

BEAR CREEK MINING CORPORATION
(THE "COMPANY")

OPERATIONS, SAFETY AND SUSTAINABILITY COMMITTEE CHARTER

1. GENERAL

The primary purpose of the Operations, Safety and Sustainability Committee (the "**OSS Committee**") is to assist the Company's board of directors (the "**Board**") in fulfilling its oversight responsibilities of technical, development, construction and operational issues including mineral resources and reserves, health and safety matters, and social and environmental responsibility issues. The OSS Committee will have responsibility for:

- a) liaising with management on key technical and operational issues and initiatives;
- b) assessing and addressing technical risks and ensuring adherence to approved strategies and schedules;
- c) inducing management's compliance with applicable legal and regulatory requirements and assessing performance in the areas of technical and operational execution, exploration, health and safety and environmental and social responsibility; and
- d) providing oversight regarding external reporting in relation to health, safety and environmental and social matters.

2. COMPOSITION & PROCEDURAL MATTERS

- 2.1. The OSS Committee shall consist of a minimum of three (3) members, a majority of whom shall be "independent" directors (as defined in National Instrument 52-110).
- 2.2. The OSS Committee will meet at least annually, and as many additional times as it deems necessary to carry out its duties effectively. Notice of every meeting, which will be given at least 48 hours before each meeting, will be given to each member and to the Chair of the Board.
- 2.3. Decisions by the OSS Committee will be by the affirmative vote of a majority of the members of the OSS Committee present.
- 2.4. A meeting of the OSS Committee may be convened by the Chair of the OSS Committee or any of its members. A quorum will occur if a majority of the members of the OSS Committee are present at a meeting. No business may be transacted by the OSS Committee except at a meeting of its members at which a quorum is present.

- 2.5. The OSS Committee may invite officers, directors and employees of the Company and other persons as it may see fit, to attend its meetings and assist in the discussion and consideration of any matter of interest to the OSS Committee.

3. DUTIES AND RESPONSIBILITIES

The OSS Committee will act within the scope of its authority under this mandate and shall address such matters as the Board may refer to it from time to time. The OSS Committee is authorized to carry out the following duties and responsibilities:

Operations:

- (a) Receive regular updates from management on key technical and operational issues and initiatives including plans on transitioning to operational status, schedules and budgets, external reporting of technical matters including reserve and resource disclosure, and construction progress, and report to the Board thereon.
- (b) Receive regular updates from management on exploration targets, including interim drilling results, geologic interpretations, sampling results, and target definition, and report to the Board thereon.
- (c) Receive and review updated reserve and resource estimates prior to publication.
- (d) Appoint, and annually review the skill set of the Company's Qualified Person(s) and their performance.
- (e) Once in operation, receive annual reconciliation of reserve and resource estimates to mine production and report to the Board thereon.

Health and Safety:

- (a) Oversee the implementation and management of systems and controls related to health and safety.
- (b) Receive regular updates from management on key health and safety issues and trends, and compliance with health and safety legislation, and report material issues to the Board.
- (c) Initiate, and review the results of any external health and safety audits.

Social and Environmental Responsibility:

- (a) Oversee the implementation and management of systems and controls related to social and environmental responsibility.
- (b) Work with management to establish and develop the Company's strategic framework and objectives for social and environmental programs.

- (c) Receive regular updates from management on key social and environmental issues and trends, and compliance with social and environmental legislation, and report material issues to the Board.
- (d) Initiate, and review the results of any external social or environmental audits.
- (e) Oversee implementation of environmental social governance (“ESG”) reporting and disclosure, including the assessment of appropriate reporting frameworks, and review and recommend Board approval of external reports related to ESG.

Risk Assessment:

- (a) Assist management in establishing systems and control processes for reviewing technical, health and safety and social and environmental responsibility risks and review the effectiveness of these policies and processes.

Performance and Compliance:

- (a) Review the Company’s annual and long-term operational, health and safety, and social and environmental responsibility objectives to assess the Company’s performance in relation to these objectives.
- (b) Review the adequacy of resources available to management to carry out the Company’s operational, health and safety, and social and environmental responsibility objectives.
- (c) Ensure the Company’s policies related to operations, health and safety, and social and environmental responsibility, if any, are compliant with all applicable legal and regulatory requirements.

4. REPORTING

- 4.1 The OSS Committee will report to the Board annually, or more often as appropriate.
- 4.2 Minutes will be kept of all meetings of the OSS Committee.

5. REVIEW AND EVALUATION

The OSS Committee will annually evaluate its performance and the adequacy of its charter and report the results and recommendations to the Board.

6. ACCESS TO OUTSIDE ADVISORS

The OSS Committee may, without seeking approval of management, select, retain, terminate, and set and approve fees of any outside advisor as it deems appropriate.

Approved and adopted by the Board of Directors on August 29, 2022