

# **CORPORATE GOVERNANCE AND DIRECTORS NOMINATING COMMITTEE CHARTER**

## **HECLA MINING COMPANY (as of December 4, 2016)**

### **PURPOSE**

The Corporate Governance and Directors' Nominating Committee (the "Committee") will assist the Board of Directors (the "Board") to (i) identify individuals qualified to become board members, consistent with criteria approved by the Board; (ii) select director nominees for the next annual meeting of shareholders; (iii) develop and recommend to the Board a set of Corporate Governance Guidelines; (iv) oversee the evaluation of the Board and management; and (v) take a leadership role in shaping and recommending to the Board corporate governance policies and practices and monitoring corporate compliance with these policies and practices.

### **MEMBERSHIP**

The Committee shall be comprised of at least three directors, each of whom shall satisfy the independence requirements of any applicable laws, regulations and New York Stock Exchange listing requirements, as determined by the Board. The members of the Committee shall be appointed and replaced by the Board. The Board shall designate a Chair 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 or more frequently as circumstances dictate. The Committee may request any director, officer or employee of the Company or the Company's outside counsel to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The Committee shall report its activities to the full Board on a regular basis and make such recommendations with respect to matters as the Committee may deem necessary or appropriate.

### **DUTIES AND RESPONSIBILITIES**

The following shall be the common recurring duties and responsibilities of the Committee in carrying out its oversight 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 responsibilities and duties, the Committee will:

## **A. Corporate Governance**

1. Develop Corporate Governance Guidelines and recommend such guidelines or revisions of such guidelines to the Board. The Committee shall review such guidelines at least annually and, when necessary or appropriate, recommend changes to the Board.
2. Review and assess the adequacy of the Company's Code of Ethics for the Chief Executive Officer and Senior Financial Officers, Code of Business Conduct and Ethics for Directors, Officers and Employees, and other internal policies and guidelines and monitor that the principles described therein are being incorporated into the Company's culture and business practices.
3. Review at least annually the Company's By-laws and make recommendations for changes to the Board.
4. Monitor developments in corporate governance and distribute related information, as appropriate, to members of the Board.
5. Annually evaluate and report to the Board on the performance and effectiveness of the Board to facilitate the directors fulfillment of their responsibilities in a manner that serves the interests of the Company's shareholders.
6. 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 general criteria for selection of director nominees of the Company.
2. Assist the Board in identifying and attracting qualified candidates to stand for election.
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.
3. Review the appropriateness of the size of the Board relative to its various responsibilities. Review the overall composition of the Board, taking into consideration such factors as business experience and specific areas of expertise of each Board member, and make recommendations to the Board as necessary.
4. Recommend committee assignments and committee chairpersons for the standing committees for consideration by the Board, and evaluate the establishment of new and maintenance of standing committees.

5. Review candidates nominated or recommended by shareholders.

**C. Additional Powers and Responsibilities**

1. The Committee will have the resources and authority necessary to discharge its duties and responsibilities. The Committee has complete authority to retain and terminate outside counsel, any search firm used to identify director candidates, or other experts or consultants, as it deems appropriate, including complete authority to approve their fees and other retention terms (such advisors may be the regular advisors of the Company).
2. On an annual basis, review and reassess the adequacy of this charter and recommend any proposed changes to the Board for approval.
3. 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 Corporate Governance and Directors Nominating Committee within the authority delegated to the subcommittee or member(s).
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.