

# **GOVERNANCE AND SOCIAL RESPONSIBILITY COMMITTEE CHARTER**

## **HECLA MINING COMPANY (as of February 26, 2021)**

### **PURPOSE**

The Governance and Social Responsibility Committee (the “Committee”) will assist the Board of Directors (the “Board”) in discharging its responsibilities regarding the (i) identification of qualified candidates to become board members, consistent with criteria approved by the Board; (ii) selection of nominees for election as directors at the next annual meeting of shareholders (or special meeting of shareholders at which directors are to be elected); (iii) selection of candidates to fill any vacancies on the Board; (iv) development and recommendation to the Board of a set of Corporate Governance Guidelines and principles applicable to the Company; (v) oversee the evaluation of the Board and management; (vi) identification, evaluation, and monitoring of environmental, climate, health, safety, sustainability, social, and public policy trends, issues, guidance, concerns and risks and other corporate responsibility matters (collectively, “ESG”) that could affect the Company’s business activities, assets, performance and reputation; (vii) determination of whether the Company has appropriate policies, management systems, strategies and initiatives in place with respect to ESG matters; (viii) development of recommendations to the Board with respect to the adoption of ESG policies, systems, strategies and initiatives; and (ix) oversight of the evaluation of the Board and management.

### **COMMITTEE MEMBERSHIP AND QUALIFICATIONS**

The Committee shall be comprised of not less than three directors, each of whom satisfies the independence requirements of any applicable laws, regulations, and New York Stock Exchange listing requirements or in the event the Company is not listed on the NYSE, such other stock exchange listing requirements. The members of the Committee shall be appointed annually at the first meeting of the Board after a meeting of the shareholders at which directors are elected and each member shall serve until (i) the next annual meeting of shareholders; (ii) they resign; (iii) their successors are duly appointed; or (iv) such member is removed from the Committee by the Board with or without cause. The Board shall designate a chair (“Chair”) from among the members of the Committee and a Secretary who may, but need not, be a member of the Committee or of the Board.

### **MEETINGS**

The Committee shall meet at least twice a year and more frequently as it determines necessary. A meeting of the Committee may be held by means of such telephonic, electronic, or other communication as to permit all persons participating in the meeting to communicate adequately with each other during the meeting. The Chair of the Committee (or in his or her absence, a member designated by the Committee members present) will preside at each meeting and in consultation with the other members of the Committee and management, will set the agenda for each meeting. All directors who are

not members of the Committee may attend and observe meetings of the Committee, but shall not participate in any discussion or deliberation unless invited to do so by the Committee, and in any event shall not be entitled to vote. The Committee may request any officer or employee of the Company or any of its subsidiaries, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide information as the Committee requests, but the Committee reserves the right in its discretion to meet at any time in executive session.

The Committee shall report regularly to the Board (i) following meetings of the Committee, (ii) with respect to such other matters as are relevant to the Committee's discharge of its responsibilities, and (iii) with respect to such recommendations as the Committee may deem appropriate. The report to the Board may take the form of an oral report by the Committee's Chair or any other member of the Committee designated by the Committee to make such report. The Committee will keep written minutes of its meetings, which minutes will be available to every member of the Board. The Committee may also take action from time to time by unanimous written consent.

## **DUTIES AND RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its functions. These duties and responsibilities are set forth below as a guide to the Committee with the understanding that the Committee may alter or supplement them as appropriate under the circumstances to the extent permitted by the Company's bylaws and applicable law or listing standard.

To fulfill its duties and responsibilities, the Committee will:

### **A. Corporate Governance**

1. Review and assess the adequacy of this Charter at least annually and, where necessary or desirable, recommend any proposed changes to the Board for approval.
2. Review, on an annual basis, the Committee's effectiveness, including its compliance with this Charter, and provide the Board with any recommendations for changes in procedures or policies governing the Committee. The Committee shall conduct such evaluation and review in such manner as it deems appropriate.
3. Review the Company's corporate governance practices at least annually and recommend appropriate policies, practices, and procedures to the Board.
4. Develop and monitor the Company's overall approach to corporate governance issues and, subject to approval by the Board, implement and administer a system of corporate governance which reflects strong corporate governance practices. The Committee may distribute governance related information, as appropriate, to members of the Board.

5. Develop and recommend to the Board a set of Corporate Governance Guidelines appropriate for the Company and consistent with the rules and regulations of the New York Stock Exchange, the Securities and Exchange Commission and best practices, and keep abreast of developments with regard to corporate governance to enable the Committee to make recommendations to the Board in light of such developments as may be appropriate. The Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board.
6. Develop and recommend to the Board an appropriate Code of Conduct (“Code”) appropriate for the Company and consistent with the rules and regulations of the New York Stock Exchange, the Securities and Exchange Commission and best practices. The Committee shall review such Code at least annually and, when necessary or appropriate, recommend changes to the Board.
7. Monitor and oversee compliance with the Code, and in consultation with the Board, authorize any waiver granted in connection with the Code (provided, however, that any waiver granted with respect to a director or executive officer must be granted by the Board), and oversee the appropriate disclosure of any such waivers as required by law or any applicable listing standards.
8. Review and assess the adequacy of the Company’s Code of Ethics for the Chief Executive Officer and Senior Financial Officers.
9. Review at least annually the Company’s Bylaws and make recommendations for changes to the Board.
10. The Committee shall, on an annual basis, oversee the evaluation of the Board. The Committee will prepare, for discussion with the Board, an assessment of performance and effectiveness of the Board.
11. Regularly evaluate the process by which shareholders may communicate with the Company’s Chairman of the Board or other members of the Board.

## **B. Nomination of Directors**

1. Develop and recommend to the Board appropriate criteria for the selection of new directors, including the desired skills, expertise, and other qualities, including independence and diversity, periodically review the criteria adopted by the Board, which shall include competency, skills, diversity of gender, age, race, ethnicity and cultural background and other facts as the Committee sees fit.
2. Assist the Board in identifying and attracting qualified candidates to become members of the Board. When recommending nominees, the Committee shall consider the current composition of the Board, including the diversity of its membership and the competencies and skills that the Board as a whole

currently possesses and the competences and skills that the nominee would bring to the Board, and shall assess the ability of candidates to contribute to effective oversight of the management of the Company. This evaluation will include the consideration of independence, competency, skills, diversity of gender, age, race, ethnicity, and cultural background, as well as the ability of members (and candidates for membership on the Board) to devote sufficient time to perform their duties in an effective manner. The Committee shall review with the Board, on an annual basis, the composition and size of the Board in order to ensure that the Board has the requisite expertise and that its membership consists of persons with sufficiently diverse and independent backgrounds.

3. Recommend to the Board (i) a slate of nominees to be proposed for election as directors by the shareholders at the next annual meeting of shareholders, or at a special meeting of shareholders, and (ii) a nominee to fill a vacancy or a newly created position on the Board.
4. Review the appropriateness of the size of the Board relative to its various responsibilities, and at least annually review the skills, areas of expertise, backgrounds, independence, and qualifications of the members of the Board, and make recommendations to the Board as necessary.
5. Recommend committee assignments and committee chairpersons for the standing committees for consideration by the Board, and evaluate the establishment of new, and the maintenance of, standing committees.
6. Review candidates nominated or recommended by shareholders.

### **C. ESG Matters**

1. Review and make recommendations to the Board regarding the Company's policies, programs, practices, metrics, performance indicators and progress concerning ESG matters.
2. Monitor and regularly receive reports from the Company's management regarding (i) the Company's performance with respect to ESG matters and compliance with any ESG related laws; (ii) significant proceedings relating to ESG matters in which the Company is or may become involved; (iii) significant legislation or regulations, judicial decisions, treaties, protocols, conventions or other agreements, public policies or other medical or scientific developments involving ESG related matters that will or may have a material effect on the Company's business; (iv) guidance issued by mineral exploration and mining industry trade associations and other organizations on ESG matters and reporting frameworks; and (v) Company strategy and initiatives in the areas of ESG.
3. Monitor the overall adequacy and effectiveness of the Company's policies, controls, and systems for (i) addressing ESG matters consistent with prudent

mineral exploration and mining industry practices; (ii) complying with any ESG related laws; (iii) achieving the Company's objectives concerning ESG; and (iv) communicating the Company's ESG initiatives and any reports issued by the Company in connection with any ESG initiatives.

4. Review and provide guidance to the Board and management on sustainability issues, risks, and impacts.
5. Review, approve and make recommendations on the Company's public disclosures with respect to ESG matters.
6. Review and make recommendations to the Board with respect to any shareholder proposal that relates to an ESG matter.
7. Subject to the terms of this Charter, recommend to the Board any action on ESG and related matters that may be required or considered advisable.
8. Report periodically, but not less than once a year, to the Board on ESG matters affecting the Company.

#### **D. Additional Powers and Responsibilities**

1. The Committee shall assist the Board in fulfilling its oversight responsibilities relating to the Company's risk management program by identifying and monitoring corporate governance-related risks and recommending strategies to mitigate against such risks.
2. Report to the Board following each meeting of the Committee and at such other times as the Board may consider appropriate.
3. Assess shareholder proposals as necessary for inclusion in the proxy statement and make appropriate recommendations to the Board.
4. Oversee the development and implementation of an orientation program for new directors.
5. Undergo an annual performance evaluation of itself.
6. Perform such other activities as the Board may from time to time deem necessary or appropriate.

#### **DELEGATION**

The Committee shall have the ability to form and delegate authority to subcommittees, comprised of one or more members of the Committee as necessary or appropriate. Each subcommittee shall have the full power and authority of the Committee within the authority delegated to the subcommittee or member(s).

## **OUTSIDE ADVISERS**

The Committee may, in its sole discretion, retain, obtain the advice of, or terminate any search firm used to identify director candidates, independent legal counsel or other experts or consultants (“Advisers”) as it deems appropriate. The Committee shall be directly responsible for the appointment, compensation, and oversight of the work of any such Advisers retained by the Committee. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any such Adviser retained by the Committee.

## **AMENDMENT**

The Board shall have the authority to amend or modify any provision of this Charter at any time.

APPROVED: Board of Directors

DATE: February 26, 2021