

SILVER HAMMER MINING CORP.
(the “Company”)

**CORPORATE GOVERNANCE COMMITTEE
CHARTER**

A. PURPOSE

The overall purpose of the Corporate Governance Committee (the “**Committee**”) is to provide a focus on corporate governance that will enhance corporate performance, and to ensure on behalf of the board of directors (the “**Board**”) and shareholders of the Company that the Company’s corporate governance system is effective in the discharge of its obligations to the Company’s shareholders.

B. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board, the majority of whom shall be non-management directors, and “independent” as that term is defined in National Instrument 58-101 “Disclosure of Corporate Governance Practices”.
2. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
3. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair from among their number.
4. The secretary of the Committee shall be designated from time to time from one of the members of the Committee or, failing that, shall be the Company’s corporate secretary, unless otherwise determined by the Committee.
5. The Committee shall meet regularly in each year on such dates and at such locations as the chair of the Committee shall determine and may also meet at any other time or times on the call of the chair of the Committee or any two of the other members.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and hear each other.
7. Any two directors may request the chair to call a meeting of the Committee and may attend at such meeting or inform the Committee of a specific matter of concern to such directors, and may participate in such meeting to the extent permitted by the chair of the Committee.
8. The Committee shall have access to such officers and employees of the Company, its external auditors and legal counsel, and to such information respecting the Company, and may engage separate independent counsel and advisors at the expense of the Company, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

C. MEETINGS

At the request of the CEO or any member of the Committee, the Chair will convene a meeting of the Committee and provide an agenda for such meeting.

The Committee shall meet no less than one time per year or more frequently if circumstances require.

D. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee shall be as follows:

- (a) to develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, to implement and administer a system of corporate governance which reflects superior standards of corporate governance practices;
- (b) to periodically review and assess the adequacy of the Company's corporate governance principles and develop and recommend to the Board for adoption additional or revised principles as appropriate;
- (c) to report annually to the Company's shareholders, through the Company's annual management proxy circular or annual report to shareholders, on the Company's system of corporate governance and the operation of its system of governance, having reference to the Corporate Governance Guidelines of the TSX Venture Exchange;
- (d) to analyze and report to the Board the relationship of each director to the Company and significant shareholders as to whether such director is a related director or an unrelated director;
- (e) to determine the appropriate committee structure of the Board and, in fulfilling the Committee's responsibilities, the Committee shall be entitled to delegate any or all of its responsibilities to a subcommittee of the Committee;
- (f) to advise the Board or any of the committees of the Board of any corporate governance issues which the Committee determines ought to be considered by the Board or any such committee;
- (g) to review with the Board, on a regular basis but not less than annually, the role of the Board, the terms of reference of each of the committees of the Board and the methods and processes by which the Board fulfills its duties and responsibilities, including without limitation:
 - (i) the number and content of meetings;
 - (ii) the annual schedule of issues to be presented to the Board at its meetings or those of its committees;
 - (iii) material which is to be provided to the directors generally and with respect to meetings of the Board or its committees;
 - (iv) resources available to directors; and
 - (v) the communication process between the Board and management;
- (h) to establish and administer a process (including a review by the full Board and discussion with management) for assessing the effectiveness of the Board as a whole and the committees of the Board (including this Committee) and making recommendations for improving effectiveness;
- (i) to propose to the Board, annually the assignment of members to the committees of the Board and the chair for each committee;
- (j) from time to time, as the Committee deems appropriate, to evaluate the size, composition, membership qualifications, scope of authority, responsibilities, reporting obligations and charters of each committee of the Board;

- (k) to oversee the evaluation of Board members;
- (l) to recommend to the Board a system which enables a committee or an individual director to engage separate independent counsel and advisors at the expense of the Company in appropriate circumstances and, upon the approval by the Board of such a process, to be responsible for the management and administration thereof; and
- (m) if the Chair of the Board or Vice-Chair is also the CEO of the Company, to establish practices and procedures to permit the Board to act independently, including to approve all agendas for meetings of the Board and to act as a forum for, together with the Management Committee, concerns of individual directors regarding matters not readily or easily brought to a full Board meeting for discussion.

The Committee will periodically (at least annually) review this policy and the Company's Articles of Incorporation in light of existing corporate governance trends, and recommend any proposed changes for adoption by the Board or submission by the Board to the Company's shareholders.

Adopted by the Board of the Company on February 21, 2023.