

DOCUMENTS INCLUDED AS PART OF THIS REPORT

Document

- 1 Notice of Annual General Meeting, dated April 10, 2008
 - 2 Form of Proxy for Annual general Meeting to be held on May 13, 2008
-

PAN AMERICAN SILVER CORP.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the annual general meeting (the "Meeting") of the shareholders of PAN AMERICAN SILVER CORP. (the "Company") will be held in the Pacific Room of the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia on Tuesday, May 13, 2008 at 2:00 p.m. (Vancouver time) for the following purposes:

1. to receive and consider the consolidated financial statements of the Company for the financial year ended December 31, 2007, together with the auditors' report thereon;
2. to elect directors of the Company;
3. to reappoint Deloitte & Touche LLP, Chartered Accountants, as auditors of the Company to hold office until the next annual general meeting;
4. to authorize the directors of the Company to fix the remuneration to be paid to the auditors of the Company;
5. to consider and, if thought appropriate, to pass an ordinary resolution approving the adoption of the 2008 Stock Option and Stock Bonus Plan the form of which is discussed under "Particular Matters to be Acted Upon – Approval of 2008 Stock Option and Stock Bonus Plan" and the complete text of which is set out in Appendix "B" to the attached Information Circular for the Meeting;
6. to consider amendments to or variations of any matter identified in this Notice of Meeting; and
7. to transact such further and other business that does not have a material effect on the business of the Company as may be properly brought before the Meeting or any and all adjournments thereof.

Accompanying this Notice of Meeting are: (i) an Information Circular; (ii) an Instrument of Proxy and Notes thereto; and (iii) a reply card for use by shareholders who wish to receive the Company's interim and annual financial statements and management's discussion and analysis thereon.

If you are a registered shareholder and are unable to attend the Meeting in person, please date and execute the accompanying form of proxy and deposit it with Computershare Investor Services Inc., Attention: Stock Transfer Services, 100 University Avenue, 9th Floor, Toronto, Ontario, Canada, M5J 2Y1 not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to the Meeting or any adjournment thereof.

If you are a non-registered shareholder and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or such other intermediary. If you are a non-registered shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

If you have any questions about the procedures to be followed to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Computershare Investor Services Inc. by telephone (toll free) at 1-800-564-6253.

This Notice of Meeting, the Information Circular, the Instrument of Proxy and notes thereto and the reply card are first being sent to shareholders of the Company on or about April 10, 2008.

DATED at Vancouver, British Columbia, this 10th day of April, 2008.

BY ORDER OF THE BOARD

/s/ ROBERT PIROOZ

Robert Pirooz,
General Counsel, Secretary and
Director

PAN AMERICAN SILVER CORP

Security Class

Holder Account Number

----- Fold

Form of Proxy - Annual General Meeting to be held on May 13, 2008

This Form of Proxy is solicited by and on behalf of Management.

Notes to proxy

1. Every holder has the right to appoint some other person or company of their choice, who need not be a holder, to attend and act on their behalf at the meeting. If you wish to appoint a person or company other than the persons whose names are printed herein, please insert the name of your chosen proxyholder in the space provided (see reverse).
2. If the securities are registered in the name of more than one owner (for example, joint ownership, trustees, executors, etc.), then all those registered should sign this proxy. If you are voting on behalf of a corporation or another individual you may be required to provide documentation evidencing your power to sign this proxy with signing capacity stated.
3. This proxy should be signed in the exact manner as the name appears on the proxy.
4. If this proxy is not dated, it will be deemed to bear the date on which it is mailed by Management to the holder.
5. The securities represented by this proxy will be voted as directed by the holder, however, if such a direction is not made in respect of any matter, this proxy will be voted as recommended by Management.
6. The securities represented by this proxy will be voted or withheld from voting, in accordance with the instructions of the holder, on any ballot that may be called for and, if the holder has specified a choice with respect to any matter to be acted on, the securities will be voted accordingly.
7. This proxy confers discretionary authority in respect of amendments to matters identified in the Notice of Meeting or other matters that may properly come before the meeting.
8. This proxy should be read in conjunction with the accompanying documentation provided by Management.

Proxies submitted must be received by 2:00 pm, Pacific Time, on May 9, 2008.

----- Fold

VOTE USING THE TELEPHONE OR INTERNET 24 HOURS A DAY 7 DAYS A WEEK!

Edgar Filing: PAN AMERICAN SILVER CORP - Form 6-K

- Call the number listed BELOW from a touch tone telephone.
1-866-732-VOTE (8683) Toll Free
- Go to the following web site:
www.investorvote.com

If you vote by telephone or the Internet, DO NOT mail back this proxy.

Voting by mail may be the only method for securities held in the name of a corporation or securities being voted on behalf of another individual.

Voting by mail or by Internet are the only methods by which a holder may appoint a person as proxyholder other than the Management nominees named on the reverse of this proxy. Instead of mailing this proxy, you may choose one of the two voting methods outlined above to vote this proxy.

To vote by telephone or the Internet, you will need to provide your CONTROL NUMBER, HOLDER ACCOUNT NUMBER and ACCESS NUMBER listed below.

CONTROL NUMBER HOLDER ACCOUNT NUMBER ACCESS NUMBER

+

+

Appointment of Proxyholder

The undersigned ("Registered Shareholder") of Pan American Silver Corp. (the "Company") hereby appoints: Geoffrey A. Burns, an Officer of the Company, or failing this person, Robert P. Pirooz, an Officer of the Company,

OR Print the name of the person you are appointing if this person is someone other than the Management Nominees listed herein.

as my/our proxyholder with full power of substitution and to vote in accordance with the following direction (or if no directions have been given, as the proxyholder sees fit) and all other matters that may properly come before the Annual General Meeting of Pan American Silver Corp. to be held in the Pacific Room of the Metropolitan Hotel, 645 Howe Street, Vancouver, British Columbia on May 13, 2008 at 2:00 PM (Vancouver Time) and at any adjournment thereof.

VOTING RECOMMENDATIONS ARE INDICATED BY HIGHLIGHTED TEXT OVER THE BOXES.

1. Election of Directors

	For	Withhold		For	Withhold		For	Withhold
01. Ross J. Beaty	<input type="radio"/>	<input type="radio"/>	02. Geoffrey A. Burns	<input type="radio"/>	<input type="radio"/>	03. William A. Fleckenstein	<input type="radio"/>	<input type="radio"/>

Edgar Filing: PAN AMERICAN SILVER CORP - Form 6-K

04. Michael Larson	<input type="radio"/>	<input type="radio"/>	05. Michael J.J. Maloney	<input type="radio"/>	<input type="radio"/>	06. Robert P. Pirooz	<input type="radio"/>	<input type="radio"/>	----- Fold
07. Paul B. Sweeney	<input type="radio"/>	<input type="radio"/>	08. David C. Press	<input type="radio"/>	<input type="radio"/>		<input type="radio"/>	<input type="radio"/>	

2. Appointment of Auditors To appoint Deloitte & Touche LLP as Auditors of the Company.	For	Withhold
	<input type="radio"/>	<input type="radio"/>

3. Fix Auditors' Remuneration To authorize the Directors to fix the Auditors' remuneration.	For	Against
	<input type="radio"/>	<input type="radio"/>

4. Stock Option and Stock Bonus Plan Ordinary resolution of the Meeting approving the adoption of the Company's new Stock Option and Stock Bonus Plan as described in the Information Circular.	For	Against
	<input type="radio"/>	<input type="radio"/>

Authorized Signature(s) - This section must be completed for your instructions to be executed. I/We authorize you to act in accordance with my/our instructions set out above. I/We hereby revoke any proxy previously given with respect to the Meeting. If no voting instructions are indicated above, this Proxy will be voted as recommended by Management.

Signature(s)

Date

MM / DD / YY

+

+

0 3 9 0 8 2

A R 0

P A A Q

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

PAN AMERICAN SILVER CORP
(Registrant)

Date: April 11, 2008

By: /s/ Robert Pirooz

Name: Robert Pirooz
Title: General Counsel, Secretary and
Director