BUNKER MINING CORPORATION (the "Corporation")

COMPENSATION COMMITTEE (the "Committee")

CHARTER

ARTICLE 1 - PURPOSE

1.1 The Committee has been established by the board of directors of the Corporation (the "Board") to review and recommend compensation policies and programs to the Corporation as well as salary and benefit levels for its executives. The objective of the Committee will be to assist in attracting, retaining and motivating executives and key personnel in view of the Corporation's goals.

ARTICLE 2 - COMPOSITION OF COMMITTEE, CHAIRPERSON

2.1 The Committee will be comprised of at least three directors, all of whom will be independent as defined under Multilateral Instrument 52-110 of the Canadian Securities Administrators.

2.2 Members of the Committee, including the chairperson, will be appointed by the Board and may be removed by the Board, with or without cause, on its own initiative or on the recommendation of the Committee.

ARTICLE 3 - MEETINGS AND QUORUM

3.1 The Committee will meet at least once a year, in person or by teleconference, provided that the Chairperson or any other member of the Committee may call a meeting at any other time.

3.2 The Committee will report to the Board on its activities at the Board meeting next following each Committee meeting.

3.3. The Committee may specifically delegate to any one or more of its members authority to conclude any matter requiring the authority of the Committee. The outcome of any such delegation will be reported to the Committee at its next meeting.

3.4 The quorum at any meeting of the Committee will be a majority of the members of the Committee.

3.5 Unless otherwise determined by the Committee, the Corporation's Secretary/CFO will act as Secretary to the Committee.

ARTICLE 4 - DUTIES AND RESPONSIBILITIES

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

(a) reviewing and making recommendations to the Board with respect to the overall compensation strategy and policies for directors, officers and employees of the Company;

(b) reviewing and making recommendations to the independent members of the Board with respect to the corporate goals and objectives relevant to the compensation of the Chief Executive Officer and

recommending to the independent members of the Board the compensation level of the Chief Executive Officer based on the annual performance evaluation of the Chief Executive Officer provided by the Executive Chairman with input from the Lead Independent Director in light of those goals and objectives;

(c) reviewing and making recommendations to the independent members of the Board with respect to the compensation of the Executive Chairman;

(d) reviewing and approving the compensation of the other named executive officers based on the performance evaluation of such executives provided by the Chief Executive Officer;

(e) overseeing and approving awards under the Company's incentive compensation and equity-based plans including the Stock Option Plan, Long-Term Incentive Plan and Directors' Deferred Share Unit Plan in accordance with the terms of such Plans;

(f) making recommendations to the Board with respect to the Company's incentive compensation and equity-based plans that are subject to Board approval;

(g) considering the implications of the risks associated with the Company's compensation policies and practices;

(h) considering feedback from shareholders with respect to the Company's overall compensation strategy;

(i) reviewing and approving the annual disclosure relating to executive compensation contained in the Management Information Circular of the Company;

(j) reporting regularly to the Board and, where appropriate, making recommendations to management of the Company and/or to the Board;

(k) liaising with the Audit Committee of the Board, as appropriate, on matters relevant to the Company's management of enterprise risk;

(l) reviewing and assessing its mandate and recommending any proposed changes to the Corporate Governance Committee of the Board; and

(m) evaluating the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate.

4.2 The Committee will have the sole authority to engage and compensate any outside advisor that it determines to be necessary to permit it to carry out its duties.

ARTICLE 5 - GENERAL

5.1 This Charter may from time to time be amended pursuant to regulatory rules, regulations and trends as required, subject to the approval of the Board.

Approved by the Board of Directors of Bunker Hill Mining Corporation

Dated: January 1, 2025