

Sprott Physical Silver Trust

Report to Unitholders

DECEMBER 31,

2012



Sprott
PHYSICAL SILVER
Trust

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Management Report of Fund Performance*

Investment Objective and Strategies

Sprott Physical Silver Trust (the “Trust”) is a closed-end mutual fund trust organized under the laws of the Province of Ontario, Canada, created to invest and hold substantially all of its assets in physical silver bullion. The Trust seeks to provide a secure, convenient and exchange-traded investment alternative for investors interested in holding physical silver bullion without the inconvenience that is typical of a direct investment in physical silver bullion. The Trust intends to achieve its objective by investing primarily in long-term holdings of unencumbered, fully allocated, physical silver bullion and does not speculate with regard to short-term changes in silver prices.

The units of the Trust are listed on the New York Stock Exchange (“NYSE”) Arca and the Toronto Stock Exchange (“TSX”) under the symbols “PSLV” and “PHS.U”, respectively.

Risks

The risks of investing in the Trust are detailed in the Trust’s annual information form dated March 30, 2012. There have been no material changes to the Trust since inception that affected the overall level of risk. The principal risks associated with investing in the Trust are the price of silver, the net asset value and/or the market price of the units, the purchase, transport, insurance and storage of physical silver bullion, liabilities of the Trust, and redemption of units.

Results of Operations

During the period from January 1, 2012 to December 31, 2012, the Trust issued 69,951,752 units for gross proceeds of \$879,341,860 and net proceeds of \$843,543,078 after fees and expenses. The trust also redeemed 81,645 units for cash at a total cost of \$1,015,024 during this period.

The value of the net assets of the Trust as of December 31, 2012 was \$1,510.9 million or \$11.86 per unit, compared to \$621.4 million or \$10.81 per unit per unit as at December 31, 2011, the Trust’s most recent fiscal year end. The Trust held 49,287,863 ounces of physical silver bullion as of December 31, 2012, compared to 22,298,540 as of December 31, 2011. As at December 31, 2012, the spot price of silver was \$30.34 an ounce compared to a price of \$27.84 an ounce as at December 31, 2011.

For the period from January 1, 2012 to December 31, 2012, total unrealized gains on physical silver bullion amounted to \$54.7 million compared to unrealized losses of \$68.5 million during the same period in 2011.

The Trust’s net asset value per unit on December 31, 2012 was \$11.86. The units closed at \$12.04 on the NYSE Arca and \$12.07 on the TSX on December 31, 2012 compared to closing prices of \$13.43 on the NYSE Arca and \$13.55 on the TSX on December 30, 2011 (the last day of trading of 2011). The units are denominated in U.S. dollars on both exchanges. During the period from January 1, 2012 to December 31, 2012, the Trust’s units traded on the NYSE Arca at an average premium to net asset value of approximately 6.0%.

* In this report, net asset value (“NAV”) refers to the value of the Trust as calculated for transaction purposes, whereas net assets is used for financial statement purposes. All references to currencies in this report are in United States Dollars, unless stated otherwise.

The annual management report of fund performance is an analysis and explanation that is designed to complement and supplement an investment fund’s financial statements. This report contains financial highlights but does not contain the complete annual financial statements of the investment fund. A copy of the annual financial statements has been included separately within the Report to Unitholders. You can also get a copy of the annual financial statements at your request, and at no cost, by calling 1-866-299-9906, by visiting our website at www.sprottphysicalsilvertrust.com or SEDAR at www.sedar.com or by writing to us at: Sprott Asset Management LP, Royal Bank Plaza, South Tower, 200 Bay Street, Suite 2700, P.O. Box 27, Toronto, Ontario M5J 2J1.

Related Party Transactions

MANAGEMENT FEES

The Trust pays the Manager, Sprott Asset Management LP, a monthly management fee equal to $\frac{1}{12}$ of 0.45% of the value of the net assets of the Trust (determined in accordance with the trust agreement), plus any applicable Canadian taxes. The management fee is calculated and accrued daily and payable monthly in arrears on the last day of each month. For the period from January 1, 2012 to December 31, 2012, the Trust incurred management fees of \$5,271,462 (not including applicable Canadian taxes) compared to \$3,551,302 for the same period in 2011.

OPERATING EXPENSES

The Trust pays its own operating expenses, which include, but are not limited to, audit, legal, trustee fees, unitholder reporting expenses, general and administrative fees, filing and listing fees payable to applicable securities regulatory authorities and stock exchanges, storage fees for the physical silver bullion, costs incurred in connection with the Trust's continuous disclosure public filing requirements and investor relations and any expenses associated with the implementation and on-going operation of the Independent Review Committee of the Trust. Operating expenses for the period from January 1, 2012 to December 31, 2012 amounted to \$1,668,093 (not including applicable Canadian taxes) compared to \$1,106,527 for the same period in 2011. The increase in expenses was primarily due to higher legal, and listing fees over these periods, as well as an increase in the bullion storage fees associated with the higher volume of physical bullion held by the Trust. Operating expenses for the period from January 1, 2012 to December 31, 2012 amounted to 0.14% of the average net assets during the period on an annualized basis, compared to 0.14% for the same period in 2011.

Financial Highlights

The following tables show selected key financial information about the Trust and are intended to help you understand the Trust's financial performance for the years ended December 31, 2012 and 2011.

Net assets per unit¹

	For the year ended December 31, 2012	For the year ended December 31, 2011
	\$	\$
Net assets per Unit, beginning of period	10.81	12.09
Increase (decrease) from operations²:		
Total revenue	–	–
Total expenses	(0.08)	(0.09)
Realized gains (losses) for the period	–	–
Unrealized gains (losses) for the period	0.57	(1.19)
Total increase (decrease) from operations	0.49	(1.28)
Net assets per Unit, end of period	11.86	10.81

¹ This information is derived from the Trust's audited annual financial statements.

² Net assets per unit is calculated based on the actual number of units outstanding at the relevant time. The increase/decrease from operations is based on the weighted average number of units outstanding over the period shown. This table is not intended to be a reconciliation of the beginning to ending net assets per unit.

Ratios and Supplemental Data

	December 31, 2012	December 31, 2011
Total net asset value (000's) ¹	\$1,510,942	\$621,428
Number of Units outstanding ¹	127,367,197	57,497,090
Management expense ratio ²	0.65%	0.66%
Trading expense ratio ³	nil	nil
Portfolio turnover rate ⁴	nil	nil
Net asset value per Unit	\$11.86	\$10.81
Closing market price – NYSE Arca	\$12.04	\$13.43 ⁵
Closing market price – TSX	\$12.07	\$13.55 ⁵

¹ This information is provided as at the date shown, as applicable.

² Management expense ratio ("MER") for the year is based on total expenses (including applicable Canadian taxes and excluding commissions and other portfolio transaction costs) for the stated period and is expressed as an annualized percentage of daily average net asset value during the period from January 1, 2012 to December 31, 2012.

³ The trading expense ratio represents total commissions and other portfolio transaction costs expressed as an annualized percentage of daily average net asset value during the period shown. Since there are no direct trading costs associated with physical bullion trades, the trading expense ratio is nil.

⁴ The Trust's portfolio turnover rate indicates how actively the Trust's portfolio adviser trades its portfolio investments. A portfolio turnover rate of 100% is equivalent to the Trust buying and selling all of the securities in its portfolio once in the course of the year. The higher the Trust's portfolio turnover rate in a year, the greater the chance of an investor receiving taxable capital gains in the year. There is not necessarily a relationship between a high turnover rate and the performance of the Trust.

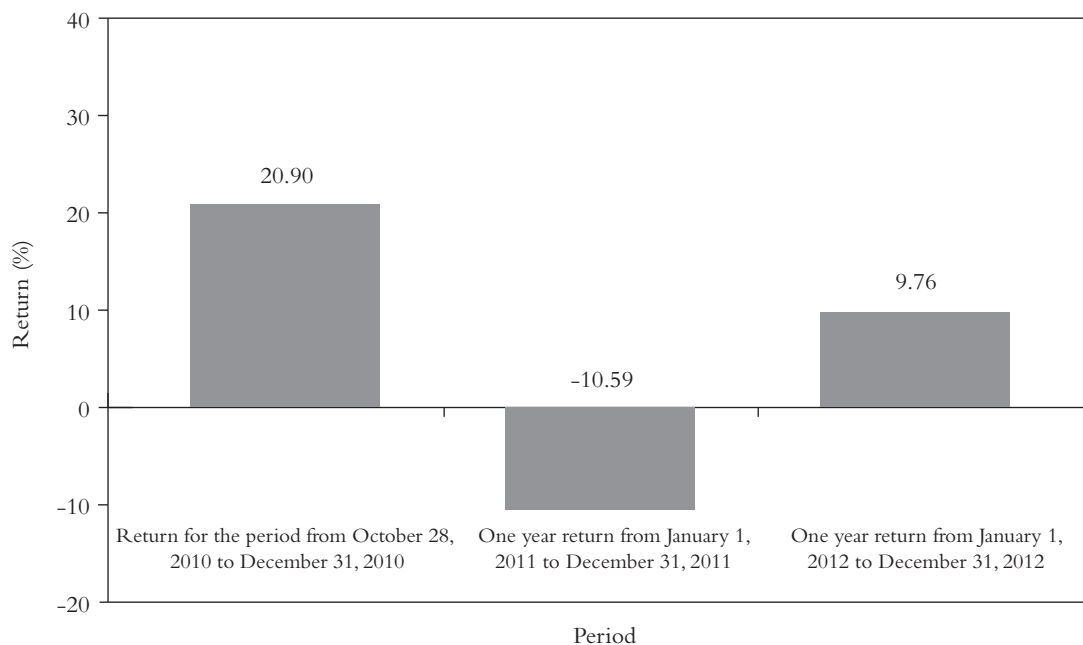
⁵ The last trading day for Units for the fiscal year ended December 31, 2011 was December 30, 2011.

Past Performance

The indicated rates of return are the historical total returns including changes in unit values and assume reinvestment of all distributions in additional units of the Trust. These returns do not take into account sales, redemption, distribution or optional charges or income taxes payable by any unitholder that may reduce returns. Please note that past performance is not indicative of future performance. All rates of returns are calculated based on the Net Asset Value of the units of the Trust.

Year-by-Year Returns

The bar chart below indicates the performance of the Trust units for each of the periods shown, and illustrates how the Trust's performance has changed from period to period. The chart shows, in percentage terms, how much an investment made on the first day of each period would have grown or decreased by the last day of each period.



Summary of Investment Portfolio

As of December 31, 2012

	Ounces	Fair Value per ounce \$	Average Cost \$	Fair Value \$	% of Net Asset Value %
Physical silver bullion	49,287,863	30.34	1,361,835,584	1,495,640,188	99.0
Cash and Cash Equivalents				15,349,483	1.1
Other Liabilities				(47,705)	(0.1)
Total Net Asset Value				1,510,941,967	100.0

This summary of investment portfolio may change due to the ongoing portfolio transactions of the Trust.

Sprott Physical Silver Trust

Audited financial statements

December 31, 2012



MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

Sprout Asset Management LP, the "Manager" of the Sprout Physical Silver Trust (the "Trust") is responsible for the integrity, consistency, objectivity and reliability of the Financial Statements of the Trust. International Financial Reporting Standards have been applied and management has exercised its judgment and made best estimates where appropriate.

The Manager's internal controls and supporting procedures maintained provide reasonable assurance that financial records are complete and accurate. These supporting procedures include the oversight of RBC Investor Services, the Trust's valuation agent.

Management has assessed the effectiveness of the internal controls over financial reporting as at December 31, 2012 using the framework found in Internal Control – Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based upon this assessment, management has concluded that as at December 31, 2012 the Manager's internal controls over financial reporting were effective.

Ernst & Young LLP, the independent auditors appointed by the Manager of the Trust, have audited the effectiveness of the Trust's internal control over financial reporting as at December 31, 2012 in addition to auditing the Trust's Financial Statements as of the same date. Their reports, which expressed an unqualified opinion, can be found on pages 2 to 3 of the Financial Statements. Ernst & Young have full and free access to, and meet periodically with, the Manager of the Trust to discuss their audit and matters arising there from, such as, comments they may have on the fairness of financial reporting and the adequacy of internal controls.

A handwritten signature in black ink, appearing to read "Steven Rostowsky", with a horizontal line extending to the right.

Steven Rostowsky
Chief Financial Officer
March 25, 2013



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Chartered Accountants
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INDEPENDENT AUDITORS' REPORT OF REGISTERED PUBLIC ACCOUNTING FIRM

To Sprott Asset Management LP (the "Manager"), the Trustee and the Unitholders of the Sprott Physical Silver Trust

We have audited the accompanying financial statements of Sprott Physical Silver Trust, which comprise the statements of financial position as at December 31, 2012 and 2011, and the statements of comprehensive income, changes in equity and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

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.

Auditors' 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 Public Company Accounting Oversight Board (United States). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditors' 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, the auditors consider internal control relevant to the entity'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 examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, evaluating the appropriateness of accounting policies 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 basis for our audit opinion.

Opinion

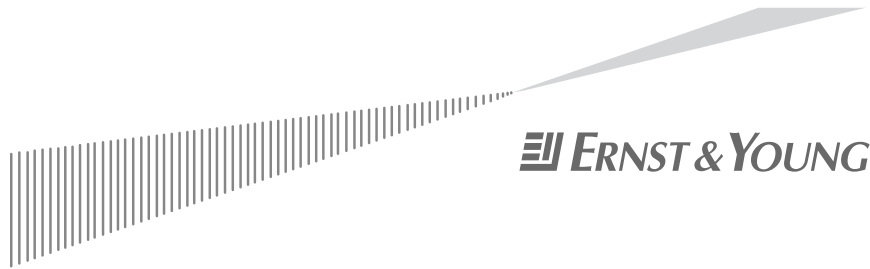
In our opinion, the financial statements present fairly, in all material respects, the financial position of Sprott Physical Silver Trust as at December 31, 2012 and 2011, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board.

Other matter

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Sprott Physical Silver Trust's internal control over financial reporting as of December 31, 2012, based on the criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated March 25, 2013 expressed an unqualified opinion on Sprott Physical Silver Trust's internal control over financial reporting.

Chartered Accountants
Licensed Public Accountants

March 25, 2013
Toronto, Canada



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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To Sprott Asset Management LP (the “Manager”), the Trustee and the Unitholders of the Sprott Physical Silver Trust

We have audited the Sprott Physical Silver Trust’s (the “Trust”) internal control over financial reporting as of December 31, 2012, based on criteria established in Internal Control — Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). The Manager 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 Responsibility for Financial Information. Our responsibility is to express an opinion on the Trust’s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). 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.

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 generally accepted accounting principles. 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, 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.

In our opinion, the Manager of the Sprott Physical Silver Trust maintained, in all material respects, effective internal control over financial reporting as of December 31, 2012, based on the COSO criteria.

We also have audited, in accordance with Canadian generally accepted auditing standards and the standards of the Public Company Accounting Oversight Board (United States), the statements of financial position as at December 31, 2012 and 2011, and the statements of comprehensive income, changes in equity and cash flows for the years then ended of the Sprott Physical Silver Trust and our report dated March 25, 2013 expressed an unqualified opinion thereon.

March 25, 2013
Toronto, Canada

Chartered Accountants
Licensed Public Accountants

Sprott Physical Silver Trust

Statements of comprehensive income

	For the year ended December 31, 2012	For the year ended December 31, 2011
	\$	\$
Income		
Unrealized gains (losses) on silver bullion	54,651,806	(68,538,973)
	54,651,806	(68,538,973)
Expenses		
Management fees (note 11)	5,271,462	3,551,302
Bullion storage fees	966,215	621,564
Sales Tax	726,305	565,687
Listing and regulatory filing fees	218,453	105,095
Legal fees	211,230	50,746
Audit fees	147,620	213,149
General and administrative	88,317	89,630
Independent Review Committee fees	24,123	14,071
Other expenses	5,050	1,809
Trustee fees	4,495	5,787
Net foreign exchange losses	2,589	4,676
	7,665,861	5,223,518
Realized gains on investments		
Net realized gains on investments	—	—
Net income (loss) for the year	46,985,945	(73,762,491)
Other comprehensive income	—	—
Total comprehensive income/(loss) for the year	46,985,945	(73,762,491)
Basic and diluted income (loss) per Unit (note 9)	0.49	(1.28)

The accompanying notes are an integral part of these financial statements.

On behalf of the Manager, Sprott Asset Management LP,
by its General Partner, Sprott Asset Management GP Inc.:



Eric Sprott
DIRECTOR



Steven Rostowsky
DIRECTOR

Sprott Physical Silver Trust

Statements of financial position

	As at December 31, 2012	As at December 31, 2011
	\$	\$
Assets		
Cash (note 6)	15,349,483	557,138
Silver bullion	1,495,640,188	620,876,086
Prepaid assets	–	252,370
Total assets	1,510,989,671	621,685,594
Liabilities		
Accounts payable	47,705	257,626
Total liabilities	47,705	257,626
Equity		
Unitholders' capital	1,453,496,310	574,970,900
Unit premium and reserves	55,632	2,209
Retained earnings	119,967,606	73,233,658
Underwriting commissions and issue expenses	(62,577,581)	(26,778,799)
Total equity (note 8)	1,510,941,967	621,427,968
Total liabilities and equity	1,510,989,671	621,685,594
Total equity per Unit	11.86	10.81

The accompanying notes are an integral part of these financial statements.

Sprott Physical Silver Trust

Statements of changes in equity

	Number of Units Outstanding	Unitholders' Capital	Retained Earnings	Underwriting Commissions and Issue Expenses	Unit Premiums and Reserves	Total Equity
		\$	\$	\$	\$	\$
Balance at December 31, 2010	57,550,000	575,000,000	147,011,229	(26,778,799)	–	695,232,430
Proceeds from issuance of Units	–	–	–	–	–	–
Cost of Redemption of Units	(2,910)	(29,100)	(15,080)	–	2,209	(41,971)
Net loss for the period	–	–	(73,762,491)	–	–	(73,762,491)
Underwriting commissions and issue expenses	–	–	–	–	–	–
Balance at December 31, 2011	57,547,090	574,970,900	73,233,658	(26,778,799)	2,209	621,427,968
Balance at December 31, 2011	57,497,090	574,970,900	73,233,658	(26,778,799)	2,209	621,427,968
Proceeds from issuance of Units (note 8)	69,951,752	879,341,860	–	–	–	879,341,860
Cost of Redemption of Units (note 8)	(81,645)	(816,450)	(251,997)	–	53,423	(1,015,024)
Net income for the period	–	–	46,985,945	–	–	46,985,945
Underwriting commissions and issue expenses	–	–	–	(35,798,782)	–	(35,798,782)
Balance at December 31, 2012	127,367,197	1,453,496,310	119,967,606	(62,577,581)	55,632	1,510,941,967

The accompanying notes are an integral part of these financial statements.

Sprott Physical Silver Trust

Statements of cash flows

	For the year ended December 31, 2012	For the year ended December 31, 2011
	\$	\$
Cash flows from operating activities		
Net income (loss) for the period	46,985,945	(73,762,491)
Adjustments to reconcile net income for the period to net cash from operating activities		
Unrealized (gains)/losses on silver bullion	(54,651,806)	68,538,973
Net changes in operating assets and liabilities		
Decrease (Increase) in prepaid assets	252,370	(252,370)
Decrease in due to broker	–	(34,755,577)
Decrease in accounts payable	(209,921)	(173,749)
Net cash used in operating activities	(7,623,413)	(40,405,213)
Cash flows from investing activities		
Purchase of silver bullion	(820,112,296)	–
Net cash used in investing activities	(820,112,296)	–
Cash flows from financing activities		
Proceeds from issuance of Units <i>(note 8)</i>	879,341,860	–
Payments on redemption of Units <i>(note 8)</i>	(1,015,024)	(41,971)
Underwriting commissions and issue expenses	(35,798,782)	–
Net cash provided by financing activities	842,528,054	(41,971)
Net increase (decrease) in cash during the year	14,792,345	(40,447,184)
Cash at beginning of year	557,138	41,004,322
Cash at end of year <i>(note 6)</i>	15,349,483	557,138

The accompanying notes are an integral part of these financial statements.

Sprott Physical Silver Trust

Notes to the Annual Financial Statements December 31, 2012

1. Organization of the Trust

Sprott Physical Silver Trust (the “Trust”) is a closed-end mutual fund trust created under the laws of the Province of Ontario, Canada, pursuant to a trust agreement dated as of June 30, 2010, as amended and restated as of October 1, 2010 (the “Trust Agreement”). The Trust’s initial public offering was priced on October 28, 2010 and closed on November 2, 2010. The Trust is authorized to issue an unlimited number of redeemable, transferable trust units (the “Units”). All issued Units have no par value, are fully paid for, and are listed and traded on the New York Stock Exchange Arca (the “NYSE Arca”) and the Toronto Stock Exchange (the “TSX”) under the symbols “PSLV” and “PHS.U”, respectively.

The investment objective of the Trust is to seek to provide a secure, convenient and exchange-traded investment alternative for investors interested in holding physical silver bullion without the inconvenience that is typical of a direct investment in physical silver bullion. The Trust invests and intends to continue to invest primarily in long-term holdings of unencumbered, fully allocated, physical silver bullion and does not speculate with regard to short-term changes in silver prices. The Trust has only purchased and expects only to own “good delivery bars” as defined by the London Bullion Market Association (“LBMA”), with each bar purchased being verified against the LBMA source.

The Trust’s registered office is located at Suite 2700, South Tower, Royal Bank Plaza, 200 Bay Street, Toronto, Ontario, Canada, M5J 2J1.

Sprott Asset Management LP (the “Manager”) acts as the manager of the Trust pursuant to the Trust Agreement and management agreement with the Trust. RBC Investor Services, a trust company organized under the laws of Canada, acts as the trustee of the Trust. RBC Investor Services also acts as custodian on behalf of the Trust for the Trust’s assets other than physical silver bullion. The Royal Canadian Mint acts as custodian on behalf of the Trust for the physical silver bullion owned by the Trust.

The financial statements of the Trust as at and for the year ended December 31, 2012 were authorized for issue by the Manager on March 25, 2013.

2. Basis of Preparation

The financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB” or the “Board”).

The financial statements have been prepared on a historical cost basis, except for physical silver bullion and financial assets and financial liabilities held at fair value through profit or loss, that have been measured at fair value.

The financial statements are presented in U.S. dollars and all values are rounded to the nearest dollar unless otherwise indicated.

2.1 Summary of Significant Accounting Policies

(i) Cash and cash equivalents

Cash and cash equivalents consist of cash on deposit with the Trust’s custodian, which is not subject to restrictions.

(ii) Silver bullion

Investments in silver bullion are measured at fair value determined by reference to published price quotations, with unrealized and realized gains and losses recorded in income based on the International Accounting Standards (“IAS”) 40 *Investment Property* fair value model as IAS 40 is the most relevant standard to apply. Investment transactions in physical silver bullion are accounted for on the business day following the date the order to buy or sell is executed.

Sprott Physical Silver Trust

Notes to the Annual Financial Statements December 31, 2012

(iii) Other financial liabilities

This category includes all financial liabilities, other than those classified at fair value through profit and loss. The Trust includes in this category management fees payable, due to brokers and other accounts payable.

(iv) Share Capital

Classification of redeemable units

Redeemable units are classified as equity instruments when:

- The units entitle the holder to a *pro rata* share of the Trust's net assets in the event of the Trust's liquidation;
- The redeemable units are in the class of instruments that is subordinate to all other classes of instruments;
- All redeemable units in the class of instruments that is subordinate to all other classes of instruments have identical features;
- The redeemable units do not include any contractual obligation to deliver cash or another financial asset other than the holder's rights to a *pro rata* share of the Trust's net assets; and
- The total expected cash flows attributable to the redeemable units over the life of the instrument are based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the Trust over the life of the instrument.

In addition to the redeemable units having all the above features, the Trust must have no other financial instrument or contract that has:

- Total cash flows based substantially on the profit or loss, the change in the recognized net assets or the change in the fair value of the recognized and unrecognized net assets of the Trust; and
- The effect of substantially restricting or fixing the residual return to the redeemable unitholders.

The Trust continuously assesses the classification of the redeemable units. If the redeemable units cease to have all the features or meet all the conditions set out to be classified as equity, the Trust will reclassify them as financial liabilities and measure them at fair value at the date of reclassification, with any differences from the previous carrying amount recognised in equity.

(v) Fees and commission expenses

Fees and commission expenses are recognized on an accrual basis.

(vi) Income taxes

In each taxation year, the Trust will be subject to income tax on taxable income earned during the year, including net realized taxable capital gains. However, the Trust intends to distribute its taxable income to unitholders at the end of every fiscal year and therefore the Trust itself would not have any income tax liability.

(vii) Functional and presentation currency

The Trust's functional and presentation currency is the U.S. Dollar. The Trust's performance is evaluated and its liquidity is managed in U.S. Dollars. Therefore, the U.S. Dollar is considered as the currency that most faithfully represents the economic effects of the underlying transactions, events and conditions.

Sprott Physical Silver Trust

Notes to the Annual Financial Statements December 31, 2012

3. Significant Accounting Judgements, Estimates and Assumptions

The preparation of the Trust's financial statements requires the Manager to make judgments, estimates and assumptions that affect the amounts recognized in the financial statements. However, uncertainty about these assumptions and estimates could result in outcomes that may require a material adjustment to the carrying amount of the asset or liability affected in future periods.

Judgements

In the process of applying the Trust's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognized in the financial statements:

Going Concern

The Trust's management has made an assessment of the Trust's ability to continue as a going concern and is satisfied that the Trust has the resources to continue in business for the foreseeable future. Furthermore, management is not aware of any material uncertainties that may cast significant doubt upon the Trust's ability to continue as a going concern. Therefore, the financial statements continue to be prepared on a going concern basis.

Estimation Uncertainty

For tax purposes, the Trust generally treats gains from the disposition of silver bullion as capital gains, rather than income, as the Trust intends to be a long-term passive holder of silver bullion, and generally disposes of its holdings in silver bullion only for the purposes of meeting redemptions and to pay expenses. The Canada Revenue Agency has, however, expressed its opinion that gains (or losses) of mutual fund trusts resulting from transactions in commodities should generally be treated for tax purposes as ordinary income rather than as capital gains, although the treatment in each particular case remains a question of fact to be determined having regard to all the circumstances.

The Trust based its assumptions and estimates on parameters available when the financial statements were prepared. However, existing circumstances and assumptions about future developments may change due to market changes or circumstances arising beyond the control of the Trust. Such changes are reflected in the assumptions when they occur.

4. Certain Relevant Standards, Interpretations and Amendments Issued But Not Yet Effective

Standards issued but not yet effective at the date of the issuance of the Trust's financial statements are listed below.

IFRS 9 Financial Instruments: Classification and Measurement: IFRS 9 as issued reflects the first phase of the Board's work on the replacement of *IAS 39 Financial Instruments: Recognition and Measurement*, and applies to classification and measurement of financial assets as defined in *IAS 39*. The standard is effective for annual periods beginning on or after January 1, 2015. The adoption of IFRS 9 is not expected to have a material effect on the classification and measurement of the Trust's financial assets.

In May 2011, the IASB issued the following standard which has not yet been adopted by the Trust: *IFRS 13 Fair Value Measurement*. The aforementioned new standard is effective for annual periods beginning on or after January 1, 2013 with early adoption permitted. The Trust has not early adopted any of the new requirements.

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5. Segment Information

For management purposes, the Trust is organized into one main operating segment, which invests in physical silver bullion. All of the Trust's activities are interrelated, and each activity is dependent on the others. Accordingly, all significant operating decisions are based upon an analysis of the Trust as one segment. The financial results from this segment are equivalent to the financial statements of the Trust as a whole. The Trust's operating income is earned entirely in Canada and is primarily generated from its investment in physical silver bullion.

6. Cash and Cash Equivalents

As at December 31, 2012, cash and cash equivalents consisted entirely of cash on deposit.

7. Fair Value of Financial Instruments

As at December 31, 2012, due to the short-term nature of financial assets and financial liabilities recorded at cost, it is assumed that the carrying amount of those instruments approximates their fair value.

8. Unitholders' Capital

The Trust is authorized to issue an unlimited number of redeemable, transferable Trust Units in one or more classes and series of Units. The Trust's capital is represented by the issued, redeemable, transferable Trust units. Quantitative information about the Trust's capital is provided in the statement of changes in equity. Under the Trust Agreement, Units may be redeemed at the option of the unitholder on a monthly basis for physical silver bullion or cash. Units redeemed for physical silver bullion will be entitled to a redemption price equal to 100% of the NAV of the redeemed Units on the last business day of the month in which the redemption request is processed. A unitholder redeeming Units for physical silver bullion will be responsible for expenses in connection with effecting the redemption and applicable delivery expenses, including the handling of the notice of redemption, the delivery of the physical silver bullion for Units that are being redeemed and the applicable silver storage in-and-out fees. Units redeemed for cash will be entitled to a redemption price equal to 95% of the lesser of (i) the volume-weighted average trading price of the Units traded on the NYSE Arca, or, if trading has been suspended on the NYSE Arca, on the TSX for the last five business days of the month in which the redemption request is processed and (ii) the NAV of the redeemed Units as of 4:00 p.m., Eastern Standard time, on the last business day of the month in which the redemption request is processed.

When Units are redeemed and cancelled and the cost of such Units is either above or below their stated or assigned value, the cost is allocated to unitholders' capital in an amount equal to the stated or assigned value of the Units and any difference is allocated to the Unit premiums and reserves account. For the year ended December 31, 2012, the Trust issued 69,951,752 Units (December 31, 2011: 0 Units) and redeemed 81,645 Units (December 31, 2011: 2,910 Units).

Net Asset Value

Net Asset Value ("NAV") is defined as the Trust's net assets (fair value of total assets less fair value of total liabilities, excluding all liabilities represented by outstanding Units, if any) calculated using the value of physical silver bullion based on the end-of-day price provided by a widely recognized pricing service.

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Capital management

As a result of the ability to issue, repurchase and resell Units of the Trust, the capital of the Trust as represented by the Unitholders' capital in the statement of financial position can vary depending on the demand for redemptions and subscriptions to the Trust. The Trust is not subject to externally imposed capital requirements and has no legal restrictions on the issue, repurchase or resale of redeemable Units beyond those included in the Trust Agreement. The Trust may not issue additional Units except (i) if the net proceeds per Unit to be received by the Trust are not less than 100% of the most recently calculated NAV immediately prior to, or upon, the determination of the pricing of such issuance or (ii) by way of Unit distribution in connection with an income distribution.

The Trust's objectives for managing capital are:

- To invest and hold substantially all of its assets in physical silver bullion; and
- To maintain sufficient liquidity to meet the expenses of the Trust, and to meet redemption requests as they arise.

Refer to "Financial risk management objectives and policies" (Note 10) for the policies and procedures applied by the Trust in managing its capital.

9. Earnings Per Unit

Basic earnings per unit ("EPU") is calculated by dividing the net income for the period attributable to the Trust's unitholders by the weighted average number of units outstanding during the period.

The Trust's diluted EPU is the same as basic EPU, since the Trust has not issued any instruments with dilutive potential.

	<i>For the year ended December 31, 2012</i>	<i>For the year ended December 31, 2011</i>
Net income (loss) for the period attributable to the Trust's redeemable units	\$46,985,945	\$(73,762,491)
Weighted average number of redeemable units outstanding	95,012,327	57,499,229
Basic and diluted income (loss) per redeemable unit	\$0.49	\$(1.28)

10. Financial Risk and Management Objectives and Policies

Introduction

The Trust's objective in managing risk is the creation and protection of unitholder value. Risk is inherent in the Trust's activities, but it is managed through a process of ongoing identification, measurement and monitoring, subject to risk limits and other controls. The process of risk management is critical to the Trust's continuing profitability. The Trust is exposed to market risk (which includes price risk, interest rate risk and currency risk), credit risk and liquidity risk arising from the silver bullion that it holds. Only certain risks of the Trust are actively managed by the Manager, as the Trust is a passive investment company. The risks are managed in accordance with the Trust's offering documents.

Risk management structure

The Trust's Manager is responsible for identifying and controlling risks.

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Risk mitigation

The Trust has investment guidelines that set out its overall business strategies, its tolerance for risk and its general risk management philosophy.

The discussion below clarifies the Trust's management of various risks:

Excessive risk concentration

The Trust's risk is concentrated in the value of physical silver bullion, whose value constitutes 99.0% of total equity as at December 31, 2012 (99.9% as at December 31, 2011).

Price risk

Price risk arises from the possibility that changes in the market price of the Trust's investments, which consist almost entirely of silver bullion, will result in changes in fair value of such investments.

If the market value of silver increased by 1%, with all other variables held constant, this would have increased comprehensive income by approximately \$15.0 million (December 31, 2011: \$6.2 million); conversely, if the value of silver bullion decreased by 1%, this would have decreased comprehensive income by the same amount.

Interest rate risk

Interest rate risk arises from the possibility that changes in interest rates will affect the value of financial instruments. The Trust does not hedge its exposure to interest rate risk as that risk is minimal.

Currency risk

Currency risk arises from the possibility that changes in the price of foreign currencies will result in changes in carrying value. The Trust's assets, substantially all of which consist of an investment in silver bullion, are priced in U.S. dollars. Some of the Trust's expenses are payable in Canadian dollars. Therefore, the Trust is exposed to currency risk, as the value of its liabilities denominated in Canadian dollars will fluctuate due to changes in exchange rates. Most of such liabilities, however, are short term in nature and are not significant in relation to the net assets of the Trust, and, as such, exposure to foreign exchange risk is limited. The Trust does not enter into currency hedging transactions.

As at December 31, 2012, \$100,070 (December 31, 2011: \$262,103) of the Trust's liabilities were denominated in Canadian dollars.

Credit risk

Credit risk arises from the potential that counterparties will fail to satisfy their obligations as they come due. The Trust primarily incurs credit risk when entering into and settling silver bullion transactions. It is the Trust's policy to only transact with reputable counterparties. The Manager closely monitors the creditworthiness of the Trust's counterparties, such as bullion dealers, by reviewing their financial statements, when available, regulatory notices and press releases. The Trust seeks to minimize credit risk relating to unsettled transactions in silver bullion by only engaging in transactions with bullion dealers with high creditworthiness. The risk of default is considered minimal, as payment for silver bullion, is only made against the receipt of the bullion by the custodian.

Liquidity risk

Liquidity risk is defined as the risk that the Trust will encounter difficulty in meeting obligations associated with financial liabilities and redemptions. Liquidity risk arises because of the possibility that the Trust could be required to pay its liabilities earlier than expected. The Trust is also subject to redemptions for both cash and silver bullion on a regular basis. The Trust manages its obligation to redeem units when required to do so and its overall liquidity risk by only allowing for redemptions monthly, which require 15-day advance notice to the Trust. The Trust's liquidity risk is minimal, since its primary investment is physical silver bullion, which trades in a highly liquid market. All of the

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Notes to the Annual Financial Statements December 31, 2012

Trust's financial liabilities, including due to brokers, accounts payable and management fees payables have maturities of less than three months.

11. Related Party Disclosures

The following parties are considered related parties to the Trust:

Investment Manager – Sprott Asset Management LP

The Trust pays the Manager a monthly management fee equal to $\frac{1}{2}$ of 0.45% of the value of net assets of the Trust (determined in accordance with the Trust Agreement) plus any applicable Canadian taxes, calculated and accrued daily and payable monthly in arrears on the last day of each month. Total management fees for the period from January 1, 2012 to December 31, 2012 amounted to \$5,271,462 compared to \$3,551,302 for the same period in 2011.

Ownership and Other

As at December 31, 2012, the Trust's related parties included, Eric Sprott, CEO and Chief Investment Officer of the Manager, the Sprott Foundation, a charitable organization established by Mr. Sprott's family, and Sprott Inc., the parent company of the Manager. The Sprott Foundation owned 3.93% of the units of the Trust and Sprott Inc. owned 0.32% of the units of the Trust.

All related party transactions were made at arm's length on normal commercial terms and conditions. There have been no other transactions between the Trust and its related parties during the reporting period.

12. Independent Review Committee (“IRC”)

In accordance with National Instrument 81-107, Independent Review Committee for Investment Funds (“NI 81-107”), the Manager has established an IRC for a number of funds managed by it, including the Trust. The mandate of the IRC is to consider and provide recommendations to the Manager on conflicts of interest to which the Manager is subject when managing certain funds, including the Trust. The IRC is composed of three individuals, each of whom is independent of the Manager and all funds managed by the Manager, including the Trust. Each fund subject to IRC oversight pays a share of the IRC member fees, costs and other fees in connection with operation of the IRC. The IRC reports annually to unitholders of the funds subject to its oversight on its activities, as required by NI 81-107.

13. Soft Dollar Commissions

There were no soft dollar commissions for the years ended December 31, 2012 and 2011.

14. Personnel

The Trust did not employ any personnel during the period, as its affairs were administered by the personnel of the Manager and/or the Trustee, as applicable.

15. Events After the Reporting Period

There were no material events after the reporting period.

Corporate Information

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