate and various mine design upgrades incorporated into a revised mine plan for the project as discussed below in '*Juanicipio Resource Update and 2017 PEA.*'

Based on the 2017 PEA, the Company views the Juanicipio Project as a robust, high-grade, high-margin underground silver project exhibiting low development risks. At a planned production rate of 4,000 tonnes per day ("tpd"), the Juanicipio Project is expected to produce a payable total of 183 million silver ounces, 750 thousand gold ounces, 1.3 billion pounds of zinc and 812 million pounds of lead over an initial 19 years of mine life, with an opportunity to consider and assess the recoverability of copper as well.

The economic analysis in the 2017 PEA is preliminary in nature and is based, in part, on Inferred Mineral Resources that are considered too speculative geologically to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There is no certainty that a Preliminary Economic Assessment will be realized (see '*Risks and Uncertainties*' below).

Cinco de Mayo Project

The Company owns 100% of the mineral concessions comprising the Cinco de Mayo Project. The property is located approximately 190 kilometres northwest of the city of Chihuahua, in northern Chihuahua State, Mexico, and covers approximately 25,113 hectares. The primary concessions of the Cinco de Mayo Project were acquired by way of an option agreement dated February 26, 2004, and the property remains subject to a 2.5% net smelter returns royalty (see *Related Party Transactions* below). The project consists of four major mineralized zones: the Upper Manto silver-lead-zinc inferred resource; the Pegaso deep discovery; the non-core Pozo Seco high grade molybdenum-gold resource; and the surrounding Cinco de Mayo exploration area. As the Company has been unable to negotiate a renewed surface access agreement with the local Ejido, a full impairment was recognized in the year ended December 31, 2016.

The Company believes that the Cinco de Mayo Project has significant geological potential and will continue to maintain its mineral concessions in good standing. Efforts to regain surface access are ongoing, although the Company has no current plans to conduct any geological exploration programs on the property.

2. HIGHLIGHTS

- ✓ New expanded Juanicipio Resource Estimate and robust 2017 PEA announced November 7, 2017 with Base Case (1) highlights (100% basis) as follows:
  - Low life of mine ("LOM") AISC of $5.02/ounce ("oz") of silver over an initial 19 years of mine-life;
  - Process plant ramp up to a throughput rate of 1.4 million tonnes/year (4,000 tpd);
  - LOM payable production of 183 million oz of silver, and on a silver equivalent basis 352 million oz(1);
  - Base case pre-tax IRR 64.5%; after tax IRR 44.5%;
  - Base case pre-tax Net Present Value ("NPV") at a 5% discount rate of $1.86 billion; after tax NPV of $1.14 billion;
  - Initial capital costs on 100 % basis as of January 1, 2018 of $360 million ("M") (MAG's 44% $158.4 M);
  - Accelerated early silver flow gives less than a 2-year payback from plant startup.

(1) Base Case metal prices of $17.90/oz for silver; $1250/oz for gold; $0.95/pound ("lb") for lead and $1.00/lb for zinc. Projected Silver Equivalent calculated using the Base Case metal recoveries and Base Case metal prices.

- ✓ Underground development intensified with additional contractors brought in to increase underground development rate.

- ✓ Permitting based on an upgraded mine design submitted in 2017 and received subsequent to the year end according to the operator, Fresnillo.

- ✓ Independent feasibility study by AMC expected to be completed in the 2nd quarter of 2018, as required for a production decision under the Minera Juanicipio Shareholders' Agreement.

- ✓ Formal Minera Juanicipio and respective Joint Venture partner Board approvals expected upon completion of the feasibility study.

- ✓ 20,000 metre exploration drill program in process (assays pending).

- ✓ Directional drilling being utilized to infill and expand the Deep Zone.

- ✓ Closed a non-brokered private placement offering for gross proceeds of $48,158.

- ✓ Company is well funded (cash and cash equivalents totaling $160,395 as at December 31, 2017).

3. FINANCING ACTIVITIES

Financing

On November 28, 2017, the Company closed a non-brokered private placement offering and issued 4,599,641 common shares at $10.47 per share, for gross proceeds of $48,158. The Company paid legal and filing costs of $223 resulting in net proceeds of $47,935. The Company intends to use the net proceeds of the offering primarily to fund development and exploration expenditures at the Juanicipio Property and for working capital and general corporate purposes (see "*Liquidity and Capital Resources*" below).

(expressed in thousands of US dollars except as otherwise noted)

4. JUANICIPIO RESOURCE UPDATE AND 2017 PEA

The 2017 PEA incorporates major overall project upgrades highlighted by the delineation and provision for mining of greatly expanded Indicated and Inferred Mineral Resources in the recently discovered (2015) "Deep Zone." The volume of these new base metal-rich Deep Zone Resources contributed to a significant expansion of project scope and enhancements to most aspects of the mine design.

2017 PEA BASE CASE (1) HIGHLIGHTS - reported on a 100% project basis:

- **4,000 tpd production rate with an initial 19 years of mine life;**
- **Enhanced project engineering, including: new plant and tailings location on flat, open ground; underground crusher and ore conveyor system; ramp expansions and internal shaft (winze);**
- **Low AISC of $5.02 per oz of silver;**
- **$360 M initial capital cost from January 1, 2018 to projected production start-up in H1, 2020;**
- **Payback in less than two years after plant start-up;**
- **Pre-tax Net Present Value ("NPV") at a 5% discount rate of $1.86 billion and an IRR of 64.5%, and;**
- **After-tax NPV at a 5% discount rate of $1.14 billion and an IRR of 44.5%.**

(1) The 2017 PEA Base Case uses a 5% discount rate and metal prices of $17.90 per oz of silver, $1,250/oz of Gold, $0.95 per pound ("lb") of Lead and $1.00/lb of Zinc.

The 2017 PEA sensitivity analysis presents a range of metal pricing scenarios on both a pre-tax and after-tax basis. **Table 1** below is reproduced from the 2017 PEA and illustrates the effect of various price levels on key economic measures.

Table 1: Metal Price Sensitivity Analysis:

Discount Rate (5%)		**Base Case**		
Metal Prices:				
Silver ($/oz)	14.50	**17.90**	19.50	23.00
Gold ($/oz)	1,000	**1,250**	1,300	1,450
Lead ($/lb)	0.75	**0.95**	0.95	1.15
Zinc ($/lb)	0.75	**1.00**	1.05	1.20
Copper ($/lb)	N/A – Copper excluded for purposes of 2017 PEA (2)			
Economics:				
Pre-Tax NPV (M)	$1,080	**$1,860**	$2,104	$2,776
After-Tax NPV (M)	$ 635	**$1,138**	$1,295	$1,729
Pre-Tax IRR	45%	**64%**	71%	86%
After-Tax IRR	30%	**44%**	49%	61%

2017 vs 2012 (1)	
23.39	
1,257	
0.95	
0.91	
2017	**2012 (1)**
$2,427	$1,762
$1,503	$1,233
83%	54%
58%	43%

(expressed in thousands of US dollars except as otherwise noted)

Undiscounted life of mine ("LOM") after tax cash flow (M)	$1,170	**$1,995**	$2,243	$2,945	$2,542	$2,162
Cash cost[4] $/oz Ag (net of credits)	(0.35)	**(3.94)**	(4.45)	(6.90)	(3.11)	(0.03)
Total Cash cost[5] $/oz Ag	3.50	**2.39**	2.63	2.29	4.89	N/A[3]
AISC[6] $/oz Ag	6.13	**5.02**	5.25	4.92	7.51	N/A[3]
Payback (Years) From Plant Start up (based on after tax cash-flows)	2.6	**1.8**	1.6	1.2	1.2	2.1

Notes:
1) This column is based on metal prices used in the previous 2012 Juanicipio PEA, and has been provided in order to allow a comparison of PEA economics (2017 vs 2012) and demonstrate the economic effects on the project of the expanded resource and enhanced mine design. (A Corporate Tax Rate of 28% was used in 2012 (30% in 2017) and in 2012 there was no Special Mining Duty (7.5% in 2017) or gold/silver Royalty, (0.5% in 2017), the latter both imposed in 2014. Exchange rate of 12.86 Mexican Pesos per US$ was used in 2012 (18.46 Mexican Pesos per US$ in 2017)).
2) Although the 2017 resource for the Deep Zone now includes copper (see below), no copper circuit has been included in the 2017 PEA as no metallurgical testing and recovery assessment for copper has yet been completed.
3) See Press Release June 14, 2012. Total Cash cost and AISC per oz. of silver were not calculated for the 2012 report.
4) Cash costs include all operating costs, smelter, refining and transportation charges, net of by-product (gold, lead and zinc) revenues.
5) Total cash costs include cash costs and all corporate taxes, special mining duty, and precious metals royalty.
6) The projected AISC was calculated by the authors of the 2017 PEA at a cost of $5.02/Ag by summing life of mine offsite and operating costs, taxes, duties and royalties and sustaining capital, all net of by-product revenues, and dividing the resulting total by the total payable ounces of silver projected to be produced over the life of mine. AISC is not a recognized measure under IFRS and this projected financial measure may not be comparable to AISC metrics presented by other silver producers.

While the results of the 2017 PEA are promising, by definition a Preliminary Economic Assessment is preliminary in nature and includes Inferred Mineral Resources that are considered too geologically speculative to have the economic considerations applied to them that would enable them to be categorized as Mineral Reserves. There can therefore be no certainty that the results in the 2017 PEA will be realized. Fresnillo is the project operator and the actual development plan and timeline may be materially different (see '*Feasibility Study*' and '*Risks and Uncertainties*' below). It is also important to note that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability and there is no certainty that Mineral Resources will ever become Mineral Reserves.

Table 1 above highlights how the project's low costs and high silver grades have the ability to generate resilient, highly positive and high margin economics across a range of metal-price scenarios, with the greatest metal price sensitivity being to the silver price, and to a lesser degree, to the price of zinc. Silver and zinc account for 52% and 21%, respectively, of the gross revenue under the Base Case scenario. The impact of varying silver and zinc prices on the after-tax NPV and IRR is outlined below in **Table 2**.

(expressed in thousands of US dollars except as otherwise noted)

Table 2: Impact of varying silver and zinc pricing on after-tax NPV and IRR(1):

Zinc Price ($/lbs)	After-tax NPV 5% (M US$) / After-tax IRR (%)					
$1.75	$768 / 26%	$1,065 / 36%	$1,361 / 45%	$1,657 / 55%	$1,953 / 65%	$2,249 / 74%
$1.50	$647 / 24%	$943 / 33%	$1,240 / 44%	$1,536 / 54%	$1,832 / 63%	$2,128 / 73%
$1.25	$526 / 21%	$822 / 31%	$1,118 / 42%	$1,415 / 52%	$1,711 / 62%	$2,007 / 71%
$1.00	$405 / 18%	$701 / 29%	$997 / 40%	$1,293 / 50%	$1,590 / 60%	$1,886 / 70%
$0.75	$284 / 15%	$580 / 26%	$876 / 37%	$1,172 / 48%	$1,469 / 58%	$1,765 / 68%
Silver Price ($/oz)	**$8.00**	**$12.00**	**$16.00**	**$20.00**	**$24.00**	**$28.00**

(1) *Gold at $1,250/oz and Lead at $0.95/lb*

2017 MINERAL RESOURCE HIGHLIGHTS - reported on a 100% project basis:

- **High grade silver-rich Bonanza Zone (basis for development to date) containing:**
  - **8.2 M Indicated Resource tonnes at 550 grams per tonne ("g/t") silver; and,**
  - **2.0 M Inferred Resource tonnes at 648 g/t silver.**
- **Significantly expanded Mineral Resource for the base metal-rich Deep Zone, containing:**
  - **4.7 M Indicated Resource tonnes with 209 g/t silver, 2.96% lead, 4.73% zinc, and 0.23% copper; and,**
  - **10.1 M Inferred Resource tonnes with 151 g/t silver, 2.69% lead, 5.05% zinc, and 0.31% copper.**
- **Consistent gold across both zones, containing:**
  - **12.8 M Indicated Resource tonnes at 2.10 g/t gold; and,**
  - **12.1 M Inferred Resource tonnes at 1.44 g/t gold.**

The updated independent Mineral Resource estimate was generated using a cut-off Net Smelter Return ("NSR") value of $55/t and drilling data available up to December 31, 2016. This estimate has an effective date of October 21, 2017 (see **Table 3**) and reflects the results of both infill and exploration holes drilled in 2014 through 2016, with the greatest increase shown within the Deep Zone discovered in 2015. The Valdecañas Vein displays well the vertical mineralization gradations from upper silver-rich zones to deep base metal-dominant areas that are typical of Fresnillo District veins and epithermal silver veins in general. Because of this vertical compositional zonation, and significant dimensional increases with depth, the Mineral Resource estimate has been manually divided into the Bonanza Zone and the Deep Zone to highlight the definition of each zone.

Table 3: Juanicipio Project Mineral Resource estimate by zone (October 21, 2017):

Zone	Resource Category	Tonnes (Mt)	Ag (g/t)	Au (g/t)	Pb (%)	Zn (%)	Cu (%)	Ag (Moz)	Au (Koz)	Pb (Mlbs)	Zn (Mlbs)	Cu (Mlbs)
Bonanza Zone	Indicated	8.17	550	1.94	1.63	3.08	0.08	145	509	294	554	14
	Inferred	1.98	648	0.81	1.32	2.80	0.06	41	52	58	123	3
Deep Zone	Indicated	4.66	209	2.39	2.96	4.73	0.23	31	359	304	486	24
	Inferred	10.14	151	1.57	2.69	5.05	0.31	49	510	601	1,129	69

Notes:
1) *2014 CIM Definition Standards were used for reporting the Mineral Resources.*
2) *The Qualified Person is Dr. Adrienne Ross, P.Geo. of AMC Mining Consultants (Canada) Ltd.*

(expressed in thousands of US dollars except as otherwise noted)

3) Mineral Resources are reported at a resource NSR cut-off value of $55/t.
4) The Mineral Resource estimate uses drill hole data available as of December 31, 2016.
5) Resource NSR values are calculated in US$ using factors of $0.61 per g/t Ag, $34.27 per g/t Au, $19.48 per % Pb, and $19.84 per % Zn. These factors are based on metal prices of $20/oz Ag, $1,300/oz Au $0.95/lb Pb, and $1.00/lb Zn and estimated recoveries of 82% Au, 95% Ag, 93% Pb, 90% Zn. The Mineral Resource NSR does not include offsite costs.
6) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.
7) Totals may not add correctly due to rounding.

The Bonanza Zone resource veins have a similar footprint as previous resource estimates (see Press Release dated, May 27, 2014), with approximately 78% of the total silver ounces in the Bonanza Zone now classified as Indicated. The newly updated Resource Estimate significantly expands the Inferred and Indicated resources in the base metal-rich Deep Zone, which includes a maiden copper resource.

Combining the Bonanza Zone and the base metal-rich Deep Zone into a total global resource by Mineral Resource classification results in a lower overall silver grade reflecting the blending of high and lower grade materials (see **Table 4**).

Table 4: Juanicipio Project Global Mineral Resource estimate and summary by vein (October 21, 2017):

Resource Category	Vein	Tonnes (Mt)	Ag (g/t)	Au (g/t)	Pb (%)	Zn (%)	Cu (%)	Metal Contained in Mineral Resource				
								Ag (Moz)	Au (Koz)	Pb (Mlbs)	Zn (Mlbs)	Cu (Mlbs)
Indicated	V1E	6.35	528	1.86	1.89	3.81	0.09	108	379	264	533	12
	V1W	6.48	327	2.35	2.34	3.55	0.18	68	488	334	507	26
Total Indicated		**12.83**	**427**	**2.10**	**2.11**	**3.68**	**0.13**	**176**	**867**	**598**	**1,041**	**38**
Inferred	V1E	3.18	121	0.95	2.14	3.60	0.54	12	97	150	253	38
	V1W	3.74	155	1.88	3.18	5.97	0.26	19	226	262	492	21
	HW	0.25	529	0.59	0.52	0.89	0.03	4	5	3	5	0
	Vant	2.06	111	1.39	3.50	7.41	0.18	7	92	159	337	8
	V2W (a)	0.61	330	1.37	2.44	3.41	0.14	7	27	33	46	2
	V2W (b)	1.01	659	0.64	1.23	2.72	0.05	21	21	27	60	1
	JV1	0.58	260	3.74	0.35	0.82	0.03	5	70	5	11	0
	JV2	0.70	678	1.07	1.29	3.18	0.04	15	24	20	49	1
Total Inferred		**12.13**	**232**	**1.44**	**2.46**	**4.68**	**0.27**	**91**	**562**	**658**	**1,252**	**71**

1) Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability
2) Valdecañas Vein System: V1W=Valdecañas West, V1E= Valdecañas East, V2W= footwall splay off V1W, VANT= Anticipada Vein, HW1=Hangingwall Vein; Juanicipio Vein System: JV1/2
3) Additional Notes – see notes to Table 3 above.

Mine Design and Process Plant

The principal mining method proposed in the 2017 PEA is longhole stoping with waste rock back-fill at a production rate of 4,000 tpd using modern mining equipment.

From the results of a series of trade-off studies previously commissioned by Minera Juanicipio, truck hauling, shaft hoisting, and conveying, along with underground crushing of the mineralized rock are all projected to be utilized for delivering the mineralized rock to the surface processing plant. An underground winze (internal shaft) is planned to be sunk within the hangingwall of the Valdecañas Vein System, to hoist mineralized rock from lower levels of the mine to the underground crusher and conveying system from the 6th year after plant start-up (projected as 2026), onward.

(expressed in thousands of US dollars except as otherwise noted)

As envisioned in the 2017 PEA, the process plant is expected to ramp up operations over a three-year period to a steady state throughput rate of 1.4 million tonnes/year (4,000 tpd), and mill recoveries are estimated as:

- 95% for Silver
- 82% for Gold
- 93% for Lead
- 90% for Zinc

The proposed process plant and tailings storage facility will be located in newly acquired open, flat ground. It will include a SAG/Ball mill comminution circuit followed by sequential flotation to produce a silver-rich lead concentrate, a zinc concentrate and a gold-rich pyrite concentrate.

Additional Opportunities

The Mineral Resource used for the 2017 PEA mine design does not include any of the Juanicipio Vein resource which is included in the Mineral Resources above (Table 4). Further analysis is required to arrive at a potential extraction strategy, with the possibility that these resources may ultimately be brought into a future mining plan.

Although the Mineral Resource for the base metal-rich Deep Zone now includes copper, no copper circuit has been included in the 2017 PEA as no metallurgical testing and recovery assessment for copper has yet been completed.

LOM Payable Metal

Payable production for each metal is based on processing recoveries less smelter deductions and losses during third party treatment of the lead, zinc and pyrite concentrates, and is summarized in **Table 5**.

Table 5: Estimated LOM payable production by metal and by Silver equivalent ounces (Eq.oz.):

Metals from Concentrates (1)	Total Payable Metal Production LOM	Average 1st 6 years (2020-2025)	LOM Annual Average	Peak Annual Production (Year)
Silver M oz.	183	16.5	9.6	20.1 (2021)
Gold K oz.	747	43.8	39.3	50.6 (2025)
Lead M lbs.	812	30.6	42.7	63.0 (2031)
Zinc M lbs.	1,327	54.3	69.8	95.9 (2031)
Silver Eq. (2) oz Payable (M)	**352**	**24.2**	**18.5**	**26.5 (2023)**

Footnotes:

1 *Lead, Zinc, and Pyrite concentrates produced.*

2 *Silver Equivalent calculated using the Base Case metal recoveries and Base Case metal prices of $17.90/oz for silver; $1250/oz for gold; $0.95/lb for lead and $1.00/lb for zinc.*

(expressed in thousands of US dollars except as otherwise noted)

Cash Cost, Total Cash Costs and AISC per Ounce of Silver

The LOM Cash Cost (on-site and off-site, less by-product credits) is negative ($3.94)/oz of silver; Total Cash Costs (including taxes) is $2.39/oz of silver; and, AISC (including Total Cash Costs plus sustaining capital) total $5.02/oz of silver (see **Table 6** below).

Table 6: Cash Costs, Total Cash Costs and AISC per oz of Silver (Base Case)

	Cost/t of Mill Feed	Total $M	Cost Per Oz of Silver [1]
Operating costs	58.67	1,357	
Offsite costs	41.32	956	
Less: By Product Credits [2]	N/A	(3,033)	
Cash Cost		**(720)**	**$ (3.94)**
Corporate tax (30%)	N/A	837	
Special Mining Duty (7.5%)	N/A	299	
Gold and Silver Gross Revenue Duty (0.5%)	N/A	21	
Total Cash Cost		**437**	**$ 2.39**
Sustaining capital	N/A	480	
AISC		**917**	**$ 5.02**

(1) *Based on 183 million ounces of payable silver production.*
(2) *By-product revenue credits (Base Case): gold $934 million, lead $771 million, zinc $1.327 billion*

Taxes

Income and other taxes (see Table 6 above) presented in the 2017 PEA are based on Mexican legislated tax rates and do not reflect any tax planning opportunities.

Feasibility Study

The 2017 PEA was commissioned independently by MAG, and not by Minera Juanicipio. As required by the Minera Juanicipio Joint Venture Shareholders Agreement, Minera Juanicipio has commissioned a feasibility study expected to be completed in the second quarter of 2018. There is no assurance that the feasibility study will recommend proceeding with the project development, and any recommendation to proceed with development, may differ significantly from the scope and design recommended in the 2017 PEA. **See '*Outlook*' and '*Risks and Uncertainties*' below**

5. DEVELOPMENT AND EXPLORATION UPDATE

Total Juanicipio Project expenditures incurred directly by Minera Juanicipio (on a 100% basis) for the year ended December 31, 2017 amounted to approximately $34,192 (December 31, 2016: $14,821).

Underground Development – Juanicipio Project

The decline ramp reached the uppermost reaches of the main Valdecañas Vein in December 2016 and footwall development commenced in early 2017. Ramp-related surface installations, offices and associated infrastructure have now been completed, and construction of additional ventilation raises is on-going. Midway through 2017, underground development was intensified to allow for the planned increase in processing capacity to 4,000 tpd. Additional development contractors were engaged in the year by Minera Juanicipio, with development focused on three internal ramps at depth designed to provide zone access within the mine, and on a twinning of the original access decline in order to provide expanded capacity for hauling mineralized rock and waste.

Fresnillo, as operator, advised that permits based on the upgraded 4,000 tpd design were submitted in mid-2017 and granted subsequent to the year end

Exploration – Juanicipio Project

Drilling of the Deep Zone continued through 2017, and the Zone effectively remains open to depth and laterally along its entire strike length to the Joint Venture boundary in both directions.

Assays from 13 exploration and infill drill holes from the Deep Zone were released in the first quarter of 2017 (see Press Release February 14, 2017), which along with previously announced results from 14 earlier holes (27 holes total) (see Press Releases April 23, 2015 and August 15, 2016) have:

- confirmed that continuous mineralization extends below the Valdecañas Bonanza Zone in both the East and West Veins;
- revealed a substantial widening of this deeper mineralization into a well-defined dilatant zone under both veins;
- improved definition of the new "Anticipada" or "Vant" Vein, within the vein system; and
- combined to indicate that a major ore-fluid input point underlies the Overlap Zone between the East and West veins

A significantly expanded Mineral Resource estimate for the base metal-rich Deep Zone was included in the 2017 PEA (see '*Juanicipio Resource Update and 2017 PEA*' above).

A 20,000-metre 2017 exploration drill program commenced in July 2017 to test various targets within the Juanicipio property boundaries and to continue drilling the Deep Zone. Dr. Peter Megaw, the Company's Chief Exploration Officer, and the MAG exploration team were involved with Fresnillo in selecting drill targets for this program. To the end of 2017, approximately 9,000 metres were drilled, representing five infill holes, with all assays pending. Two additional holes were drilled during the year south of the Juanicipio Vein targeting the continuation of a vein recognized to the east on the 100% Fresnillo owned ground. However, neither hole reached targeted depth, although both holes appear to have hit narrow visual mineralization above the targeted structure.

After various customs and import complications, directional drilling equipment arrived to site in December 2017. This specialized equipment enables drilling a series of precisely aimed and angled deflection holes off of a single "mother hole" drilled to 800-1,000 metres of depth. This dramatically improves the precision of deep drilling and for significantly improved accuracy in grid drilling on the 100 x 100 metre pattern required for Indicated Resource definition. It is comparable to conventional drilling on a time and cost basis, but the ability to minimize the uncontrolled deflection of conventional deep drilling helps eliminate many wasted holes. The equipment is currently in use, being rotated between three separate "mother holes", and is expected to be utilized for the balance of 2018 drilling on the Deep Zone.

(expressed in thousands of US dollars except as otherwise noted)

6. OUTLOOK

The Company continually looks to enhance its project portfolio through successful exploration and project development. Although the Company's working capital position remains strong, the Company continues to execute its business plan prudently, with an on-going focus on high-grade, district scale potential properties.

Minera Juanicipio

At site, the underground development continues at increased development rates, with emphasis on the ramp twinning and on three internal ramps at depth designed to provide zone access within the mine. Fresnillo, as operator, advised that permits based on the upgraded 4,000 tpd design previously submitted in 2017 were granted in the first quarter of 2018.

Exploration drilling currently continues under the 20,000 metre program approved in 2017. Subsequent to the year end, an additional 3,250 metres have been drilled with five drill rigs on site, four drilling from surface and one from underground (all assays pending).

An independent feasibility study to be prepared by AMC was commissioned by Minera Juanicipio in the second half of 2017, and is expected to be completed in the second quarter of 2018. This study is required by the Minera Juanicipio Shareholders' Agreement in order to make a formal production decision. The feasibility study will not include Inferred Mineral Resources in the mine plan and is based on more detailed engineering which may result in changes in project's scope. As a result, the feasibility study will have a shorter mine life than envisioned in the 2017 PEA and the study is expected to contain an incremental increase in the estimated initial capital cost. With these and other possible scope changes, the project's modeled economics are expected to decrease as compared to those in the 2017 PEA (see '*Risks and Uncertainties*' below). Upon completion of the feasibility study, Minera Juanicipio is expected to present the study to both its Board and the respective Joint Venture partner Boards for formal development approval. Although there is no certainty a production decision will be made, Fresnillo has publicly advised that it expects Minera Juanicipio to be in production by the first half of 2020, which is consistent with the timeline to production in the 2017 PEA.

7. INVESTMENT IN ASSOCIATE

Minera Juanicipio

Minera Juanicipio, S.A. de C.V. ("Minera Juanicipio") is the corporate entity through which the Company records and holds its Investment in Associate (see Notes 2(b) and 7 in the consolidated financial statements of the Company as at and for the year ended December 31, 2017).

	Year ended December 31, 2017	Year ended December 31, 2016
Joint venture oversight expenditures incurred 100% by MAG	$ 754	$ 262
Cash contributions to Minera Juanicipio	18,700	7,137
Total for the current year	19,454	7,399
Equity pick up of current income (loss) for the year	308	(1,327)
Balance, beginning of year	37,312	31,240
Balance, end of year	**$ 57,074**	**$ 37,312**

During the year ended December 31, 2017, the Company incurred direct Juanicipio oversight expenditures of $754 (December 31, 2016: $262) which included the costs of the MAG commissioned 2017 PEA. The Company also made joint venture advances to Minera Juanicipio of $18,700 (December 31, 2016: $7,137) representing its 44% share of capital contributions for the year.

In the year ended December 31, 2017, the Company recorded a 44% equity income pick up of $308 from its Investment in Associate (December 31, 2016: $1,327 equity loss pick up). The equity income pick up for the year is a result of the strengthening of the Mexican Peso relative to the US$ in 2017 and the Company's related 44% share of a deferred tax recovery and an exchange loss.

8. EXPLORATION AND EVALUATION ASSETS

During the year ended December 31, 2017 the Company entered into an earn in option agreement with a private group whereby the Company can earn up to a 100% interest in a prospective land claim package. The Company paid $75 upon signing the agreement. To earn 100% interest in the property, the Company must make combined additional cash payments of $425 over the second, third, fourth and fifth anniversaries of the agreement, and fund an aggregate of $2,925 in exploration expenditures over a five-year period through May 2022. The Company has incurred the exploration and evaluation expenditures of $1,433 on the property to December 31, 2017 (December 31, 2016 – Nil).

The Company also holds various mineral property claims in Mexico upon which full impairments have been previously recognized. Expenditures to maintain such claims, and in the case of Cinco de Mayo to potentially restore surface access, are no longer capitalized as exploration and evaluation assets. Rather they are expensed as part of 'mining taxes and other property costs.'

Cinco de Mayo Project

The Company owns 100% of the mineral concessions comprising the Cinco de Mayo Project, located in the northern part of Chihuahua State, Mexico. In late 2012, certain members of the local Ejido challenged the Company's surface right access to the property and have since prevented the Company from obtaining the surface access permission required as part of a Federal Government exploration permit process. With the continuing Ejido impasse, the Company recognized a full impairment charge relating to the property in 2016.

The Company believes that the Cinco de Mayo Project has significant geological potential and will continue to maintain its mineral concessions in good standing. Efforts to restore surface access are ongoing, although the Company has no current plans to conduct any geological exploration programs on the property.

In the year ended December 31, 2017, the Company expensed expenditures on the property of $748 in 'mining taxes and other property costs' (December 31, 2016: $970 capitalized as exploration and evaluation assets). In addition to 2017 land taxes of $354 (December 31, 2016: $228), the main expenditures and focus of work has been preparations for negotiations with the local Ejido which has included meetings with State and Federal authorities and with several legal and Community Relations advisors in Mexico.

(expressed in thousands of US dollars except as otherwise noted)

9. SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the Company's three most recently completed financial years. The information set forth below should be read in conjunction with the consolidated audited financial statements and related notes thereto. All figures are reported under International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

	Year ended Dec. 31, 2017	Year ended Dec. 31, 2016	Year ended Dec. 31, 2015
Revenues(1)	$1,755	$1,115	$289
Net Loss(2)	($6,497)	($55,846)	($16,829)
Net Loss per Share	($0.08)	($0.71)	($0.24)
Total Assets(3)	$222,492	$177,240	$160,264
Long Term Debt	Nil	Nil	Nil
Dividends(4)	Nil	Nil	Nil

Notes:

(1) The Company's only source of revenue during the years ended December 31, 2015, 2016 and 2017 was interest income from cash and term deposits held by the Company. The amount of interest earned correlates directly to the amount of cash on hand during the year referenced and prevailing interest rates. The Company does not have any operating revenues.

(2) The Company's normal course of business is to explore and evaluate its mineral properties as appropriate. The loss variation above reflects, amongst other things, the periodic impairment of exploration and evaluation assets (a non-cash charge), share based payment expense (a non-cash charge), and fluctuations in activity levels. There are no impairments of exploration and evaluation assets in the current year's net loss (see "*Review of Financial Results*" below), compared to a $53,893 impairment in 2016, and $4,292 impairment in 2015. The current year's net loss also includes share based payment expense of $2,268 compared to $2,263 and $3,090 in 2016 and 2015 respectively.

(3) Included in 'Total Assets' at the end of 2017, the Company held $160,395 in cash and cash equivalents, compared to $138,347 (including term deposits) at December 31, 2016 and $75,424 at December 31, 2015. In the year ended December 31, 2017 the Company closed a private placement for total gross proceeds of $48,158; compared to a bought deal public offering of $74,757 completed in the year ended December 31, 2016 and no financings in the year ended December 31, 2015. Included in 'Total Assets' at the end of 2017, the Company had $1,433 exploration and evaluation assets compared to nil at December 31, 2016 and $52,806 at December 31, 2015.

(4) The Company has not declared or paid dividends on its common shares, and has no intent on paying dividends in the immediate future, as it anticipates that all available funds will be used to finance the operations and growth of its business.

(expressed in thousands of US dollars except as otherwise noted)

10. REVIEW OF FINANCIAL RESULTS

MAG Silver Corp.
Year Ended December 31, 2017 vs. Year Ended December 31, 2016

	Year ended December 31	
	2017	2016
EXPENSES		
Accounting and audit	$ 406	$ 615
Amortization	20	23
Filing and transfer agent fees	290	182
Foreign exchange (gain) loss	(349)	36
General office expenses	755	719
Legal	309	256
Management compensation and consulting fees	2,521	2,397
Mining taxes and other property costs	1,091	257
Impairment of exploration and evaluation assets	-	53,893
Share based payment expense	2,268	2,263
Shareholder relations	539	515
Travel	324	250
	8,174	61,406
Interest income	1,755	1,115
Gain on sale of available-for-sale securities	-	1,152
Change in fair value of warrants	342	44
Equity pick up from Associate	308	(1,327)
Loss for the year before income tax	$ (5,769)	$ (60,422)
Deferred income tax (expense) recovery	(728)	4,576
Loss for the year	$ (6,497)	$ (55,846)

The Company's net loss for the year ended December 31, 2017 decreased to $6,497 from $55,846 in the prior year, primarily because in the 2016 comparative the Company recognized impairments on its Cinco de Mayo and Guigui projects totaling $53,893.

A foreign exchange gain of $349 was recorded in the year ended December 31, 2017 compared to foreign exchange loss of $36 in the comparable prior year. The current year's foreign exchange gain resulted primarily from holding cash denominated in Canadian dollars ("C$"), while the US$ weakened against the C$ (from December 31, 2016 to December 31, 2017, the US$/C$ exchange rate changed from 0.7448 to 0.7971). A portion of the Company's cash is used to fund Canadian dollar expenditures and is held in C$ and is exposed to exchange risk relative to the US$/C$ exchange rate.

Mining taxes and other property costs in the year ended December 31, 2017 increased to $1,091 (December 31, 2016: $257), as 2017 expenditures related to Cinco de Mayo and to other previously impaired concessions, are now all expensed (see '*Exploration and Evaluation Assets*' above). Prior to the impairment recognition on these properties, these expenditures were capitalized as exploration and evaluation assets, and therefore not included in the comparative period expenses.

Management compensation and consulting fees of $2,521 for the year ended December 31, 2017 were comparable to the prior year (December 31, 2016: $2,397) as corporate staffing levels remained constant. Likewise, share based payment expense (a non-cash item) based on fair values of equity incentive grants (stock options, performance share units ("PSUs"), and deferred share units ("DSUs")) also remained constant and amounted to $2,268 in the year (December 31, 2016: $2,263). In the year ended December 31, 2017, the Company granted 285,522 stock options (December 31, 2016: 227,773), 88,665 PSUs, (December 31, 2016: 69,085), and 66,325 DSUs (December 31, 2016: 63,287) under the Company's equity compensation plans. An additional 13,109 DSUs (December 31, 2016: 9,477) were granted to directors who elected to receive their retainer and meeting fees for the period in DSUs rather than in cash.

Other expenses incurred during the year ended December 31, 2017 included accounting and audit of $406 (December 31, 2016: $615), amortization of $20 (December 31, 2016: $23), filing & transfer agent fees of $290 (December 31, 2016: $182), general office expenses of $755 (December 31, 2016: $719), legal of $309 (December 31, 2016: $256), shareholder relations expenses of $539 (December 31, 2016: 515) and travel of $324 (December 31, 2016: $250), and were all either comparable with the prior year's expense or the change was not significant to the overall operations during the year.

In other income and expenses for the year ended December 31, 2017, the Company earned interest income on its cash and cash equivalents of $1,755 (December 31, 2016: $1,115) and recorded its 44% equity pick up from Minera Juanicipio as described above in Investment in Associate. The Company also recorded an unrealized gain of $342 (December 31, 2016: 44) on warrants held and designated as fair value through profit and loss.

The Company recorded a deferred tax expense of $728 for the year ended December 31, 2017 (December 31, 2016: $4,576 deferred tax recovery) related to the impact of foreign exchange on Mexican tax attributes. The deferred tax expense and the corresponding deferred income tax liability is a non-cash item and will only be realized once the Company's exploration properties are developed and in production.

MAG Silver Corp.
Year Ended December 31, 2017 vs. Year Ended December 31, 2016

Other Comprehensive Loss:

	Year ended December 31	
	2017	2016
Loss for the year	$ (6,497)	$ (55,846)
OTHER COMPREHENSIVE INCOME (LOSS)		
Items that may be reclassified subsequently to profit or loss:		
Unrealized gain on available-for-sale securities, net of taxes	332	1,198
Reclassification to gain on sale of available-for-sale securitie	-	(1,152)
Total comprehensive loss	**$ (6,165)**	**$ (55,800)**

In Other Comprehensive Income and Loss ("OCI") during year ended December 31, 2017 the Company recorded an unrealized gain of $332 (December 31, 2016: $1,198) on available-for-sale securities it has strategically acquired.

11. SUMMARY OF QUARTERLY RESULTS

The following table sets forth selected quarterly financial information for each of the last eight quarters (as determined under IFRS (expressed in US$000's except Net Loss per Share):

Quarter Ending	Revenue [(1)]	Net Loss [(2)]	Net Loss per Share
December 31, 2017	$517	$(4,077)	$(0.05)
September 30, 2017	$460	$(786)	$(0.01)
June 30, 2017	$416	$(1,322)	$(0.02)
March 31, 2017	$362	$(312)	$(0.00)
December 31, 2016	$351	$(50,337)	$(0.62)
September 30, 2016	$348	$(1,985)	$(0.02)
June 30, 2016	$303	$(2,227)	$(0.03)
March 31, 2016	$113	$(1,297)	$(0.02)

Notes:

(1) The Company's only source of revenue during the quarters listed above was interest earned on bank cash, cash equivalents and term deposits. The amount of interest revenue earned correlates directly to the amount of cash, cash equivalents and term deposits on hand during the period referenced and prevailing interest rates. At this time, the Company has no operating revenues.

(2) Net losses by quarter are often materially affected by the timing and recognition of large non-cash expenses (specifically share based payments, exploration and evaluation property impairments, and deferred tax expense) as discussed when applicable in "Review of Financial Results" above.

12. FOURTH QUARTER

MAG Silver Corp.
Three Months Ended December 31, 2017 vs. Three Months Ended December 31, 2016

The Company's net loss for the three months ended December 31, 2017 decreased to $4,077 from $50,337 in the comparable quarter ended December 31, 2016. There was no exploration and evaluation impairment for the current quarter ended December 31, 2017, whereas in the 2016 comparative quarter, the Company recognized impairments on its Cinco de Mayo and Guigui projects totaling $53,893.

Management compensation and consulting fees amounted to $1,228 (December 31, 2016: $1,104) in the fourth quarter of 2017 and include 2017 management bonus incentive payments which were comparable to the prior year. Share based payment expense (a non-cash item) based on fair values of equity incentive grants as described above amounted to $394 in the quarter ended December 31, 2017 (December 31, 2016: $267).

Some of the other expenses incurred during the fourth quarter ended December 31, 2017 included accounting and audit of $241 (December 31, 2016: $393), legal and general office expenses of $266 (December 31, 2016: $151), travel and shareholder relations expenses of $255 (December 31, 2016: $204), mining taxes and other property costs of $133 (December 31, 2016: $73), and were all either comparable with the prior period's expense or the change was not significant to the overall operations during the period.

In other income and expenses during the quarter ended December 31, 2017, the Company recorded interest income on its cash and cash equivalents of $517 (December 31, 2016: $351). During the quarter ended December 31, 2017, the Company also recognized an unrealized loss of $107 (December 31, 2016: $44 unrealized gain) on warrants held and designated as fair value through profit and loss, and recorded a 44% equity loss pick-up amounting to $547 (December 31, 2016: $308) from Minera Juanicipio related to the fluctuating Mexican Peso and its impact on exchange loss and deferred taxes. The Company also recognized its own deferred tax expense of $1,317 in the quarter ended December 31, 2017 related to the Peso exchange fluctuations (December 31, 2016: deferred tax recovery of $5,870), whereas the prior year's deferred tax recovery was related to the impairments recognized on its Cinco de Mayo and Guigui projects.

In OCI for the quarter ended December 31, 2017 the Company recorded an unrealized loss of $497 (December 31, 2016: unrealized gain of $84) on available-for-sale securities it has strategically acquired.

13. CASH FLOWS

The following table summarizes cash flow activities for the year ended December 31, 2017:

(expressed in thousands of US dollars except as otherwise noted)

	Year ended December 31	
	2017	2016
Operations	$ (4,486)	$ (4,084)
Changes in non-cash working capital	533	(356)
Operating activities	(3,953)	(4,440)
Investing activities	32,428	(62,922)
Financing activities	48,218	75,313
Change in cash during the year	76,693	7,951
Effects of exchange rate changes on cash	355	(28)
Cash, beginning of year	83,347	75,424
Cash, end of year	**$ 160,395**	**$ 83,347**
Term deposits, end of year	$ -	$ 55,000

Operating Activities

During the year ended December 31, 2017, the Company used $4,486 in cash for operations before changes in non-cash working capital, compared to $4,084 in year ended December 31, 2016. The Company's non-cash working capital in the year ended December 31, 2017, decreased by $533 (December 31, 2016: increased by $356). The total use of cash from operating activities in the year ended December 31, 2017 was $3,953 (December 31, 2016: $4,440).

Investing Activities

During the year ended December 31, 2017, the net cash provided by investing activities amounted to $32,428 and included the redemption of term deposits totaling $55,000 previously not classified as 'cash equivalents' (December 31, 2016: $62,922 net cash used, which reflected the initial investment in term deposits of $55,000). The Company also used cash to fund advances to Minera Juanicipio, which combined with MAG's Juanicipio expenditures on its own account, totaled $19,435 (December 31, 2016: $7,363). The Company makes cash advances to Minera Juanicipio as 'cash called' by operator Fresnillo, based on approved joint venture budgets. In the year ended December 31, 2017, the Company also expended $1,420 (December 31, 2016: $1,323) on its other exploration and evaluation properties.

Financing Activities

As discussed in 'Financing Activities' above, on November 28, 2017 the Company closed a non-brokered private placement and issued 4,599,641 common shares at $10.47 per share, for gross proceeds of $48,158. In the comparative year ended December 31, 2016, the Company close a bought deal public offering and issued 10,240,750 common shares at $7.30 for gross proceeds of $74,757.

In the year ended December 31, 2017, 45,400 stock options were exercised for cash proceeds of $283 (December 31, 2016: 691,705 stock options were exercised for cash proceeds of $4,659). During the year ended December 31, 2017, an additional 225,000 stock options were exercised under a less dilutive cashless exercise provision of the plan (December 31, 2016: 1,125,001 stock options), whereby 127,845 shares were issued in settlement of the stock options (December 31, 2016: 325,671 shares), and the remaining 97,155 stock options were cancelled (December 31, 2016: 799,330 stock options).

(expressed in thousands of US dollars except as otherwise noted)

14. FINANCIAL POSITION

The following table summarizes the MAG Silver Corp.'s financial position as at:

	December 31, 2017	December 31, 2016
Cash and cash equivalents	$ 160,395	$ 83,347
Term deposits	-	55,000
Other current assets	447	1,527
Total current assets	160,842	139,874
Investments	3,096	-
Equipment	47	54
Investment in associate	57,074	37,312
Exploration and evaluation assets	1,433	-
Total assets	$ 222,492	$ 177,240
Total current liabilities	$ 936	$ 733
Deferred income taxes	1,317	589
Total liabilities	2,253	1,322
Total equity	220,239	175,918
Total liabilities and equity	$ 222,492	$ 177,240

Total current assets increased from $139,874 at December 31, 2016 to $160,842 as at December 31, 2017. Cash and cash equivalents and term deposits totaled $160,395 at December 31, 2017 compared to $138,347 at December 31, 2016, with the increase primarily attributable to proceeds from the private placement which closed in the fourth quarter of 2017 as referred to above in 'Financing Activities'. Other current assets as at December 31, 2017 included prepaid expenses of $287 (December 31, 2016: $181) and accounts receivable of $160 (December 31, 2016: $628). The accounts receivable is comprised primarily of interest receivable earned on its cash and cash equivalents.

Investments of $3,096 are comprised of warrants and available-for-sale securities that management intends to hold as strategic industry investments (December 31, 2016: $718 classified under Other Current Assets). The increase from December 31, 2016 to December 31, 2017 in Investment in Associate from $37,312 to $57,074 reflects the Company's ongoing investment in Minera Juanicipio as discussed in "Investing Activities" and 'Investment in Associate' both above. Exploration and Evaluation assets increased to $1,433 (from nil at December 31, 2016) reflecting exploration expenditures incurred on a new earn-in property option described above in Exploration and Evaluation Assets.

(expressed in thousands of US dollars except as otherwise noted)

Current liabilities at December 31, 2017 amounted to $936 (December 31, 2016: $733) and are attributable to accrued exploration and administrative expenses. The deferred income tax liability (a non-cash item) increased to $1,317 at December 31, 2017 (December 31, 2016: $589) as a result of foreign exchange effects on the Company's Mexican tax assets. The deferred tax expense and the corresponding deferred income tax liability will only be realized once the Company's exploration properties are developed and in production.

15. LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2017, the Company had working capital of $159,906 (December 31, 2016: $139,141) including cash and cash equivalents of $160,395 (December 31, 2016: $138,347 cash and term deposits). The Company currently has no debt and believes it has sufficient working capital to maintain all of its properties and currently planned programs for a period in excess of the next year. However, the Company may require additional capital in the future to meet its project related expenditures, including its cash calls on the Juanicipio Project in light of the possible scale and scope changes anticipated in the upcoming feasibility study (see '*Outlook'* above and '*Risks and Uncertainties*' below).

Funding of the Juanicipio Project Development

Capital expenditure estimates have been prepared for both initial and sustaining capital in the 2017 PEA. The initial capital expenditures for the project, inclusive of capitalized operating costs, as estimated by AMC and as of January 1, 2018, are $360,000 (MAG 44% $158,400), including all mine development-related costs to be incurred prior to the envisaged commencement of commercial operations in 2020. Capital costs incurred after start-up are assigned to sustaining capital and are projected to be paid out of operating cash-flows. Contingencies have been added at appropriate percentages to each component of the project, excluding capitalized operating costs, resulting in an overall contingency of $39,700 or 17%.

A summary timeline of scheduled capital costs as reported in the 2017 PEA is shown in **Table 7**. The 2017 PEA is preliminary in nature, and actual costs and development time may exceed those estimated in the 2017 PEA.

Table 7: Initial Capital and Sustaining Capital Schedule effective January 1, 2018:

Year	Initial Capital ($M) At 100%	Sustaining Capital ($M) [(1)] At 100%
2018	124	-
2019	156	-
2020	80	44
2021	-	88
2022	-	42
2023 - 2038	-	306
Total	**360**	**480** [(1)]

[(1)] *Sustaining capital is projected to be funded from operational cash-flow in the 2017 PEA*

The Company's 44% as envisioned in the 2017 PEA amounts to $158,400 and the Company has cash and cash equivalents on hand of $160,395 as at December 31, 2017. The larger capital expenditures items associated with the mine development have not yet been approved by Minera Juanicipio. Although development activity is currently ongoing, development budgets for 2018 and beyond and a formal timeline to production have yet to be approved by Minera Juanicipio pending completion of the feasibility study in the first half of 2018. The feasibility study will not include Inferred Mineral Resources in the mine plan and is based on more detailed engineering which may change the development scope. As a result, the feasibility study may contain an incremental increase in the estimated initial capital cost as compared to the 2017 PEA (see '*Outlook*' above and '*Risks and Uncertainties*' below).

The Company may therefore need to raise additional capital in the future in order to meet its full share of initial capital required to develop the Juanicipio Project. It is unlikely that the Company will generate sufficient operating cash flow and accordingly, future liquidity will depend upon the Company's ability to arrange debt or additional equity financings. The inability of the Company to fund its 44% share of cash calls would result in dilution of the Company's ownership interest in Minera Juanicipio in accordance with the shareholders' agreement.

Actual vs Expected Use of Proceeds – Prior Financings

In the Company's Short Form Prospectus dated July 9, 2014 and in its February 23, 2016 Prospectus Supplement to a Short Form Base Shelf Prospectus (collectively, the "Offering Documents"), the Company provided the expected use of proceeds with respect to each offering. The table below provides a comparison of the Company's estimated actual use of proceeds to date, as compared to the use of proceeds presented in the Offering Documents:

Intended Use of Proceeds	Expected Use of Proceeds July 9, 2014 (000s of $C)	Estimated Actual Use of Net Proceeds to date (1) (000s of $C)	Expected Use of Proceeds February 23, 2016 (000s of $US)	Estimated Actual Use of Net Proceeds to date (000s of $US)
Exploration expenditures at the Juanicipio Property	$3,000	**$3,350** (2)	$5,000	**$2,692**
Development expenditures at the Juanicipio Property	$71,470	**$38,022** (3)	$50,000	**$ -** (3)
Development contingency at the Juanicipio Property	$ -	**$ -**	$7,500	**$ -**

(1) Cash calls advanced Minera Juanicipio are made in U.S. dollars and for the purposes of the July 9, 2014 analysis, have been converted to C$ based on the closing US$/C$ exchange rate on the day the funds were advanced to Minera Juanicipio.

(2) After reviewing exploration results of four new deep exploration holes in 2015, Fresnillo and MAG agreed to an additional 10,000 metre $1,500 (MAG's 44% share is $660) drill program to further delineate the extent of the new deep zone. This drill program was funded by the Joint Venture partners in September 2015, but was not anticipated in the 2014 offering. Therefore, more was expended than outlined in the July 9, 2014 offering document.

(3) As the initial development is focused primarily on ramp decline, and the majority of the capital expenditures are yet to be incurred and are expected to be incurred in the latter part of the development plan (2018-2020).

16. CONTRACTUAL OBLIGATIONS

The following table discloses the contractual obligations of the Company (as at the date of this MD&A) for optional mineral property acquisition payments, optional exploration work and committed lease obligations for office rent and equipment. Based on exploration results, the Company will select at its discretion, only certain properties to complete option and purchase arrangements on.

(expressed in thousands of US dollars except as otherwise noted)

	Total	Less than 1 year	1-3 Years	3-5 Years	More than 5 years
Property Option Payments, Exploration and Development Expenditures – Total	$ 1,814	$ -	$ 175	$ 1,639	$ -
Minera Juanicipio (1)	-	-	-	-	-
Other Office commitments	282	160	122	-	-
Total Obligations	**$ 2,096**	**$ 160**	**$ 297**	**$ 1,639**	**$ -**

(1) Although the Company makes cash advances to Minera Juanicipio as cash called by the operator Fresnillo (based on approved Minera Juanicipio budgets), they are not contractual obligations. The Company intends, however, to continue to fund its share of cash calls and avoid dilution of its ownership interest in Minera Juanicipio.

The Company may provide guarantees and indemnifications in conjunction with transactions in the normal course of operations. These are recorded as liabilities when reasonable estimates of the obligations can be made. Indemnifications that the Company has provided include an obligation to indemnify directors and officers of the Company for potential liability while acting as a director or officer of the Company, together with various expenses associated with defending and settling such suits or actions due to association with the Company. The Company has a comprehensive director and officers' liability insurance policy that could mitigate such costs if incurred.

17. SHARE CAPITAL INFORMATION

The Company's authorized capital consists of an unlimited number of common shares without par value. As at March 23, 2017, the following common shares, stock options, RSUs, PSUs and DSUs were outstanding:

	Number of Shares	Exercise Price or Conversion Ratio	Remaining Life
Capital Stock	85,503,249		
Stock Options	2,194,294	$5.35 - $17.55	0.3 to 4.7 years
Performance Share Units("PSUs") (1)	227,850 (1)	1:1	2.7 to 4.7 years
Restricted Share Units("RSUs")	43,343	1:1	1.3 to 2.3 years
Deferred Share Units ("DSUs")	452,739	1:1	n/a (2)
Fully Diluted	88,421,475		

(1) Includes two PSU grants of 69,085 and 88,665 PSUs respectively, where vesting is subject to a market price performance factor, each measured over a three-year performance period to 2019 and 2020, respectively, resulting in a PSU payout range from 0% (nil and nil PSUs) to 200% (138,170 and 177,330 PSUs).

(2) To be share settled, but no common shares are to be issued in respect of a participant in the DSU Plan prior to such eligible participant's termination date.

18. OTHER ITEMS

The Company is unaware of any undisclosed liabilities or legal actions against the Company and the Company has no legal actions or cause against any third party at this time other than the claims of the

Company with respect to its purchase of 41 land rights within the Cinco de Mayo property boundaries, and the associated efforts to regain surface access with the local Ejido.

The Company is unaware of any condition of default under any debt, regulatory, exchange related or other contractual obligation.

Tax Law for the State of Zacatecas.

On December 31, 2016, the State Government of Zacatecas, Mexico published a new Tax Law for the State (Ley de Hacienda del Estado de Zacatecas, the "Zacatecas Tax Law"), which came into effect on January 1, 2017. There have been several constitutional challenges launched against the validity of the tax by various companies, the outcomes of which are yet to be resolved. As well, on February 14, 2017, the Federal Government of Mexico legally challenged the State's constitutional right to invoke such a tax, claiming federal jurisdiction applied. The case is to be heard by the Mexican Supreme Court of Justice at a date to be determined.

As provided for in the Zacatecas Tax Law, certain so called "environmental duties" were established for operations carried out within the State of Zacatecas, Mexico. Minera Juanicipio's operations are located in the State of Zacatecas. This tax, if upheld, will apply to the Juanicipio project once it is in production, the effects of which have not been quantified. Managements' assessment of this tax however, is that it will not have an impact on the viability of the Juanicipio Project.

Value Added Tax ("VAT") also known as "IVA"

In Mexico, VAT is charged on the sale of goods, rendering of services, lease of goods and importation of the majority of goods and services at a rate of 16%. Proprietors selling goods or services must collect VAT on behalf of the government. Goods or services purchased incur a credit for VAT paid. The resulting net VAT is then remitted to, or collected from, the Government of Mexico through a formalized filing process.

The Company has traditionally held a VAT receivable balance due to the expenditures it incurs whereby VAT is paid to the vendor or service provider. Collections of these receivables from the Government of Mexico often take months and sometimes years to recover, but the Company has to date been able to recover all of its VAT paid.

Amendments were made to Mexican VAT legislation, effective January 1, 2017, that may impact the Company's future ability to recover VAT paid after January 1, 2017. Although still subject to interpretation and confirmation of intent from the Mexican government, companies in a pre-operative/exploration stage may have to satisfy additional criteria in order to claim valid refunds. The Company's IVA paid that falls into this category, is not material or significant to the Company's overall operations.

The 2017 changes are not expected to have any impact on Minera Juanicipio and its ability to recover VAT paid, given the expectation it will be in production by 2020.

19. TREND INFORMATION

As both the price and market for silver are volatile and difficult to predict, a significant decrease in the silver price could have an adverse material impact on the Company's operations and market value.

The nature of the Company's business is demanding of capital for property acquisition costs, exploration commitments, development and holding costs. The Company's liquidity is affected by the results of its own acquisition, exploration and development activities. The acquisition or discovery of an economic mineral deposit on one of its mineral properties may have a favourable effect on the Company's liquidity, and conversely, the failure to acquire or find one may have a negative effect. In addition, access to capital to fund exploration and development companies remains difficult in current public markets, which could limit the Company's ability to meet its objectives.

Surface rights in Mexico are often owned by local communities or "Ejidos" and there has been a recent trend in Mexico of increasing Ejido challenges to existing surface right usage agreements. The Company has already been impacted by this recent trend at its Cinco de Mayo Project. Any further challenge to the access to any of the properties in which the Company has an interest may have a negative impact on the Company, as the Company may incur delays and expenses in defending such challenge and, if the challenge is successful, the Company's interest in a property could be materially adversely affected. Also see "*Risks and Uncertainties*" below.

Apart from these and the risks referenced below in "*Risks and Uncertainties*," management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company's business, financial condition or results of operations.

20. RISKS AND UNCERTAINTIES

The Company's securities should be considered a highly speculative investment and investors are directed to carefully consider all of the information disclosed in the Company's Canadian and U.S. regulatory filings prior to making an investment in the Company, including the risk factors discussed under the heading "Risk Factors" in the Company's most recent Annual Information Form ("AIF") dated March 23, 2017 available on SEDAR at www.sedar.com and www.sec.gov.

The volatile global economic environment has created market uncertainty and volatility in recent years. The Company remains financially strong and will monitor the risks and opportunities of the current environment carefully. These macro-economic events have in the past, and may again, negatively affect the mining and minerals sectors in general. The Company will consider its business plans and options carefully going forward.

In the normal course of business, the Company enters into transactions for the purchase of supplies and services denominated in Canadian dollars or Mexican Pesos. The Company also has cash and other monetary assets and liabilities denominated in Canadian dollars and Mexican Pesos. As a result, the Company is subject to foreign exchange risk from fluctuations in foreign exchange rates (see Note 11(c) in the consolidated financial statements of the Company as at December 31, 2017).

Feasibility Study

In the second half of 2017, an independent feasibility study to be prepared by AMC was commissioned by Minera Juanicipio and is expected to be completed by the second quarter of 2018. The feasibility study will not include Inferred Mineral Resources in the mine plan and is based on additional detailed engineering which may result in changes in project's scope. As a result, feasibility study will have a shorter mine life than envisioned in the 2017 PEA and the study is expected to contain an incremental increase in the estimated initial capital cost. With these and other possible scope changes, the project's modeled economics are expected to decrease as compared to the 2017 PEA. As well, changes to the mine plan and mine design recommended in the feasibility study, if approved and implemented, may impact the Juanicipio Project's construction schedule, operating costs, cash flows and timeline to production, the impact of which cannot be quantified at this time. As a result, there are additional risks as to the size and grade of the resource, extent of capital and operating costs, mineral recovery and financial viability.

(expressed in thousands of US dollars except as otherwise noted)

The feasibility study is required by the Minera Juanicipio Shareholders' Agreement in order to make a formal production decision. If the Technical Committee approves the feasibility study and recommends development of the Juanicipio Project, Minera Juanicipio will present a development proposal to both MAG and Fresnillo (the "Shareholders") for formal development approval. Should either shareholder choose not to participate in the project development, the non-participating Shareholder's interest may be purchased by the other Shareholder for an amount equivalent to its capital contributions to date.

Although there is no assurance that the feasibility study will recommend proceeding with the project development, or that a production decision will be made, Fresnillo has publicly advised that it expects Minera Juanicipio to be in production by the first half of 2020.

21. OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

22. RELATED PARTY TRANSACTIONS

The Company does not have offices or direct personnel in Mexico, but rather is party to a Field Services Agreement, whereby it has contracted administrative and exploration services in Mexico with MINERA CASCABEL S.A. de C.V. ("Cascabel") and IMDEX Inc. ("IMDEX"). Dr. Peter Megaw, the Company's Chief Exploration Officer, is a principal of both IMDEX and Cascabel, and is remunerated by the Company through fees paid to IMDEX. In addition to corporate executive responsibilities with the Company, Dr. Megaw is responsible for the planning, execution and assessment of the Company's exploration programs, and he and his team developed the geologic concepts and directed the acquisition of the Juanicipio Project. During the year, the Company incurred expenses with Cascabel and IMDEX as follows:

	Year ended December 31	
	2017	2016
Fees related to Dr. Megaw:		
Exploration and marketing services	$ 379	$ 346
Travel and expenses	98	59
Other fees to Cascabel and IMDEX:		
Administration for Mexican subsidiaries	92	121
Field exploration services	508	565
	$ 1,077	$ 1,091

All transactions are incurred in the normal course of business, and are negotiated on terms between the parties which are believed to represent fair market value for all services rendered. A portion of the expenditures are incurred on the Company's behalf, and are charged to the Company on a "cost + 10%" basis typical of industry standards. The services provided do not include drilling and assay work which are contracted out independently from Cascabel and IMDEX. Included in trade and other payables at December 31, 2017 is $286 related to these services (December 31, 2016: $255).

(expressed in thousands of US dollars except as otherwise noted)

Any amounts due to related parties arising from the above transactions are unsecured, non-interest bearing and are due upon receipt of invoices.

The Company also holds various mineral property claims in Mexico upon which full impairments have been recognized. The Company is obligated to a 2.5% NSR royalty on the Cinco de Mayo Project payable to the principals of Cascabel under the terms of an option agreement dated February 26, 2004, whereby the Company acquired a 100% interest in the property from Cascabel, and under the terms of assignment agreements entered into by Cascabel with its principals.

Intercorporate Structure

The immediate parent and ultimate controlling party of the consolidated group is MAG Silver Corp. (incorporated in British Columbia, Canada).

The details of the Company's significant subsidiaries and ownership interests are as follows:

Significant subsidiaries of the Company are as follows:

			MAG' effective interest	
Name	Country of Incorporation	Principal Activity	2017 (%)	2016
Minera Los Lagartos, S.A. de C.V.	Mexico	Exploration	100%	100%
Minera Pozo Seco S.A. de C.V.	Mexico	Exploration	100%	100%
Minera Sierra Vieja S.A. de C.V.	Mexico	Exploration	100%	100%

Balances and transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation and are not disclosed in this note.

Minera Juanicipio, S.A. de C.V. ("Minera Juanicipio"), created for the purpose of holding and operating the Juanicipio Project, is held 56% by Fresnillo plc ("Fresnillo") and 44% by the Company. Fresnillo is the operator of Minera Juanicipio, and with its affiliates, beneficially owns 11.4% of the common shares of the Company as at December 31, 2017, as publicly reported. Minera Juanicipio is currently governed by a shareholders agreement. All costs relating to the project and Minera Juanicipio are required to be shared by the Company and Fresnillo pro-rata based on their ownership interests in Minera Juanicipio.

During the year, compensation of key management personnel (including directors) was as follows:

	Year ended December 31	
	2017	2016
Salaries and other short term employee benefits	$ 1,540	$ 1,412
Share based payments	1,409	1,507
	$ 2,949	$ 2,919

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly, and consists of its Directors, the Chief Executive Officer and the Chief Financial Officer.

23. CRITICAL ACCOUNTING ESTIMATES

The preparation of financial statements in accordance with IFRS, requires Management to make estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Management has identified (i) mineral property acquisition and exploration deferred costs, (ii) provision for reclamation and closure, (iii) deferred income tax provision (iv) share based payments, (v) equity investments, and (vi) financial instruments, as the main estimates for the following discussion. Please refer to Note 2 of the Company's consolidated financial statements as at December 31, 2017 for a description of all of the significant accounting policies.

Under IFRS, the Company defers all costs relating to the acquisition and exploration of its mineral properties ("exploration and evaluation" assets). Any revenues received from such properties are credited against the costs of the property. When commercial production commences on any of the Company's properties, any previously capitalized costs would be charged to operations using a unit-of-production method. The Company reviews when events or changes in circumstances indicate the carrying values of its properties to assess their recoverability and when the carrying value of a property exceeds the estimated net recoverable amount, provision is made for impairment in value. IFRS also allows the reversal of impairments if conditions that gave rise to those impairments no longer exist.

The existence of uncertainties during the exploration stage and the lack of definitive empirical evidence with respect to the feasibility of successful commercial development of any exploration property does create measurement uncertainty concerning the estimate of the amount of impairment to the value of any mineral property. The Company relies on its own or independent estimates of further geological prospects of a particular property and also considers the likely proceeds from a sale or assignment of the rights before determining whether or not impairment in value has occurred.

Reclamation and closure costs have been estimated based on the Company's interpretation of current regulatory requirements, however changes in regulatory requirements and new information may result in revisions to estimates. The Company recognizes the fair value of liabilities for reclamation and closure costs in the period in which they are incurred. A corresponding increase to the carrying amount of the related assets is generally recorded and depreciated over the life of the asset.

The deferred income tax provision is based on the liability method. Deferred taxes arise from the recognition of the tax consequences of temporary differences by applying enacted or substantively enacted tax rates applicable to future years to differences between the financial statement carrying amounts and the tax bases of certain assets and liabilities. The Company records only those deferred tax assets that it believes will be probable, that sufficient future taxable profit will be available to recover those assets.

Under IFRS 2 - *Share-based Payments*, stock options are accounted for by the fair value method of accounting. Under this method, the Company is required to recognize a charge to the statement of loss based on an option-pricing model based on certain assumptions including dividends to be paid, historical volatility of the Company's share price, an annual risk free interest rate, forfeiture rates, and expected lives of the options. The fair value of performance share units awarded with market price conditions is determined using a risk-neutral asset pricing model, based on certain assumptions including dividends to be paid, historical volatility of the Company's share price, a risk free interest rate, and correlated stock returns.

The Company may invest in equity investments for strategic reasons. In such circumstances, management considers whether the facts and circumstances pertaining to each investment result in the Company obtaining control, joint control or significant influence over the investee entity. In some cases, the determination of whether or not the Company has control, joint control or significant influence over the investee entities requires the application of significant management judgment to consider individually and collectively, a variety of factors.

Under IAS 39 – *Financial Instruments*, the Company is required to value warrants that meet the definition of derivatives at fair value with unrealized gains and losses recognized in the statement of loss. To measure fair value, warrants listed on a recognized exchange are valued at the latest available closing price. Warrants not listed on a recognized exchange, but where a secondary market exists, are valued at independent broker prices (if available) traded within that secondary market. If no secondary market exists, the warrants are valued using the Black Scholes option pricing model.

24. CHANGES IN ACCOUNTING STANDARDS

(i) Adoption of new and amended IFRS pronouncements

Certain pronouncements were issued by the IASB that are mandatory for accounting periods after December 31, 2016. Pronouncements that are not applicable to the Company have been excluded from those described below. The following new standards have been adopted effective January 1, 2017:

IAS 7 *Statements of cash flows*. As of January 1, 2017, the Company adopted the amendments within IAS 7 which require disclosure of information enabling users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes. The adoption of the amendments to IAS 7 did not have a significant impact on the Company's consolidated financial statements.

(ii) Recent accounting pronouncements

The Company has reviewed new accounting pronouncements that have been issued but are not yet effective at December 31, 2017. These include:

IFRS 2 *Share-based payments.* In June 2016, the IASB issued amendments to IFRS 2 Share-based Payment to address certain issues related to the accounting for cash settled awards and the accounting for equity settled awards that include 'net settlement feature' in respect of employee withholding taxes. The amendments apply for annual periods on or after January 1, 2018 with early adoption permitted. The Company will adopt this standard on the effective date and no significant impact of adopting the amendment is expected on the consolidated financial statements.

IFRS 9 *Financial Instruments*. In July 2014, the IASB issued the final version of IFRS 9 which replaced IAS 39 *Financial Instruments: Recognition and Measurement*. The new standard replaces the current measurement criteria for financial assets and liabilities with only two categories: amortized cost and fair value. The standard is effective for annual periods beginning on or after of January 1, 2018. The Company expects the following impact upon adoption of IFRS 9:

- The Company will make an irrevocable election to continue to measure its equity securities at fair value through other comprehensive income. Under the new standard, all changes in the fair value will be recognized permanently in other comprehensive income with no subsequent transfer into profit or loss, including upon derecognition of the equity securities. The new classification and measurement requirements under IFRS 9 are not expected to have a material impact on the Company's other financial assets and financial liabilities.

IFRS 15 *Revenue from Contracts with Customers.* The final standard on revenue from contracts with customers was issued on May 8, 2014. In July 2015, the IASB determined that the revised effective date for IFRS 15 would be for annual reporting periods beginning on or after January 1, 2018. The Company will adopt this standard on the effective date. Entities have the option of using either a full retrospective or a modified retrospective approach to adopt the guidance. However, the Company's only source of revenue to date is interest income from high interest savings accounts and term deposits, and no significant impact of adopting the amendment is expected on the consolidated financial statements. The Company will further evaluate the impact this standard may have on its consolidated financial statements once revenue from contracts with customers is expected to be generated.

IFRS 16 *Leases*. In January 2016, the IASB published a new accounting standard, IFRS 16 – *Leases* (IFRS 16) which replaces IAS 17 – *Leases* and its associated interpretative guidance. IFRS 16 applies a control model to the identification of leases, distinguishing between a lease and a service contract on the basis of whether the customer controls the asset being leased. For those assets determined to meet the definition of a lease, IFRS 16 introduces significant changes to the accounting by lessees, introducing a single, on-balance sheet accounting model that is similar to current finance lease accounting, with limited exceptions for short-term leases or leases of low value assets. Lessor accounting remains similar to current accounting practice. The standard is effective for annual periods beginning on or after January 1, 2019. The Company will adopt this standard on the effective date, and is currently evaluating the impact this standard may have on its consolidated financial statements.

IFRIC 22 *Foreign currency transactions and advance consideration*. In December 2016, the IASB issued IFRS interpretation, IFRIC 22 which clarifies the date of the transaction for the purpose of determining the exchange rate to use on initial recognition of the related asset, expense or income, when a related non-monetary asset or non-monetary liability arising from the payment or receipt of advance consideration in a foreign currency is derecognized. The standard is effective for annual periods beginning on or after January 1, 2018. The Company will adopt this standard on the effective date and no significant impact of adopting the amendment is expected on the consolidated financial statements.

25. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The Company maintains a set of disclosure controls and procedures designed to provide reasonable assurance that information required to be disclosed in the reports that it is required to file or submit under applicable securities laws is recorded, processed, summarized and reported in the manner specified by such laws. The Chief Executive Officer and the Chief Financial Officer have evaluated, or caused to be evaluated under their supervision, the design and effectiveness of the Company's disclosure controls and procedures as of

December 31, 2017 through inquiry and review, as well as by drawing upon their own relevant experience. The Chief Executive Officer and the Chief Financial Officer have concluded that the Company's disclosure controls and procedures are effective as at December 31, 2017.

Internal Control Over Financial Reporting

The Company also maintains a system of internal controls over financial reporting, as defined by National Instrument 52-109 - *Certification of Disclosure in Issuers' Annual and Interim Filings* in order to provide reasonable assurance that assets are safeguarded and financial information is accurate and reliable and in accordance with IFRS. The Company retains a third party specialist annually to assist in the assessment of its internal control procedures. The Board of Directors approves the financial statements and MD&A before they are publicly filed and ensures that management discharges its financial responsibilities. The consolidated financial statements and MD&A for the year ended December 31, 2017 were approved by the Board on March 23, 2018. The Board's review is accomplished principally through the Audit Committee, which is composed of independent non-executive directors. The Audit Committee meets periodically with management and auditors to review financial reporting and control matters.

The Chief Executive Officer and Chief Financial Officer have evaluated, or caused to be evaluated under their supervision, the design and effectiveness of the Company's internal control over financial reporting as of December 31, 2017 based on the criteria set forth in **Internal Control – Integrated Framework (2013)** issued by the Committee of Sponsoring Organizations of the Treadway Commission and have concluded that the Company's internal control over financial reporting is effective.

There have been no changes in internal controls over financial reporting during the year ended December 31, 2017 that have materially affected, or are reasonably likely to materially affect, the Company's internal control over financial reporting.

26. SUBSEQUENT EVENTS

Subsequent to December 31, 2017, the Company:

a. Issued 21,964 common shares pursuant to the exercise of 75,000 stock options at C$9.61 exercised under a less dilutive cashless exercise provision of the plan, whereby 21,964 shares were issued in settlement of the stock options, and the remaining 53,036 options were cancelled.

b. Issued 2,495 common shares upon the conversion of 2,495 RSUs.

27. ADDITIONAL INFORMATION

Additional information on the Company is available for viewing under MAG's profile on the SEDAR website at www.sedar.com and on SEC's EDGAR website at www.sec.gov.