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") has been established by the board of directors of the Corporation (the "Board") to:

a. to develop and recommend to the Board a set of corporate governance policies and principles applicable to the Corporation in light of the corporate governance guidelines published by regulatory bodies having jurisdiction;

b. identify individuals qualified to become Board members and provide training and development for Board members;

c. review succession plans for executives and Board members; and

d.to assess and report on the effectiveness of the Board and any committees thereof.

ARTICLE 2: COMPOSITION AND MEMBERSHIP

2.1 The Committee will be comprised of at least three directors (each a "Member"), all of whom will:

a. be independent as defined under applicable law. Each Member must also qualify as a "non-employee director" for the purposes of Rule 16b-3 under the Securities and Exchange Act of 1934, as amended; and

b. be appointed and may be removed, with or without cause, by the Board on its own initiative or on the recommendation of the Committee.

ARTICLE 3: MEETINGS AND QUORUM

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

3.2 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.

3.3 The quorum at any meeting of the Committee will be a majority of the Members of the Committee.

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

ARTICLE 4: DUTIES AND RESPONSIBILITIES

4.1 Subject to the powers and duties of the Board, the responsibilities of the Committee generally include, but are not limited to, undertaking the following:

a. developing the approach of the Corporation to matters of corporate governance and making recommendations to the Board with respect to all such matters;

b. preparing and recommending to the Board a set of governance principles and practices applicable to the Corporation and to be included in its public disclosure material;

c. keeping abreast of best corporate governance practices, and making recommendations to the Board on the need, where appropriate, for Board member participation in continuing education programs;

d. evaluating the effectiveness of the Board and its committees and of management of the Corporation as a whole and reporting thereon to the Board;

e. reviewing, from time to time, the structure, composition and size of the Board, with a view to determining the impact of the number of Board members upon its effectiveness and reporting thereon to the Board;

f. developing and recommending to the Board criteria for the selection of candidates to serve on the Board, including credentials and skills desirable for the full Board composition;

g. considering the advisability of, and any requirements for, rotation of members of the Board and making the appropriate recommendations to the Board in connection therewith;

h. identifying and evaluating potential nominees for Board membership and, after assessing the credentials and fitness for office of each proposed nominee, recommending to the Board appropriate nominees for election to the Board at annual general meetings of the shareholders;

i. considering the composition and mandates of the Board committees and the selection and rotation of committee members and chairpersons, and submitting recommendations to the Board in connection therewith;

j. considering succession planning for the chair of the Board and, when appropriate, recommend to the Board the process for selecting the chair of the Board;

k. developing and delivering Board member orientation to newly elected members, as well provide ongoing Board member training and development;

l. reviewing Member qualifications and annually conducting a performance evaluation of the Committee;

m. assessing the Corporation's current directors' and officers' ("D&O") insurance policy and making recommendations relating to its renewal or amendment or the replacement of the current insurer;

n. subject to applicable laws and the articles and by-laws of the Corporation, formulating and administering all policies and practices of the Corporation with respect to the indemnification of D&O's by the Corporation and approving all payments made pursuant thereto;

o.establishing and maintaining a plan of succession for executives and Board members;

p. reviewing and reporting annually to the Board the business activities of each Board member including his or her employment or service to any other companies to assure that potential conflicts are clearly understood or avoided;

q. reviewing and approving any corporate governance report to be made in accordance with applicable securities laws and stock exchange regulations for inclusion in the Corporation's annual information form, management proxy circular and/or annual report; and

r. performing such other functions as may be designated in future resolutions of the Board.

4.2 Reviewing, at least annually, the Committee's duties, responsibilities and performance and determine if any changes in practices of the Committee or amendments to this Charter are necessary.

ARTICLE 5: GENERAL

5.1 This Charter shall be reviewed annually and recommend to the Board any changes, amendments, and additions, as in its opinion, are required

5.2 Following each meeting of the Committee, or at the next regularly scheduled Board meeting, the Chair of the Committee shall report to the Board the issues before the Committee and actions taken by the Committee or recommend to be taken by the Board.

Approved by the Board of Directors of Bunker Hill Mining Corporation, 29th day of January, 2025.