



**BUNKER HILL MINING CORP. (the “Corporation”)
AUDIT COMMITTEE CHARTER**

ARTICLE 1: PURPOSE

1.1 The Audit Committee (the “Committee”) assists the Board in overseeing:

- The integrity of financial statements and reporting;
- Internal controls, including accounting, disclosure, IT, and cybersecurity;
- Accounting policies and practices;
- The qualifications, independence, and performance of the independent auditor;
- Financial management performance;
- Procedures for handling complaints and compliance;
- Compliance with legal and regulatory requirements; and
- Financial risk assessment and management.

ARTICLE 2: COMPOSITION AND MEMBERSHIP

2.1 The Committee shall have at least three independent directors who:

- Meet independence requirements under applicable laws and stock exchange rules;
- Qualify as “non-employee directors” under Rule 16b-3; and
- Are financially literate, with at least one Audit Committee Financial Expert and a financially sophisticated Chair.

2.2 The Committee shall recommend to the Board, and the Board shall approve, a designated Chair who will serve until he or she is removed from the position.

2.2 Members are appointed and removed by the Board and serve until replaced, resignation, or departure from the Board.

ARTICLE 3: MEETINGS AND QUORUM

- The Committee meets at least quarterly and as needed, including executive sessions with auditors and management.
- Notice is provided to Members and relevant parties.
- A majority constitutes a quorum.
- The Committee may invite participants as needed.
- Meetings may be called by the Chair, any Member, or the independent auditor.
- The Corporate Secretary serves as Committee Secretary unless otherwise determined.

ARTICLE 4: DUTIES AND RESPONSIBILITIES

4.1 Financial Reporting



The Committee shall:

- Review and recommend annual (Form 10-K) and quarterly (Form 10-Q) financial statements and disclosures;
- Review earnings releases and other financial disclosures;
- Obtain CEO/CFO certifications prior to public release;
- Review significant accounting policies, estimates, judgments, and financial risks;
- Assess contingencies, litigation, and major transactions; and
- Discuss financial reporting quality and issues with management and auditors.

4.2 Internal Controls

The Committee shall:

- Oversee internal control systems and financial reporting controls;
- Review control deficiencies and corrective actions; and
- Meet with auditors without management present as needed.

4.3 Independent Auditor

The Committee shall:

- Appoint, compensate, and oversee the independent auditor;
- Pre-approve all audit and non-audit services;
- Evaluate auditor qualifications, independence, and performance;
- Review audit scope, planning, and staffing;
- Ensure compliance with Public Company Accounting Oversight Board standards and partner rotation requirements; and
- Review auditor independence annually.

4.4 Compliance

The Committee shall:

- Oversee disclosure controls and regulatory compliance;
- Review legal matters affecting financial statements;
- Monitor compliance with laws and regulatory inquiries; and
- Establish and oversee procedures for handling complaints, including anonymous submissions.

4.5 Other Responsibilities

The Committee shall:

- Oversee cybersecurity, data privacy, and information security risks, including policies, incidents, and disclosures;
- Review financial risk management programs;
- Approve related party transactions and conflict-of-interest matters; and

BUNKER HILL MINING



- Review the appointment and qualifications of the CFO and key finance personnel.

4.6 Reporting

The Committee shall:

- Report regularly to the Board, including after each Committee meeting; and
- Provide required disclosures for the annual proxy statement.

ARTICLE 5: ADVISORS

5.1 The Committee may retain and compensate independent advisors as needed. The Corporation will provide appropriate funding for advisors, auditors, and administrative expenses.

ARTICLE 6: GENERAL

6.1 The Committee shall:

- Review this Charter annually and recommend updates to the Board; and
- Conduct an annual Committee self-assessment.

This Amended and Restated Charter was approved by the Board of Directors of Bunker Hill Mining Corp. on May 11, 2026.