

PURPOSE

The Corporate Governance and Nominating Committee (the “**Committee**”) is a standing committee appointed by the Board of Directors (the “**Board**”) of Tahoe Resources Inc. (“**Tahoe**”). The Committee is responsible for overseeing and assessing the functioning of the Board and the committees of the Board. The Committee is also responsible for the development, recommendation to the Board, implementation and assessment of effective corporate governance principles. The Committee’s responsibilities also include identifying candidates for director and recommending that the Board select qualified director candidates for election at the next annual general meeting of shareholders (the “**Annual Meeting**”).

THE COMMITTEE AND MEETINGS

Composition

The Committee will be comprised of three or more directors, each director being an “independent” director (as such term is defined in Schedule A attached and under applicable securities laws and the rules of any stock exchange on which Tahoe’s securities are listed for trading).

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 Committee Chair is elected by the full Board, at the annual organization meeting of the Board, the members of the Committee may designate a Chair by majority vote of the full membership of the Committee.

Quorum

For the transaction of business at any meeting of the Committee there will be a majority of the number of members of the Committee or such greater number as the Committee will by resolution determine.

Notice of Meeting

Meetings of the Committee will be held from time to time as the Committee or the Chair 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.

Meetings

The Committee may meet in camera without management present at the end of every meeting.

Management and Professional Assistance

The Committee may rely on management for assistance, or retain special legal, accounting, financial or other consultants to advise the Committee at Tahoe’s expense, including sole authority to retain and terminate any search firm to be used to identify director candidates and to approve any such firm’s fees and other retention terms.

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.

BOARD COMPOSITION AND DIRECTOR NOMINATIONS

The Committee will:

- Identify, and recommend to the Board, qualified director nominees for election at the Annual Meeting.
- Review from time to time the size of the Board.
- Develop and review periodically standards to be applied in making determinations as to the presence or absence of material relationships between a director and Tahoe.
- Review annually the competencies, skills and personal qualities required of directors in order to add value to Tahoe.
- Review periodically the competencies, skills and personal qualities of each existing director, and the contributions made by the director to the effective operation of the Board and review any significant change in the primary occupation of the director.
- If appropriate, make recommendations for changes to the composition of the Board.
- Recruit and consider candidates for director, including any candidates recommended by shareholders, having regard for the background, employment and qualifications of possible candidates. In doing so, the Committee will consider whether the candidate's competencies, skills and personal qualities are aligned with Tahoe's needs and any criteria for selecting new directors established by the Board.
- Oversee an orientation program to familiarize new directors with Tahoe's business and operations, including Tahoe's reporting structure, strategic plans, significant financial, accounting and risk issues and compliance programs and policies, management and the external auditors. The Committee will also oversee continuing educational and training opportunities for all directors.

SUCCESSION PLANNING

The Committee will periodically review with the Chair of the Board and the Chief Executive Officer the succession plans relating to the position of the Chief Executive Officer and other senior positions, and make recommendations to the Board with respect to the selection of individuals to occupy these positions.

The Committee will review plans in respect of any unexpected incapacitation of the Chief Executive Officer.

CORPORATE GOVERNANCE

The Committee will:

- Be responsible for reviewing at least annually Tahoe's approach to governance issues and, if necessary, revising Tahoe's corporate governance guidelines.
- Make recommendations to the Board respecting the adoption of a Board policy limiting the number of boards on which directors may sit and Board policies with respect to director tenure, retirement and succession.
- Establish policies to enable an individual director to engage an outside advisor at the expense of Tahoe with the approval of the Committee.
- Review from time to time the need for establishing or amending a Shareholder Rights Plan.
- Assess any shareholder proposals to be included in the proxy circular prepared in connection with the Annual Meeting and make appropriate recommendations to the Board.
- Monitor and assess the relationship between the Board and management, through management reports and other communications between management and the Board, defining the limits to management's responsibilities and making such recommendations as it may deem necessary with a view to ensuring that the Board is able to function independently of management.
- Periodically review and ratify Tahoe's corporate governance policies, or if changes are appropriate, recommend any changes to the Board for approval.

EVALUATIONS

The Committee will:

- Establish and update periodically a Code of Business Conduct for Tahoe and review management's monitoring of compliance with such Code.
- Annually review and, if appropriate, make recommendations to the Board for changes to the Board Mandate.
- Conduct annual surveys of directors with respect to their views on the effectiveness of the Board, the Chair of the Board, each committee of the Board and its Chair and the contribution of individual directors.
- Evaluate the performance of the Chair of the Board, the Chair of each Committee and the performance and contribution of individual directors.
- Annually assess the effectiveness of the Board as a whole and each committee of the Board, including this Committee, and make recommendations to the Board.
- Assess the needs of the Board and make recommendations with respect to rules and guidelines governing and regulating the affairs of the Board, including the frequency and location of Board and committee meetings and the procedures for establishing meeting agendas and the conduct of meetings.

BOARD COMMITTEES

At the first meeting of the Board following each Annual Meeting, the Chair of the Committee will recommend to the Board the appointment of directors to each of the Board committees. Thereafter, when a vacancy occurs at any time in the membership of any Board committee, the Committee will recommend a particular director to the Board to fill such vacancy.

The Committee will review from time to time, and at least annually, the charters of the committees of the Board and make recommendations regarding the charters to the Board and recommend timely changes in the role, size, composition and structure of Board committees.

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

The performance of the Committee will be evaluated with reference to this Charter annually.

SCHEDULE A

BCSC NATIONAL INSTRUMENT 58-101 CORPORATE GOVERNANCE COMMITTEES

1.2 *Meaning of Independence*

- 1) In a jurisdiction other than British Columbia, a director is independent if he or she would be independent within the meaning of section 1.4 of MI 52-110.
- 2) In British Columbia, a director is independent if
 - a) a reasonable person with knowledge of all the relevant circumstances would conclude that the director is independent of management of the issuer and of any significant security holder, or
 - b) the issuer is a reporting issuer in a jurisdiction other than British Columbia, and the director is independent under subsection (1).