

BEAR CREEK MINING CORPORATION
(THE "COMPANY")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

1. GENERAL

The Nominating and Corporate Governance Committee (the "**Committee**") is a committee of the board of directors (the "**Board**"), to which the Board has delegated certain responsibilities relating to nominating qualified individuals to the Board and governance matters.

2. COMPOSITION

2.1 The Committee shall be comprised of a minimum of three (3) members, the majority of whom shall be "Independent" directors as defined in section 1.4 of National Instrument 52-110.

2.2 The Board will appoint the members and select the Chair of the Committee.

3. RESPONSIBILITIES, DUTIES AND POWERS

The Committee shall have the following overall responsibilities:

- (a) establishing a process for identifying, recruiting, appointing, and providing ongoing development for directors;
- (b) monitoring and assessing the functioning of the Board, committees of the Board, and the individual members of the Board; and
- (c) ensuring the Board, directors and management adopt and observe good corporate governance practices.

The Committee shall on an annual basis, and more frequently if deemed necessary by the Committee or requested by the Board:

- (a) establish qualifications and skills necessary for an effective Board and for the various committees of the Board, including but not limited to factors such as professional experience, particular areas of competency, skill and expertise, personal character, potential conflicts of interest, diversity, and other commitments, such as service on other boards, all in the context of the needs of the Board and the Company as a whole;
- (b) determine the number of independent directors who should sit on the Board;
- (c) review the size, composition, mandate/charter and performance of the Board and the various committees of the Board, and make recommendations for appointment, removal of directors or other adjustment as appropriate;
- (d) determine grounds for exclusion or removal from the Board;
- (e) identify and review candidates for Board vacancies and make recommendations to the Board with regard to director nominations; and
- (f) establish and oversee orientation of new directors and ongoing education of directors.

The Committee shall also periodically, or at least annually:

- (a) assess the overall effectiveness of: (i) the Board as a whole; (ii) individual directors (including the Chair, and any Lead Director if appointed); and (iii) each of the committees (other than the Committee which shall be evaluated by the full Board) from a corporate governance perspective and compliance with the relevant mandate, charter or terms of reference as applicable;
- (b) review compliance with applicable securities and corporate legislation and stock exchange policies;
- (c) review the Company's corporate governance policies, including without limitation any mandates, charters, terms of reference, policies or codes that comprises the Company's Corporate Governance Manual, the Company's performance in respect of such policies, and any matters arising pursuant to such policies, as well as any waivers from compliance granted to officers or directors, and make recommendations to the Board as appropriate;
- (d) recommend to the Board for approval, and periodically review, the process for the determination of the independence of the directors, and financial literacy and financial expertise of directors as necessary, in accordance with applicable securities laws and regulations, including any stock exchange upon which the Company's shares are listed;
- (e) review and address all complaints to the Board, except those to be reviewed by the Audit Committee;
- (f) ensure that any issues relating to corporate governance which are identified by the directors involving management are resolved with management;
- (g) be responsible for ensuring all public disclosure requirements concerning the Company's corporate governance system are observed;
- (h) with the CEO, develop or review position descriptions for the CEO, President, CFO and COO, if applicable, defining limits to management's authority; and
- (i) undertake such other initiatives as are necessary or desirable to provide effective corporate governance for the Company.

The Committee shall have authority to engage outside consultants to review corporate governance issues as appropriate and shall have the authority to engage search firms to assist in the identification of director candidates and the sole authority to set the fees and other retention terms of such firms (subject to any annual spend limitations specified in the applicable corporate or Board policies).

4. MEETINGS & APPROVALS

- 4.1. The Committee shall meet annually, or more frequently at the discretion of the Chair of the Committee or Committee members.
- 4.2. The meetings shall take place as the Chair of the Committee shall determine, upon at least 48 hours' notice to each of its members. The notice period may be waived by a quorum of the Committee.
- 4.3. A quorum for a meeting of the Committee is a majority of the members present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

- 4.4. Decisions by the Committee shall be by the affirmative vote of a majority of the members of the Committee present, or by consent resolutions in writing signed by each member of the Committee
- 4.5. At each meeting, the Committee shall meet in camera, without management.
- 4.6. The Chair of the Committee may invite others to attend any part of any meeting of the Committee as it deems appropriate. This includes members of management, any employee, the Company's legal counsel, external auditor, as well as consultants and advisors.
- 4.7. Minutes shall be kept of all meetings of the Committee. The minutes will include copies of all resolutions passed at each meeting, will be maintained with the Company's records, and will be available for review by members of the Committee, the Board and the external auditor.
- 4.8. The CEO shall not be present during any vote or, at the discretion of the Committee Chair, during deliberations, of the Committee regarding the performance of the CEO.
- 4.9. The Committee shall report to the Board regarding such matters as are discussed and approved by the Committee.
- 4.10. The Committee may act by unanimous written consent in lieu of a meeting in accordance with the Company's articles.

5. OTHER MATTERS

- 5.1. The Committee shall also have such other powers and duties as are delegated to it by the Board from time to time.
- 5.2. In discharging its duties under this Charter, the Committee may investigate any matter brought to its attention and will have access to all books, records, facilities, and personnel, may conduct meetings or interview any officer or employee, the Company's legal counsel, external auditors, and consultants.
- 5.3. The Committee shall conduct an annual assessment of its performance and report the results of such assessment to the Board.

Approved and adopted by the Board on December 19, 2023.