



## **BUNKER HILL MINING CORPORATION (the “Corporation”) CORPORATE GOVERNANCE AND NOMINATING COMMITTEE CHARTER**

### **ARTICLE 1: PURPOSE**

1.1 The Corporate Governance and Nominating Committee (the “Committee”) is established by the Board of Directors (the “Board”) to:

- Develop and recommend corporate governance policies and principles in accordance with applicable regulatory guidelines;
- Identify qualified Board candidates and oversee director training and development;
- Review succession plans for executives and directors; and
- Assess and report on the effectiveness of the Board and its committees.

### **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 rules, and qualify as “non-employee directors” under Rule 16b-3 of the Securities Exchange Act of 1934, as amended.

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 Subject to the authority of the Board, the Committee’s responsibilities include:

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- Develop and recommend the Corporation's approach to corporate governance;
- Establish governance principles and practices for Board approval and public disclosure;
- Monitor governance best practices and recommending director education;
- evaluate the effectiveness of the Board, its committees, and management, and reporting to the Board;
- Review Board structure, size, and composition and recommending changes;
- Establish criteria for Board membership, including desired skills and qualifications;
- Consider Board member rotation and making related recommendations;
- Identify, evaluate, and recommend Board nominees, considering required competencies, existing director skills, and nominee qualifications;
- Review Committee composition, mandates, and leadership, and recommending changes;
- Oversee succession planning for the Board Chair and recommend selection processes;
- Provide director orientation and ongoing education;
- Review Member qualifications and recommend Committee composition;
- Review and recommend changes to the Corporation's directors' and officers' (D&O) insurance;
- Administer policies regarding indemnification of directors and officers and approving related payments, subject to applicable law and governing documents;
- Establish and maintain succession plans for executives and directors;
- Review annually outside business activities of directors to identify or avoid conflicts of interest;
- Approve corporate governance disclosure required under applicable laws and exchange rules;
- Review reports of suspected violations of the Code of Business Conduct and Ethics, monitor compliance, and review non-financial whistleblower reports; and
- Perform other functions as assigned by the Board.

4.2 The Committee Chair will report to the Board following each meeting or at the next scheduled Board meeting.

## **ARTICLE 5: GENERAL**

5.1 The Committee shall:

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