

BEAR CREEK MINING CORPORATION

(THE "COMPANY")

NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER

GENERAL

The Nominating and Corporate Governance Committee (the "Committee"), under the supervision of the Board, has responsibility for:

1. Establishing a process for identifying, recruiting, appointing, and providing ongoing development for directors;
2. monitoring and assessing the functioning of the Board, committees of the Board, and the individual members of the Board; and
3. ensuring the Board, directors and management adopt and observe good corporate governance practices.

COMPOSITION

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

RESPONSIBILITIES, DUTIES AND POWERS

Subject to the powers and duties of the Board, the Board hereby delegates to the Committee the following powers and duties to be performed by the Committee on behalf of and for the Board.

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 mandate, charter, terms of reference, policy or code 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 sole authority to engage search firms to assist in the indemnification 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 Terms of Reference for Committees).

The Committee shall conduct a portion of each meeting without the presence of non-independent directors and management.

The Committee shall also have such other powers and duties as are delegated to it by the Board from time to time.

The Committee shall conduct an annual assessment of its performance and report the results of such assessment to the Board.

EFFECTIVE DATE

Approved and adopted by the Board on April 22, 2013.