

BUNKER HILL MINING



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

ARTICLE 1: PURPOSE

1.1 The Board of Directors of the Corporation (the “Board”) has established a Compensation Committee (the “Committee”) to assist in attracting, retaining and motivating executives and key personnel in view of the Corporation’s goals and to fulfill the Board’s oversight responsibilities in overseeing the:

- a. Compensation policies and programs of the Corporation; and
- b. Compensation and benefits for the Corporation’s named executive officers.

ARTICLE 2: COMPOSITION AND MEMBERSHIP

2.1 The Committee will consist of at least three directors (each, a “Member”) all of whom shall meet independence requirements under applicable laws and stock exchange(s) rules, and qualify as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended. The determination of a director’s independence for membership on the Committee includes consideration of all factors specifically relevant to determining whether a director has a direct or indirect relationship to the Corporation which is material to that director’s ability to be independent from management in connection with the duties of a Committee member, including, but not limited to:

- The source of compensation to a director, including any consulting, advisory or other compensatory fee paid by the Corporation to the director;
- Whether, other than in his or her role as a director, the director is affiliated with the Corporation, a subsidiary of the Corporation or an affiliate of a subsidiary of the Corporation; and
- Whether the director receives compensation from, or is under the direct or indirect control of, any person or entity that would impair his or her ability to make independent judgments about the Corporation’s executive compensation.

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.

2.3 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 will meet at least twice annually, in person or by teleconference, and at any time at the request of the Chair or a Member.
- The Committee may delegate authority to one or more Members, with all actions reported at the next meeting.
- Notice is to be provided to Members and relevant parties.
- A majority constitutes a quorum.



- The Corporation’s Secretary will act as Committee Secretary unless otherwise determined.

ARTICLE 4: DUTIES AND RESPONSIBILITIES

4.1 The responsibilities of the Committee will generally include, but are not restricted to, undertaking the following:

- Review and recommend overall compensation strategy and policies for directors, officers, and employees;
- Recommend CEO performance goals and compensation to the independent directors based on performance evaluations provided by the Executive Chairman, with input from the Lead Independent Director;
- Review and recommend Executive Chairman compensation with input from the Lead Independent Director;
- Review and approve compensation for other named executive officers based on CEO performance evaluations;
- Oversee and approve cash incentive and equity-based compensation programs and awards;
- Evaluate risks arising from compensation policies and practices;
- Consider shareholder feedback on compensation strategy;
- Review and approve executive compensation disclosure in proxy statements and Form 10-K filings in accordance with applicable regulatory requirements;
- Liaise with the Audit Committee on financial risk matters as appropriate; and
- Perform other duties assigned by the Board.

ARTICLE 5: ADVISORS

5.1 The Committee has sole authority to retain, oversee, terminate, and compensate independent advisors, including compensation consultants and legal counsel (“Compensation Advisors”), as needed.

5.2 Prior to engagement, the Committee shall assess advisor independence, considering:

- The provision of other services to the Corporation by the person that employs the Compensation Advisor;
- The amount of fees received from the Corporation by the person employing the Compensation Advisor as a percentage of total revenue of such person; policies and procedures of the person employing the Compensation Advisor that are designed to prevent conflicts of interest;
- Any personal or business relationship of the Compensation Advisor with a member of the Committee;
- Any stock of the Corporation owned by the Compensation Advisor; and
- Any business or personal relationship of the Compensation Advisor or the person employing the Compensation Advisor with an executive of the Corporation.

5.3 The Committee is not required to accept advisor recommendations and retains full decision-making authority in fulfillment of its duties.



ARTICLES 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.