

PURPOSE

The Compensation Committee (the “**Committee**”) is a standing committee appointed by the Board of Directors (the “**Board**”) of Tahoe Resources Inc. (“**Tahoe**”). The Committee will assist the Board in discharging the Board’s oversight responsibilities relating to the compensation and retention of key executives of Tahoe, and in particular the Executive Chair and Chief Executive Officer.

The Committee will assist the Board in fulfilling its oversight responsibilities by, among other things:

- Reviewing and approving and then recommending to the Board salary, bonus, and other benefits, direct or indirect, and any change-of-control packages of the Executive Chair and the Chief Executive Officer;
- Considering the recommendations of the Executive Chair and/or Chief Executive Officer and approving the salary, bonus, and other benefits, direct or indirect, and any change-of-control packages of the key executives of Tahoe;
- Reviewing compensation of the Board on at least an annual basis;
- Overseeing the administration of Tahoe’s compensation plans, including stock option plans, outside directors compensation plans, and such other compensation plans or structures as are adopted by Tahoe from time to time;
- Reviewing and approving executive compensation disclosure to be made in the proxy circular prepared in connection with each Annual General Meeting of Tahoe; and
- Undertaking on behalf of the Board such other compensation initiatives as may be necessary or desirable to contribute to the success of Tahoe and enhance shareholder value.

PROCEDURES, POWERS AND DUTIES

The Committee will be governed by the following procedures:

COMPOSITION AND MEETINGS

Composition

The Committee will be comprised of at least three directors, each director being affirmatively determined by the Board to be an “independent” director (as such term is defined from time to time under the requirements or guidelines for compensation committee service under applicable securities laws and the rules of any stock exchange on which Tahoe’s securities are listed for trading). Without limiting the generality of the foregoing, for so long as Tahoe’s common shares are listed on the NYSE, and unless the Board has resolved that it is appropriate for Tahoe to rely on an available exemption from such independence determination requirements under the NYSE Company Guide, the Board, in confirming the independence of a member of the Committee, shall affirmatively determine that such director does not have a relationship that would interfere with the exercise of independent judgment in carrying out the

responsibilities of a director, as prescribed under Section 303A.02 of the NYSE Company Manual, and, in doing so, must consider all factors specifically relevant to determining whether a director has a relationship to Tahoe which is material to the director's ability to be independent from management in connection with the duties of a member of the Committee, as prescribed by Section 303A.02 of the NYSE Company Manual with effect from July 1, 2013.

Election

The members of the Committee will be elected by the Board at the annual organizational meeting of the Board to hold office until the next such annual meeting, or until their successors are duly elected. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

Quorum

A quorum for meetings of the Committee will be a majority of the number of members of the Committee or such greater number as the Committee may by resolution determine.

Notice of Meeting

Meetings of the Committee will be held from time to time as the Committee or the Chairman of the Committee will determine upon a minimum of 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.

Separate Executive Meetings

The Committee will meet at least twice every year, and more often as warranted, with the Executive Chair and/or Chief Executive Officer to discuss any matters that the Committee believes should be discussed. However, the Committee will also meet periodically without management being present.

Professional Assistance

The Committee may in its sole discretion, retain or obtain the advice of a compensation consultant, independent legal consultant or other adviser. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any compensation consultant, independent legal counsel or other adviser retained by the Committee. Tahoe must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to a compensation consultant, independent legal counsel, or any other adviser retained by the Committee.

The Committee may select a compensation consultant, legal counsel, or other adviser to the Committee only after taking into consideration, all factors relevant to that person's independence from management, including the following:

- a) the provision of other services to Tahoe by the person that employs the compensation consultant, legal counsel or other adviser;
- b) the amount of fees received from Tahoe by the person that employs the compensation consultant, legal counsel or other adviser, as a percentage of the total revenue of the person that employs the compensation consultant, legal counsel, or other adviser;
- c) the policies and procedures of the person that employs the compensation consultant, legal counsel or other adviser that are designed to prevent conflicts of interest;

- d) any business or personal relationship of the compensation consultant, legal counsel, or other adviser with a member of the Committee;
- e) any stock of Tahoe owned by the compensation consultant, legal counsel, or other adviser; and
- f) any business or personal relationship of the compensation consultant, legal counsel, other adviser or the person employing the adviser with an executive officer of Tahoe.

Notwithstanding the engagement of a compensation consultant, legal counsel, or other adviser or the receipt of advice or recommendations from such a compensation consultant, legal counsel, or other adviser, the Committee:

- a) will in no way be obligated to implement or act consistently with the advice or recommendations of the compensation consultant, legal counsel, or other adviser; and
- b) will at all times exercise its own judgement in the fulfillment of the duties of the Committee.

Reporting to the Board

The Committee will report through the Committee Chair to the Board following meetings of the Committee on matters considered by the Committee, its activities and compliance with this Charter.

Outsiders May Attend Meeting

The Committee may ask members of management or others to attend meetings or to provide information as necessary.

DIRECTOR COMPENSATION AND PROTECTION

The Committee will recommend to the Board the terms upon which directors will be compensated. The Committee will recommend terms for the compensation of directors, including the Executive Chair and the Lead Director, and those acting as committee chairs that adequately reflect the responsibilities they are assuming.

Subject to applicable law and the articles of Tahoe, the Committee is responsible for administering all policies and practices of Tahoe with respect to the indemnification of directors by Tahoe and for approving all payments made pursuant to such policies and practices.

COMPENSATION OF NAMED EXECUTIVE OFFICERS

The Committee will annually:

- Review, and if required, revise the position description of the Executive Chair, the Chief Executive Officer and the other Named Executive Officers of Tahoe (“**NEOs**”), as that term is defined in Tahoe’s most recent proxy circular prepared in connection with each annual general meeting of Tahoe, and recommend annual performance goals and criteria for the Executive Chair, Chief Executive Officer and other NEOs.
- Review the Executive Chair’s and Chief Executive Officer’s evaluation of the performance of the other NEOs and their recommendations with respect to the amount of compensation to be provided to the other NEOs.

- Review the Executive Chair's and/or Chief Executive Officer's evaluation of the performance of other key executives or employees of Tahoe or its subsidiaries as may be requested by the Board (collectively, the "**Designated Employees**") and review their recommendations with respect to the amount of compensation to be provided to the Designated Employees.
- Review and assess the competitiveness and appropriateness of, and approve the compensation package of the Executive Chair, Chief Executive Officer, the other NEOs and any Designated Employees requested by the Board. In conducting such review, the Committee will consider:
 - a) the compensation packages of the Executive Chair, Chief Executive Officer, the other NEOs and any Designated Employees requested by the Board for the prior year;
 - b) the Committee's evaluation of the performance of the Executive Chair and/or Chief Executive Officer and their evaluation of the performance of the other NEOs and any Designated Employees requested by the Board;
 - c) Tahoe's performance and relative shareholder return;
 - d) whether the compensation package reflects an appropriate balance between short-term and longer-term incentives to improve performance of Tahoe;
 - e) the competitiveness of the compensation package, including the value of similar incentive awards paid to equivalent officers and positions at comparable companies; and
 - f) the awards provided in previous years to the Executive Chair, Chief Executive Officer, the other NEOs and any Designated Employees requested by the Board.
- The Committee will review and approve any employment contracts or arrangements with the Executive Chair, Chief Executive Officer, the other NEOs and any Designated Employees (at the request of the Board), including any retiring allowance arrangements, severance payments or any similar arrangements to take effect in the event of a termination of employment and any change of control agreements.

COMPENSATION POLICIES

The Committee will review and recommend to the Board compensation policies and processes and any new incentive compensation and equity compensation plans for Tahoe or changes to such plans and in particular, the compensation policies, processes and plans respecting the Executive Chair, Chief Executive Officer, the other NEOs and any Designated Employees requested by the Board.

The Committee will administer Tahoe's Share Option and Incentive Share Plan and other incentive plans.

LOANS TO DIRECTORS AND SENIOR OFFICERS

The Committee will review management's policies and practices respecting Tahoe's compliance with applicable legal prohibitions, disclosure requirements or other requirements on making or arranging for personal loans to directors and senior officers or amending or extending any such existing personal loans or arrangements.

INSIDER TRADING

The Committee will prepare and revise as necessary a policy on insider trading respecting Tahoe's securities. Such policy will provide for mandatory black-out periods during which directors and senior management of Tahoe are prohibited from trading in securities of Tahoe.

The Committee will periodically review management's systems and practices for ensuring that all directors and all officers of Tahoe who are required to do so file insider reports in connection with any trade of securities of Tahoe or any derivative transaction which results in the effective disposition of the individual's economic interest in a security of Tahoe within the shortest period of time in which such reports are required to be filed.

REPORTING REQUIREMENTS

The Committee will annually report on compensation in accordance with all applicable rules and regulations that will be disclosed in the proxy circular prepared in connection with each annual general meeting of Tahoe.

REVIEW AND DISCLOSURE

The Committee will review and reassess the adequacy of this Charter at least annually and otherwise as it deems appropriate and recommend changes to the Board. The performance of the Committee will be evaluated with reference to this Charter annually.

The Committee will ensure that this Charter is disclosed on Tahoe's website and that this Charter or a summary of it which has been approved by the Committee is disclosed in accordance with all applicable securities laws or regulatory requirements.