



2022 Notice of Annual
Meeting and Proxy

MESSAGE FROM YOUR BOARD OF DIRECTORS



Board of Directors

From left (back): Charles B. Stanley, Ted Crumley, George R. Johnson, Phillips S. Baker, Jr., and Terry V. Rogers

From left (front): Catherine J. Boggs, Alice Wong, and Stephen F. Ralbovsky

Hecla's Board of Directors believes strong governance strengthens the Company's policies and performance and will distinguish Hecla as a respected precious metals producer. Operating transparently and with integrity has helped the Company earn the trust of our shareholders, credibility within the communities where we operate, and dedication from our employees.

Dear Fellow Shareholder:

As your Board of Directors, we are pleased to report that, in a year filled with uncertainty, Hecla had a record year both operationally and financially. Hecla was able to accomplish this due to our dedicated employees who were not only able to maintain the continuity of the business in the face of COVID-19 and the myriad of related challenges, but also able to achieve significant milestones, and to do so safely and innovatively.

Performance and Innovation in a Challenging Environment

Despite the challenging environment, Hecla performed well in 2021. Highlights include:

- Produced 12.9 million silver ounces and 201,327 gold ounces, meeting production and cost guidance.
- Second highest reserves for both silver and gold in Company history.
- Developed the Underhand Closed Bench mining method at Lucky Friday, which contributed to the 75% increase in silver production and showed improvements in managing seismicity.
- In 2021, the Hecla Charitable Foundation donated more than \$464,000 toward education, youth activities, community programs, and health services activities in communities in which we operate.
- Strong safety performance with an all-injury frequency rate of 1.45, 40% below the U.S. national average.
- Returned \$20.7 million, or 19%, of free cash flow to our shareholders through dividends.
- Second highest cash flow from operations of \$220.3 million and free cash flow of \$111.3 million.¹
- 2nd best performing stock in our peer group from 2019-2021.

Our People

For over 130 years, our people have been our most valuable asset. As of December 31, 2021, Hecla employed approximately 1,650 people. The vast majority of Hecla's employees are full-time, and approximately 15% are covered by a collective bargaining agreement. Since we are often among the largest private-sector employers in the communities in which we operate, it is important that we fairly compensate our employees. For many decades we have offered competitive wages and among the highest valued benefits where we operate. In addition to competitive base wages, we offer retirement benefits, health insurance benefits, incentive plans, and paid time off. We believe our retirement benefits, which include both defined benefit and defined contribution plans for U.S.-based employees, set us apart from many other employers.

Creating greater gender diversity in a predominantly male industry is among the priorities of Hecla in the coming years. Management is working to increase the representation of women, local and indigenous people (where applicable) and other diverse people throughout Hecla's workforce.

Health and Safety

The safety and health of our employees is of paramount importance. Hecla invests in effective ways to operate our mines more safely. Our goal is to achieve world-class safety and health performance by promoting a deeply rooted value-based culture of safety and utilizing technology and innovation to continually improve the safety at Hecla's operations. Hecla invests in our people with training and workforce development programs that focus on safety first. All employees receive training that complies with or exceeds applicable safety and health regulations as set by the applicable governing body where each operation is located. As part of Hecla's commitment to safety, we track a variety of safety performance indicators, including injuries, near misses, observations, and equipment damages. Company-wide, Hecla's all injury frequency rate dropped by 76% from 2012 to 2021.

¹ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

Approach to Sustainability and Advancing on Environmental, Social and Governance (“ESG”)

Hecla is proud to produce the essential metals that shape everyday life, and we take seriously our mandate to ensure that the process of extracting those metals has a positive impact on the daily lives of our communities. Our work provides large economic and social benefits to rural communities, yet our geographic and environmental footprint is small. In 2021, we reduced our greenhouse gas emissions by 43.7% from our 2019 baseline level and have offset 76,550 tonnes of emissions through purchasing and retiring carbon credits, achieving a net zero carbon emissions level.

Active Board Refreshment

Since 2016, 50% of the Board of Directors has changed as we have welcomed four new directors, including two women. This year we will say goodbye to Terry V. Rogers and Ted Crumley, who will retire after the Annual Meeting. With their departure, our average tenure will decrease from 12 years to 9 years. While we will miss Mr. Rogers and Mr. Crumley, and their wealth of contributions and experience, we look forward to the opportunity to further refresh the Board of Directors. As demonstrated by recent additions, we remain committed to recruiting additional independent directors who will expand our Board of Director’s skillsets, perspectives, and capabilities, with the objective of having a Board of Directors with expansive and diverse experience, a deep understanding of the challenges and opportunities associated with our business, and a focus on value and sustainability for the benefit of all stakeholders.

Annual Meeting

For the past two years in response to the pandemic, we held our annual meetings virtually. This year, we will take a hybrid approach by having a live meeting, as well as a virtually alternative meeting via a live audio webcast.

As your Board of Directors, we want to thank you for your continued confidence in Hecla. We appreciate the opportunity to serve Hecla on your behalf as we continue to navigate through these unprecedented times but with excitement for what the future holds for the largest U.S. silver producer.



Ted Crumley
Chairman



Charles B. Stanley
Director



Phillips S. Baker, Jr.
Chief Executive Officer, President
and Director



Stephen F. Ralbovsky
Director



George R. Johnson
Director



Catherine J. Boggs
Director



Terry V. Rogers
Director



Alice Wong
Director

PROXY STATEMENT ANNUAL MEETING OF SHAREHOLDERS MAY 26, 2022

Table of Contents

<u>NOTICE OF 2022 ANNUAL MEETING OF SHAREHOLDERS</u>	<u>iv</u>	<u>PROPOSAL 2 - RATIFY THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2022</u>	<u>29</u>
<u>PROXY STATEMENT SUMMARY</u>	<u>1</u>	Required Vote	29
Agenda and Voting Recommendations	1	Pre-Approval Process	30
2021 ESG Highlights	1	Audit and Non-Audit Fees	30
2021 Performance Highlights	1	Report of the Audit Committee	30
<u>SHAREHOLDER ENGAGEMENT</u>	<u>2</u>	<u>PROPOSAL 3 - APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION</u>	<u>32</u>
Say-on-Pay	2	Required Vote	33
ESG Matters	2	<u>COMPENSATION DISCUSSION AND ANALYSIS</u>	<u>34</u>
Corporate Governance	2	Executive Summary	35
<u>SUSTAINABILITY</u>	<u>3</u>	Key Operating and Financial Results	36
Board Oversight and Management of Sustainability	3	Benchmarking and Competitive Analyses	37
Environment	3	The Compensation Committee Process and the Role of Management and Human Resources Department	38
Risk Management	4	Compensation Philosophy and Objectives	39
Safety and Health	5	Elements of Total Compensation	41
Human Capital Management	6	Overview of our Compensation Decisions and Results for 2021	43
Community Engagement	6	Other	52
<u>CORPORATE GOVERNANCE</u>	<u>8</u>	Clawback Policy	53
Electronic Access to Corporate Governance Documents	8	Insider Trading Policy	53
Corporate Governance Guidelines and Code of Conduct	8	Change in Control Agreements	54
Whistleblower Policy	8	Tax and Accounting Considerations	55
Communications with the Board	9	<u>COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION</u>	<u>56</u>
Board Leadership Structure	9	<u>COMPENSATION COMMITTEE REPORT</u>	<u>56</u>
Board Refreshment	9	<u>COMPENSATION OF NAMED EXECUTIVE OFFICERS</u>	<u>57</u>
Identifying and Evaluating Nominees for Director	10	Summary Compensation Table for 2021	57
Majority Voting for Directors and Director Resignation Policy	13	Grants of Plan-Based Awards for 2021	60
Diversity	13	Outstanding Equity Awards at Fiscal Year-End for 2021	62
Size of the Board of Directors	13	Stock Vested in 2021	63
Board's Role in Oversight of Strategy and Risk Management	13	Stock Ownership Guidelines for NEOs	64
Succession Planning	16	Pension Benefits	65
Committees of the Board and Committee Assignments	16	Nonqualified Deferred Compensation for 2021	65
Board and Committee Independence; Audit Committee Financial Expert	19	Potential Payments Upon Termination or Change in Control	66
Compensation Committee Procedures	19	Summary of Potential Payments Upon Termination or Change in Control	67
2021 Board Meetings and Attendance	19	CEO Pay Ratio	71
Director Orientation and Continuing Education	20	<u>OTHER BENEFITS</u>	<u>72</u>
Board and Committee Self-Evaluation Process	20	<u>OTHER MATTERS</u>	<u>74</u>
Evaluation Process	20	Certain Relationships and Related Transactions	74
Director Candidates Submitted by Shareholders	21	Political Contributions and Engagement	74
<u>PROPOSAL 1 - ELECTION OF CLASS III DIRECTORS</u>	<u>22</u>	Delinquent Section 16(a) Reports	74
Biographical Information	22	Shareholder proposals to be included in next year's Proxy Statement	75
Current Class III Nominees for Election to the Board – Term Ending at the 2022 Annual Meeting	23	Security Ownership of Certain Beneficial Owners and Management	75
Continuing Class I Members of the Board – Term Ending at the 2023 Annual Meeting	24	<u>FREQUENTLY ASKED QUESTIONS</u>	<u>78</u>
Continuing Class II Members of the Board – Term Ending at the 2024 Annual Meeting	25	<u>APPENDIX A - Reconciliation of Non-GAAP Measures to GAAP</u>	<u>A-1</u>
<u>COMPENSATION OF NON-MANAGEMENT DIRECTORS</u>	<u>26</u>		
Compensation Consultant and Peer Group Benchmarking	26		
Components of Non-Management Director Compensation	26		
Equity Compensation	26		
Non-Management Director Compensation for 2021	27		
Other	27		
Non-Management Director Stock Ownership Guidelines	27		

NOTICE OF 2022 ANNUAL MEETING OF SHAREHOLDERS

To the Shareholders of Hecla Mining Company:

NOTICE IS HEREBY GIVEN that due to the public health impact of COVID-19, and to support the varying levels of comfort regarding in person gatherings, this year's Annual Meeting of Shareholders ("Annual Meeting") of Hecla Mining Company ("we," "our," "us," "Hecla," or the "Company") will be held on Thursday, May 26, 2022, at 8:30 a.m. PDT in a hybrid (virtual and in person) meeting format. The Annual Meeting will be held in person at the Elks Lodge #331, 419 Cedar St., Wallace, Idaho, and virtually, via www.virtualshareholdermeeting.com/HL2022, on Thursday, May 26, 2022, at 8:30 a.m. PDT. During the meeting, shareholders will be asked to:

Proposal 1 – Elect two Class III Directors;

Proposal 2 – Ratify the Appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for 2022; and

Proposal 3 – Approve, on an advisory basis, named executive officer compensation.

Shareholders will also transact such other business as may be brought properly before the meeting and all adjournments or postponements thereof.


Whether you plan to attend the Annual Meeting, or any postponement or adjournment thereof, you are urged to submit your proxy as soon as possible so that your shares can be voted at the meeting in accordance with your instructions. To participate and vote your shares during the meeting, please see *Attending the Virtual Meeting or Attending the Meeting in Person* on page 78 for additional information.

The Board of Directors ("Board") has fixed the close of business on March 28, 2022, as the record date for the determination of shareholders entitled to notice of, and to vote at, the Annual Meeting and at any adjournment or postponement thereof ("Record Date"). A list of the shareholders of record entitled to vote at the Annual Meeting will be available for review by any shareholder, for any purpose related to the meeting, between 7:00 a.m. and 4:30 p.m. PDT at Hecla Mining Company, 6500 N. Mineral Dr., Suite 200, Coeur d'Alene, Idaho 83815, for ten days prior to the meeting and on the day of the meeting. The list will also be available to shareholders at www.virtualshareholdermeeting.com/HL2022 during the Annual Meeting.


PLEASE REVIEW THE PROXY STATEMENT AND VOTE IN ONE OF FOUR WAYS:



VIA THE INTERNET
Visit www.proxyvote.com
Follow instructions provided on your proxy card or voting instruction form



BY MAIL
Sign, date and return your proxy card or voting instruction form



BY TELEPHONE
Call the telephone number on your proxy card, voting instruction form or notice (1-800-690-6903), and follow the recorded instructions



IN PERSON
Vote at the meeting by completing a ballot online during the meeting at www.virtualshareholdermeeting.com/HL2022

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to be held on May 26, 2022. This Proxy Statement and our 2021 Annual Report are available at www.hecla-mining.com, and at www.proxyvote.com.

We are mailing our "Notice of Internet Availability of Proxy Materials" to shareholders on or about April 12, 2022, which contains instructions on how to access our Proxy Statement and 2021 Annual Report ("Proxy Materials") online. We are also mailing a full set of our Proxy Materials to shareholders who previously requested paper copies of the materials. Our Proxy Materials can also be viewed on our website at www.hecla-mining.com under "Investors" and then selecting "Annual Meeting," or at www.proxyvote.com.

By Order of the Board of Directors



Michael B. White
Corporate Secretary
April 12, 2022

PROXY STATEMENT SUMMARY

This summary highlights information contained elsewhere in this Proxy Statement. It does not contain all the information you should consider. You should read the entire Proxy Statement carefully before voting. For more complete information regarding the Company's 2021 performance, please review our Annual Report on Form 10-K.

Agenda and Voting Recommendations

Proposal 1

Election of Directors

Board Vote Recommendation

FOR

Page 22

Proposal 2

Ratify the Appointment of Independent Auditors

Board Vote Recommendation

FOR

Page 29

Proposal 3

Advisory Vote on Executive Compensation

Board Vote Recommendation

FOR

Page 32

2021 ESG Highlights

<i>Environmental</i>	<i>Social</i>	<i>Governance</i>
<ul style="list-style-type: none">• Scope 1 and Scope 2 greenhouse gas emissions reduced 44% from 2019 baseline level to 76,550 tonnes CO₂e.• Retired equivalent tonnage of United Nations Certified Emissions Reduction credits to be net zero (on Scope 1 and Scope 2 emissions) in 2021.• In 2021, 99% of our electricity used at our mines was line power. Of that, 70% was generated from renewable hydropower.	<ul style="list-style-type: none">• Women comprise 10% of Hecla's workforce, and 21% of managerial positions.• 80% of our workforce is local to our operations.• In 2021, the Hecla Charitable Foundation donated more than \$464,000 toward education, youth activities, community programs, and health services activities in communities in which we operate.• In 2021 at our Casa Berardi Mine, two five-year contracts were awarded to Construction Kiwetin for maintenance and transportation services and will employ 25 First Nation workers annually over the life of the contracts.	<ul style="list-style-type: none">• Four of eight directors joined the Board after 2016, including one in 2021.• 1 director retired in 2021, and 2 directors will retire after the 2022 Annual Meeting, dropping average Board tenure from 12 years to nine years.• 25% of our directors are women.• We will have a new Chairperson for the first time in 16 years.• Our Chairman of the Board is independent of our Chief Executive Officer.• Directors who receive more "Against" votes than "For" votes must tender their resignation to the Board for consideration.

2021 Performance Highlights

Operational Highlights

- **2nd highest reserves** for both gold and silver in the Company's 130-year history.
- **Developed the Underhand Closed Bench mining method** at our Lucky Friday Mine, which contributed to the **75% increase in silver production** at the Lucky Friday Mine and helped to manage seismicity.
- Strong safety performance with an **all-injury frequency rate of 1.45, 40% below the U.S. national average**; 58% reduction from 2016 to 2021.

Financial Highlights

- Record sales of **\$807.5 million** with net income of \$35.1 million.
- Record Adjusted EBITDA of **\$278.8 million**.²
- Cash flow from operations of **\$220.3 million**, and free cash flow of **\$111.3 million**³ which is the second highest in Hecla's history.
- Returned **\$20.7 million, or 19%**, of free cash flow to our common and preferred shareholders through dividends.
- **2nd best performing stock** in our peer group from 2019-2021, based on total shareholder return.

² A non-GAAP measurement. See Appendix A for a reconciliation to GAAP.

³ A non-GAAP measurement. See Appendix A for a reconciliation to GAAP.

SHAREHOLDER ENGAGEMENT

We view engagement with our shareholders as a critical part of our corporate governance and social responsibility profile. Among other benefits, proactive engagement with our shareholders helps us to understand expectations for our performance, maintain transparency, and shape corporate governance and compensation policies. Over the last several years we have undertaken significant shareholder outreach efforts to elicit and understand the concerns of our shareholders and other stakeholders. Participants include management of the Company, including our Senior Vice President – Chief Administrative Officer (“Sr. Vice President and CAO”), Senior Vice President and Chief Financial Officer (“Sr. Vice President and CFO”), Vice President – General Counsel, Vice President – Corporate Development & Sustainability, and Assistant Secretary. If requested by a stakeholder, our chairpersons of each committee of the Board are available to join our engagements.

In November and December 2021, we sought engagement with 30 of our largest shareholders and three shareholders responded. We also spoke with one proxy advisory firm. All others who responded said they did not need to meet with us to discuss any matters. In 2021, management also conducted approximately 18 presentations for analysts and investors, held approximately 105 one-on-one and group meetings with investors, and hosted four quarterly conference calls with investors and analysts allowing for questions and answers with management. In addition, the Company responded to questions from investors and analysts by telephone and email throughout the year.

Say-on-Pay

In 2021, our Say-on-Pay proposal received 97% support. During our shareholder outreach this year, there were no significant discussions with, or concerns expressed by shareholders, about our executive compensation program.

ESG Matters

Additional topics discussed with shareholders and proxy advisory firms focused on net zero carbon emission levels, and our gap and materiality analysis to reporting frameworks (*Sustainability Accounting Standards Board – metals and mining standards*, *Task Force on Climate-Related Financial Disclosures*, and *Global Reporting Initiative*, as well as our Canadian operations benchmarking against the *Towards Sustainability Mining* protocols). See *Sustainability* on the following page.

Corporate Governance

In our 2021 and 2022 shareholder outreach, we discussed board diversity and refreshment. We added two new directors in 2016, one new director in 2017, and one new director in 2021, thereby reducing the average tenure of the Board. We also have two directors who will not stand for re-election at the Annual Meeting due to mandatory retirement, thus allowing us the opportunity to further refresh the Board.

We also discussed three of our corporate governance features that may have an anti-takeover effect on the Company: (i) the inability of shareholders to call special meetings; (ii) our classified Board structure; and (iii) supermajority voting provisions in our Restated Certificate of Incorporation and Bylaws. In prior years we have proposed amendments to our Restated Certificate of Incorporation and Bylaws to revise these three provisions, but the voting results have never been close to sufficient to implement change. The required vote is 80% of outstanding shares voted in favor of any such change, and we have never obtained higher than 56% of outstanding shares voted in favor. The shareholders and proxy advisory firms unanimously told us that due to the repeated failure of proposals to change these provisions at past Annual Meetings, and the desire to improve the format and readability of our Proxy Statement and the resources involved in printing and mailing a lengthier Proxy Statement, they would not object if we did not include these proposals at our Annual Meeting.

The Board will continue to assess evolving best practices in corporate governance matters, including the subjects of the prior proposals discussed above. In future years, we may again include one or more of these proposals on the agenda for an annual meeting. Furthermore, the Board will continue to consider any formal proposals and other feedback that we receive from shareholders. And, we will continue our shareholder outreach efforts so that we can understand and appropriately react to the evolving viewpoints of our shareholders on corporate governance and other matters.

SUSTAINABILITY

We are committed to meeting the highest standards of environmental stewardship across our operations, respecting human rights in all our business practices, and prioritizing the health, safety and well-being of our workforce and host communities where we operate. We recognize that the long-term success of the Company and sustainable value creation are dependent on integrating into our business strategies, the ESG performance factors that are most important to our stakeholders and business. Thus, we measure our ESG performance against the following benchmarks:

- the *Sustainability Accounting Standards Board* (“SASB”) – metals and mining standards;
- relevant aspects of the *Task Force on Climate-Related Financial Disclosures*, *Global Reporting Initiative*; and
- protocols of *Towards Sustainable Mining* (for our Canadian operations).

We have also prioritized the *United Nations Foundation Sustainable Development Goals* that most directly align with our business, corporate strategy, and material sustainability issues.

On our website at www.hecla-mining.com, you can find Hecla’s ESG reporting and data and view our SASB-compliant 2020 Sustainability Report. We expect our 2021 Sustainability Report to be available on our website prior to the Annual Meeting. Governance is discussed in the next section of this Proxy Statement, so this section primarily focuses on the 2021 highlights around the areas of environment, safety and health, human capital management, and community engagement.

Board Oversight and Management of Sustainability

Two committees of the Board provide ESG oversight. The Health, Safety, Environmental and Technical Committee of Hecla’s Board is tasked with overseeing ESG risks, strategic plans, and progress on issues that may potentially adversely impact Hecla’s operations, activities, plans, strategies, or reputation. The focus is primarily on internal matters and the technical requirements of ESG matters. The Governance and Social Responsibility Committee (“Governance Committee”) is tasked with reviewing and making recommendations to the Board for ESG matters. The focus is primarily on policy and external matters. Each committee relies on the activities of the other.

At the executive level, the Senior Vice President and Chief Operating Officer (“Sr. Vice President and COO”), and the Vice President – Corporate Development and Sustainability report directly to our Chief Executive Officer (“CEO”) and are responsible for implementing the Company’s ESG programs. At our operations, the Vice President – General Manager, and other employees ensure continuous improvement toward sustainability goals.

Environment

As the largest silver producer in the United States, Hecla is proud to supply an essential metal used in critically important markets including renewable energy technology, medical products, and military defense technology. At the same time, we recognize the importance of responsible mining to ensure that our important work is also having a positive impact on the environments where we live and work. At each of our sites, we implement programs to reduce freshwater and energy consumption, reduce our carbon footprint, maintain local water quality backed by rigorous testing and monitoring, and reclaim the land once mining is complete.

We are committed to minimizing the environmental impact of our operations through continuous improvement of our processes. We set reduction targets for greenhouse gas (“GHG”) emissions and energy use, and we also capture and track environmental data to benchmark our operations against industry standards to ensure accountability and transparency in our progress against our goals.

Sustainability Targets

- ✓ 30% reduction of combined GHG emissions (Scope 1 and Scope 2) from our 2019 baseline emissions of 135,301 tonnes CO₂e by 2030, while maintaining a net zero (Scope 1 and Scope 2) carbon footprint through the purchase of carbon emission reduction credits;
- ✓ Utilize cleaner energy sources and increase the proportion of renewable energy in the Company’s energy mix, while committing to a 5% reduction in energy intensity in our operations from 2020 baseline levels; and
- ✓ Continually improve our climate change disclosure by incorporating climate-related risks and opportunities into our risk management and strategic planning processes aligned with the *Task Force on Climate-Related Financial Disclosures* framework.

Risk Management

Environmental Policies, Management System, and Training

Hecla's Environmental Policy states our commitment to complying with all applicable federal, state/provincial, and local environmental laws and regulations that govern our facilities and going beyond them when minimal compliance does not meet Hecla's values. Employees and contractors are also expected to comply with all applicable internal policies, programs, standards, and procedures as outlined in our Code of Conduct, and we conduct structured environmental reviews and audits to assess compliance at least annually.

We utilize our Environmental Management System ("EMS") to provide consistency in our environmental programs company-wide and promote a culture of environmental awareness, innovation, and accountability across all our operations. The EMS is a 13-element program that promotes continuous improvement around issues including obligation registers, management of change, air quality, water and waste management, energy management, training, and reporting. The EMS program, which is benchmarked against ISO-14001 and complements Canada's *Towards Sustainable Mining* program, is reviewed annually through internal audits and third-party reviews.

As part of our environmental management programs, we are committed to ensuring that our employees receive training to raise awareness of environmental issues and our processes to reduce environmental impact. In 2021, site workers company-wide received more than 1,500 hours of environmental training, focusing on job-specific environmental awareness, hazardous material management, spill response, and reporting.

Climate Change and Net Zero Targets

Hecla recognizes that the impacts of climate change are expected to create greater potential risks for our operations, including risks posed by increased frequency of droughts and more extreme weather events such as intense rainfalls. Potential risks to our operations include higher volumes of mine contact water requiring storage and treatment, increased requirements for stormwater diversion and associated water management systems, and reduced availability of freshwater. As part of our enterprise risk management processes, we are committed to incorporating climate-related risks and opportunities into our risk management and strategic planning processes aligned with the *Task Force on Climate-Related Financial Disclosures* framework.

At least every three years, we conduct structured high-level risk assessments ("HLRAs") that include climate change considerations and appropriate materiality re-assessments. From these assessments, we develop site-specific management action plans that are assigned to the site management team for resolution. Each key risk identified in the HLRA response action plan is matched with an appropriate performance metric against which progress can be measured. Management and relevant employees meet quarterly with the Health, Safety, Environmental and Technical Committee of our Board to present project updates, including results from HLRAs and progress on material HLRA action plans.

Hecla is committed to reducing our carbon footprint. To demonstrate our commitment, we have set targets for reductions in Scope 1 and Scope 2 GHG emissions. Company-wide, we achieved a 44% reduction in Scope 1 and Scope 2 GHG emissions (76,550 tonnes CO₂e) from 2019 (135,952 tonnes CO₂e) and have seen the GHG Intensity score (Total Metric Tonnes GHG Emissions / Total Revenues US\$M) reduced by 53% from 201.92 to 94.8 from 2019. We achieved a carbon neutral or net zero emissions level in 2021 for our Scope 1 and Scope 2 emissions by purchasing and retiring an equivalent emission tonnage of Certified Emission Reduction credits associated with the Tatay Hydroelectric Project in Cambodia.



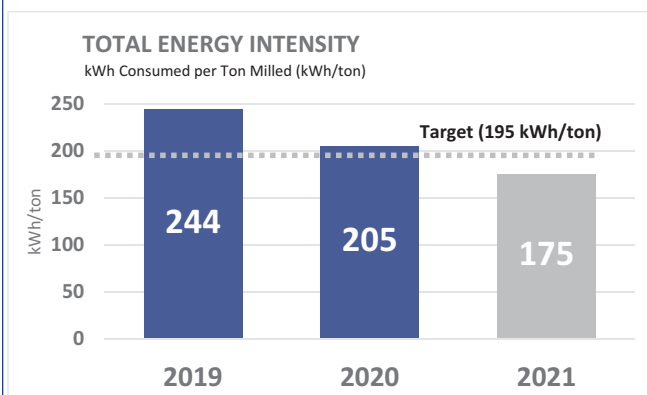
Environmental Highlights

Climate Change:

- 44% reduction in Scope 1 and Scope 2 GHG emissions from our 2019 baseline levels.

Total Energy Intensity:

- We continue to reduce our energy intensity, exceeding our multi-year 5% energy intensity reduction goal.



Integrated Environmental Working Groups:

- Each of our sites has a Tailings, Waste and Water Working Group that considers, among other aspects, climate change-related impacts that could affect site operations which are then integrated into design of mine facility infrastructure.

Renewable Energy:

- In 2021, 99% of our electricity used at our mines was line power. Of that, 70% was generated from renewable hydropower.

Closure:

- Hecla continued reclamation at the Troy Mine by finalizing demolition of the office, maintenance, crushing, and milling facilities which were all located on U.S. Forest Service administered public land. Reclamation work completed resulted in release of nearly \$8 million in financial assurance by the state.
- At our San Sebastian Mine site, we progressed our open pit closure by placing over 3,800,000 tons of waste rock back into the open pits. We partnered with a local contractor for completion of this work.

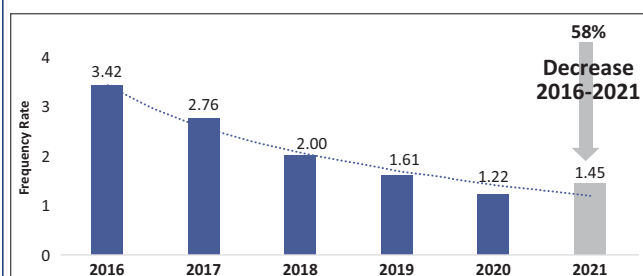
Safety and Health

Hecla's commitment to the safety and health of our workforce has been an essential part of our corporate culture for over 130 years and has enabled us to build the highest reputation for safety with our employees, our communities, and within the industry. We work to operate our mines safely by promoting a deeply rooted value-based culture, leveraging mining expertise developed over the Company's long history, and innovating new practices that improve safety while increasing productivity. As an example, 2021 saw the development of the Underhand Closed Bench ("UCB") mining method at the Lucky Friday Mine. The UCB method has improved our ability to manage seismicity at the mine.



Safety and Health Highlights

All-Injury Frequency Rate of 1.45, 40% lower than U.S. National Average:



Zero Fatalities:

- In 2021, we had zero employee or contractor fatalities.

Decrease in Non-compliance Violations:

- We had 93 total non-compliance violations in 2021, representing a 54% reduction since 2020.
- In 2021, Hecla's Casa Berardi Mine received the *John T. Ryan Safety Trophy for the Quebec-Maritime Provinces Region* for outstanding safety performance. The annual award is given by the Canadian Institute of Mining, Metallurgy and Petroleum to the mine with the lowest reportable injury frequency.

Human Capital Management

Hecla's human capital management is dedicated to investing continuously in the technology, training, systems, and programs that help protect and support our people. We also strive to have our workforce mirror the local demographic diversity, including but not limited to gender, ethnicity and local indigenous people (where applicable). As of December 31, 2021, Hecla employed approximately 1,650 people, of which approximately 950 were employed in the United States, 650 in Canada, and 50 in Mexico. The vast majority of Hecla's employees are full-time, and approximately 15% of the employees are covered by a collective bargaining agreement. Creating greater gender diversity in a predominantly male industry is among the priorities of Hecla in the coming years. Management is working to increase the representation of women, local and indigenous people (where applicable) and other diverse people throughout Hecla's workforce.

At the executive level, the Sr. Vice President and CAO reports directly to the CEO and is responsible for implementing the Company's human capital management program. The position is an executive-level position to reflect the priority we place on utilizing our human capital resources to meet our business strategy. At the local level, each operating site has a human resource professional whose primary role is to manage the Company's human capital management program at their respective site.



Human Capital Management Highlights

Gender Diversity:

- 10% of our workforce are women and 21% hold managerial positions.

Hiring Local:

- 80% of our workforce is local to our operations.

Hiring First Nations:

- The number of First Nations persons hired from the Abitibiwinni (Pikogan) community by Hecla Quebec has more than quadrupled since 2018 from six to an average of 25 who worked at our Casa Berardi Mine in 2021.

Protecting Human Rights:

- We conduct business in jurisdictions where human rights laws are respected and promoted and strive to conduct our business in a manner consistent with the *United Nations Universal Declaration of Human Rights* and the *United Nations Guiding Principles on Business and Human Rights*.

Community Engagement

Over our 130-year history, Hecla has always been a strong partner in the communities where we operate. Through the continued growth of our responsible mining operations, we provide significant social and economic benefits to our local communities. We are the largest private-sector employer and taxpayer in Juneau, Alaska, near our Greens Creek Mine and in Wallace/Mullan, Idaho, near our Lucky Friday Mine.

We engage with stakeholders at all our sites during every stage of the mining life cycle to become a community partner and deepen our understanding of local concerns and issues. We communicate information through a variety of methods including community meetings, local and social media, and flyers, with all materials available in the local language with translation provided if necessary. We disclose the results of environmental, economic, and social impact assessments and partner with local stakeholders to mitigate any environmental and social impacts. We also work with local stakeholders to identify opportunities for the Hecla Charitable Foundation to provide support for community initiatives.



Community Engagement Highlights

Supplier Code of Conduct:

The Company has a Supplier Code of Conduct that sets out the minimum standards of conduct expected from all suppliers wishing to do business with, or on behalf of, Hecla and its subsidiaries.

Indigenous Relations:

- In 2021 at our Casa Berardi Mine, two five-year contracts were awarded to Construction Kiwetin for maintenance and transportation services, resulting in the employment of 25 First Nations workers annually over the life of the contracts. A contract for clearing land for exploration drilling was given to Cooperative de solidarite de Pikogan, which will employ a minimum of two workers for a three-month period.

Supporting Communities through the Hecla Charitable Foundation:

- In 2021, the Hecla Charitable Foundation donated more than \$464,000 toward education, youth activities, community programs, and health services activities in communities in which we operate.

Engaging with Stakeholders:

- Our Greens Creek Mine was named the Alaska Chamber's Large Business of the Year in 2021.

Building a Skilled Workforce:

- In 2020, our Greens Creek Mine renewed a partnership with the University of Alaska Southeast (UAS) Center for Mine Training with a gift of \$315,000 for scholarship assistance over the next three years. This makes over \$1.2 million invested by the Company in this program over the past 10 years.

CORPORATE GOVERNANCE

We are committed to effective corporate governance that reflects our values and supports our strategic and financial objectives and performance. Our corporate governance practices are generally reflected in our Bylaws, Corporate Governance Guidelines, Code of Conduct, Whistleblower Policy, and committee charters.

Electronic Access to Corporate Governance Documents

Our corporate governance documents are available on our website at www.hecla-mining.com by selecting the tab entitled “Investors” and then selecting the tab entitled “Governance and Ethics.” These include:

- Bylaws
- Restated Certificate of Incorporation
- Corporate Governance Guidelines
- Whistleblower Policy
- Code of Conduct
- Code of Ethics: CEO and Senior Financial Officers
- Supplier Code of Conduct
- Human Rights Statement
- Charters of the Audit, Compensation, Governance and Social Responsibility, and Health, Safety, Environmental and Technical Committees of the Board

Shareholders may also request a free copy of these documents from: Investor Relations, Hecla Mining Company, 6500 N. Mineral Drive, Suite 200, Coeur d’Alene, Idaho 83815-9408; (208) 769-4100.

Corporate Governance Guidelines and Code of Conduct

The Board has adopted Corporate Governance Guidelines and a Code of Conduct in accordance with the U.S. Securities and Exchange Commission (“SEC”) and the New York Stock Exchange (“NYSE”) corporate governance standards. The Corporate Governance Guidelines were adopted by the Board to ensure that the Board is independent from management, that the Board adequately performs its function as the overseer of management, and to help ensure that the interests of the Board and management align with the interests of our shareholders.

We believe that operating with honesty and integrity has earned trust from our shareholders, credibility within our communities and dedication from our employees. Our directors, officers and employees are required to abide by our Code of Conduct to promote the conduct of our business in a consistently legal and ethical manner. Our Code of Conduct covers many topics, including conflicts of interest, confidentiality, fair dealing, proper use of the Company’s assets, and compliance with laws, rules and regulations. In addition to the Code of Conduct for directors, officers and employees, our CEO and Sr. Vice President and CFO are also bound by a separate Code of Ethics.

The Governance Committee has adopted procedures to receive, retain, and react to complaints received regarding possible violations of the Code of Conduct, and to allow for the confidential and anonymous submission by employees of concerns regarding possible violations of the Code of Conduct. Our employees may submit any concerns regarding apparent violations of the Code of Conduct to their supervisor, our Vice President and General Counsel, the Chair of the Governance Committee, or through our anonymous telephone hotline.

Whistleblower Policy

We have a Whistleblower Policy adopted by our Audit Committee that encourages our employees, suppliers, contractors, shareholders, customers, or other stakeholders (collectively, “stakeholders”) to report to appropriate Company representatives, without fear of retaliation, any information relating to possible fraud or questionable accounting, internal controls, or auditing matters. Stakeholders may confidentially submit any concerns to the Company’s Vice President and General Counsel, or through an anonymous telephone hotline or a special website. The goal of this policy is to discourage illegal activity and business conduct that damages Hecla’s reputation, business interests, and our relationship with stakeholders.

In 2021, we did not receive any complaints under our Whistleblower Policy.

Communications with the Board

Stakeholders wishing to communicate with our Chairman of the Board (“Chairman”) or with the independent directors as a group may do so by delivering or mailing the communication in writing to: Chairman of the Board, c/o Corporate Secretary, Hecla Mining Company, 6500 N. Mineral Drive, Suite 200, Coeur d’Alene, Idaho 83815-9408. Concerns relating to accounting, internal controls or auditing matters are immediately brought to the attention of our internal auditor and handled in accordance with procedures established by the Audit Committee with respect to such matters. From time to time, the Board may change the process by which stakeholders may communicate with the Board or its members. Please refer to our website at www.hecla-mining.com, selecting the tab entitled “Investors” and then the tab entitled “Governance and Ethics,” for any changes in this process.

Board Leadership Structure

Currently, the positions of CEO and Chairman are held by separate persons. The Board believes this structure is optimal for the Company at this time because it allows the CEO to focus on leading the Company’s business and operations, and the Chairman to serve as a sounding board and advisor to the CEO, and to lead the activities of the Board. The Board has also determined that having this structure ensures a greater role for the independent directors in the oversight of the Company, and it enhances the Board’s independence and, we believe, senior management’s accountability to the Board.

In the future, if the individual elected as Chairman also were to be the CEO, the independent directors would elect a Lead Independent Director for a one-year term. This would help ensure continued robust independent leadership of the Board.

Currently, our Chairman chairs meetings of the Board, as well as the executive sessions with independent members of the Board. The Chairman’s duties include:

- chairing annual shareholder meetings;
- overseeing the preparation of agendas for Board meetings;
- preparing for executive sessions of the Board and providing feedback to the CEO;
- staying current on developments to determine when it may be appropriate to alert the Board to significant pending developments; and
- serving as a liaison between independent directors and the CEO with respect to sensitive issues.

Executive sessions of independent directors are included on the agenda for every regularly scheduled Board meeting. During 2021, executive sessions were held at each regularly scheduled Board meeting. The executive sessions are chaired by the Chairman. Our independent directors meet in executive sessions without management present unless the independent directors request their attendance. For the foregoing reasons, we have determined that our leadership structure is appropriate in the context of our specific circumstances.

Board Refreshment

In accordance with our Corporate Governance Guidelines, the Governance Committee reviews annually the composition and size of the Board, recognizing the importance of refreshment to maintain a balance of tenure, diversity, skill sets and experience on our Board. Our Board currently consists of eight members, seven of whom the Board has affirmatively determined are independent. There are three Class III directors whose terms will expire at the Annual Meeting: Ted Crumley, Terry V. Rogers, and Charles B. Stanley. Messrs. Crumley and Rogers have reached the mandatory retirement age and will not stand for re-election. Due to these retirements, the Board will reduce its size from eight members to six members at the Annual Meeting.

Since 2016, we have recruited four new Board members. These four additions to our Board are consistent with our objective to have a Board with expansive and diverse experience, a deep understanding of the challenges and opportunities associated with our business and a focus on value and sustainability for the benefit of all stakeholders. With the upcoming retirement of Messrs. Crumley and Rogers, our director recruitment efforts are ongoing and further additions to the Board are anticipated within the next year.

Identifying and Evaluating Nominees for Director

Director Selection Process



The Governance Committee uses a variety of methods for identifying and evaluating nominees for director. The Governance Committee is responsible for ensuring that the composition of the Board accurately addresses the needs of our business. In the event vacancies are anticipated, or arise, the Governance Committee considers various potential candidates for director. Candidates may come to the attention of the Governance Committee through current Board members, professional search firms, shareholders, or other persons. Consideration of new director nominee candidates typically involves a series of internal discussions, review of information concerning candidates and interviews with selected candidates. The Governance Committee then determines the best qualified candidates based on the established criteria and recommends those candidates to the Board for election.

While the Governance Committee and our Board prioritize maintaining a board that is comprised of directors with a diverse set of skills, backgrounds, experiences, and perspectives, they also recognize the importance of balancing these qualifications with the overall tenure of directors in their long-term approach to board refreshment. The fresh viewpoints and philosophies newer directors bring, coupled with the valuable experience and institutional knowledge the longer-tenured directors possess, benefits the Board and its overall contribution to the Company.

The Board has appointed four highly qualified directors since 2016 who bring insight to areas such as mining, international business, acquisitions, operations, legal, risk management, geology, engineering, finance, and tax. To supplement our newer directors, our longer-tenured directors have extensive knowledge of our operations and have the perspective of overseeing our business activities through economic cycles and across differing competitive environments.

We hold the view that the continuing service of qualified incumbents promotes stability and continuity in the boardroom, contributing to the Board's ability to work as a collective body, while giving us the benefit of familiarity and insight into our affairs that our directors have accumulated during their tenure. Recent additions to the Board provide new perspectives and diversity, while directors who have served for a number of years bring experience, continuity, institutional knowledge, and insight into the Company's business and industry. Directors with relevant business and leadership experience provide the Board with a useful perspective on business strategy and significant risks, and an understanding of the challenges facing the business. Accordingly, the process for identifying nominees reflects our practice of re-nominating incumbent directors who (i) continue to satisfy the Governance Committee's criteria for membership on the Board, (ii) the Governance Committee believes continue to make important contributions to the Board, and (iii) consent to continue their service on the Board. Directors should also be able to commit the requisite time for preparation and attendance at regularly scheduled Board and committee meetings, as well as be able to participate in other matters necessary to ensure good corporate governance is practiced.

The Governance Committee reviews annually with the Board the composition of the Board as a whole and recommends, if necessary, measures to be taken so that the Board reflects the appropriate balance of knowledge, experience, skills, expertise, and diversity required for the Board as a whole and contains at least the minimum number of independent directors required by applicable laws and regulations. Board members should possess such attributes and experience as are necessary for the Board as a whole and contain a broad range of personal

characteristics, including diversity of backgrounds, management skills, mining, accounting, finance, and business experience. Summarized below is a description of why each core competency is important for service on Hecla's Board.

	Baker	Boggs	Crumley	Johnson	Ralbovsky	Rogers	Stanley	Wong
Knowledge, Skills and Experience								
Audit Committee Financial Expert					■			
Board Service on Public Companies We value individuals who understand public company reporting responsibilities and have experience with the issues commonly faced by public companies. Five of our directors have served on boards of other public companies.	■	■		■		■	■	
CEO Experience These skills are important to gain a practical understanding of organizations and drivers of individual growth and development. Seven of our directors have had some experience in the administration of a multijurisdictional company. Two of our directors have experience as a chief executive officer.	■						■	
Corporate Governance Experience with governance principals and policies. All our directors have had experience in corporate governance.	■	■	■	■	■	■	■	■
Environmental and Social Responsibility Experience with environmental and social responsibility initiatives, including sustainability, diversity, and inclusion. Six of our directors have experience in environmental and social responsibility.	■	■		■		■	■	■
Finance We believe that an understanding of finance and financial reporting processes is important for our directors to monitor and assess the Company's operating and strategic performance and to ensure accurate financial reporting and robust controls. It is important to have experience in capital markets, corporate finance, accounting, and financial reporting and several of our director's satisfy the "accounting or related financial management experience" criteria set forth in the NYSE listing standards. Three of the eight directors satisfy the "audit committee financial expert" criteria set forth in regulations of the SEC, but only one of those directors sits on the Audit Committee. All of our directors have financial knowledge and are financially literate.	■	■	■	■	■	■	■	■
Geology, Mining and Engineering It is important that some of our directors have experience in open-pit and underground mines, as well as knowing the science and technology of extracting minerals, exploration, geology, metallurgy, and geotechnical engineering experience. Two of our directors have experience managing mining operations. Three of our directors have experience in geology, mining, and/or engineering.				■		■	■	
Industry Experience Having experience in our industry or a similar industry contributes to a deeper understanding of our business strategy, operations, key performance indicators and competitive environment. All of our directors have experience in mining or a similar industry.	■	■	■	■	■	■	■	■
Industry Association Participation Experience in organizations that support companies and employers in the mining industry and protect their rights. Three of our directors have chaired an industry organization. Seven of our directors have a long and highly regarded reputation in the industry.	■	■		■	■	■	■	■
International Business With operations in Mexico and Canada and prospects for further expansion, international experience helps us understand opportunities and challenges. All of our directors have had international business experience.	■	■	■	■	■	■	■	■
Senior Leadership Experience serving as CEO or a senior business executive, as well as hands-on leadership experience in core management areas, such as strategic and operational planning, financial reporting, compliance, risk management and leadership development, provides a practical understanding of how organizations like Hecla function. All of our directors have senior business leadership experience.	■	■	■	■	■	■	■	■
Legal and Compliance Hecla is subject to a broad array of government regulations. Mining is impacted by changes in law or regulation in areas such as safety, environmental and disclosure. Several of our directors have experience in regulated industries, providing them with insight and perspective in working constructively and proactively with governments and agencies. Three of our directors have formal legal education and understand the legal risks and obligations of the Company.	■	■		■				

	Baker	Boggs	Crumley	Johnson	Ralbovsky	Rogers	Stanley	Wong
Knowledge, Skills and Experience								
Reputation in the Industry	■	■	■	■	■	■	■	■
Risk Management Considering the Board's role in risk oversight, we seek directors who can contribute to the identification, assessment and prioritization of risks facing the Company. All of our directors have experience with our business to understand key areas of risk.	■	■	■	■	■	■	■	■
Strategic Planning, Business Development, Business Operations Experience defining and driving strategic direction and growth and managing the operations of a business or large organization. All of our directors have experience in setting and managing the strategic direction of a business.	■	■	■	■	■	■	■	■
Demographics								
Race/Ethnicity								
Asian/Pacific Islander								■
White/Caucasian	■	■	■	■	■	■	■	
Gender								
Male	■		■	■	■	■	■	
Female		■						■
Board Tenure								
Years – Average Tenure is 12 years. After Annual Meeting and retirement of Messrs. Crumley and Rogers, average tenure will be 9 years.	21	5	27	6	6	15	15	1

In general, and as more fully outlined in our Bylaws and Corporate Governance Guidelines, in evaluating director candidates for election to our Board, the Governance Committee will: (i) consider if the candidate satisfies the minimum qualifications for director candidates as set forth in the Corporate Governance Guidelines; (ii) consider factors that are in the best interests of the Company and its shareholders, including the knowledge, experience, integrity and judgment of each candidate; (iii) consider the contribution of each candidate to the diversity of backgrounds, experience and competencies which the Board desires to have represented, with such diversity being considered among the other desirable attributes of the Board; (iv) assess the performance of an incumbent director during the preceding term; (v) consider each candidate's ability to devote sufficient time and effort to his or her duties as a director; (vi) consider a candidate's independence and willingness to consider all strategic proposals; (vii) consider any other criteria established by the Board and any core competencies or technical expertise necessary to manage and direct the affairs and business of the Company, including, when applicable, to enhance the ability of committees of the Board to fulfill their duties; and (viii) determine whether there exists any special, countervailing considerations against nomination of the candidate.

Director Qualifications, Evaluation, and Nomination

The Governance Committee believes nominees for election to the Board should also possess certain minimum qualifications and attributes. The nominee must: (i) exhibit strong personal integrity, character and ethics, and a commitment to ethical business and accounting practices; (ii) not be involved in ongoing litigation with the Company or be employed by an entity engaged in such litigation; and (iii) not be the subject of any ongoing criminal investigations in the jurisdiction of the United States, any state, or internationally, including investigations for fraud or financial misconduct.

In connection with the director nominees who are up for election at the Annual Meeting, the Governance Committee also considered the nominee's role in: (i) overseeing the Company's efforts in complying with its SEC disclosure requirements; (ii) assisting in improving the Company's internal controls and disclosure controls; (iii) assisting with the development of the strategic plan of the Company; and (iv) working with management to implement the Company's strategic goals and plans. Directors are expected to exemplify high standards of personal and professional integrity and to constructively challenge management through their active participation and questioning. Our Bylaws and Corporate Governance Guidelines provide that a director will not be nominated for re-election after their 75th birthday.

In addition to fulfilling the above criteria, each nominee for election to the Board at the upcoming Annual Meeting brings a strong and unique background and set of skills to the Board, giving the Board competence and experience in a wide variety of areas, including corporate governance, executive management, legal, accounting, finance, mining, exploration, and board service. The Governance Committee has reviewed the nominees' overall service to the Company during their terms, including the number of meetings attended, level of participation and quality of performance.

Majority Voting for Directors and Director Resignation Policy

In February 2017, the Governance Committee recommended and the Board approved amendments to the Corporate Governance Guidelines to include a director resignation policy. The policy provides that any director who is not elected by a majority of votes cast shall tender his or her resignation to the Governance Committee. The Governance Committee will recommend to the Board whether to accept or reject the resignation offer, or whether another action should be taken. In determining whether to recommend that the Board accept any resignation offer, the Governance Committee will consider all factors believed relevant by it. The Board will act on the Governance Committee's recommendation within 90 days following certification of the election results. In deciding whether to accept the resignation offer, the Board will consider the factors considered by the Governance Committee and any additional information and factors that the Board finds relevant. If the Board accepts a director's resignation offer pursuant to this process, the Governance Committee will recommend to the Board and the Board will thereafter determine whether to fill such vacancy or reduce the size of the Board. Any director who tenders their resignation pursuant to this provision will not participate in the proceedings of either the Governance Committee or the Board with respect to their own resignation offer. If a director's resignation is not accepted by the Board, the director shall continue to serve until the next annual meeting of shareholders or until their successor is duly elected and qualified, or their earlier resignation or removal.

Diversity

The Company's Corporate Governance Guidelines provide the Board should include individuals with a diverse range of experiences to give the Board depth and breadth in the mix of skills represented. The Board seeks to include diversity in professional experience, skills, industry background, race/ethnicity, national origin, and gender, as well as the ability of directors (and candidates for director) to devote sufficient time to performing their duties in an effective manner.

Size of the Board of Directors

Our Bylaws require the Board to have not less than five nor more than nine members. The size of the Board may be increased or decreased within that range from time-to-time by resolution approved by the affirmative vote of a majority of the Board. On February 26, 2021, the Board increased the size of the Board from eight members to nine members due to the appointment of a new Class I director (Ms. Alice Wong). On May 19, 2021, the Board decreased the size of the Board from nine members to eight members due to the retirement of Mr. George R. Nethercutt, Jr.

The retirement of Messrs. Rogers and Crumley will cause an imbalance in the number of directors on the Board's three classes of directors. The Company's Bylaws and Restated Certificate of Incorporation provide that the number of directors in each class of directors shall be as nearly equal in number as possible. In order to maintain balance among the classes, Alice Wong will stand for election at the Annual Meeting as a Class III director, together with Charles B. Stanley, each with a term to expire at the 2025 annual meeting of shareholders. Immediately following the Annual Meeting, the size of the Board will be reduced to six.

Board's Role in Oversight of Strategy and Risk Management

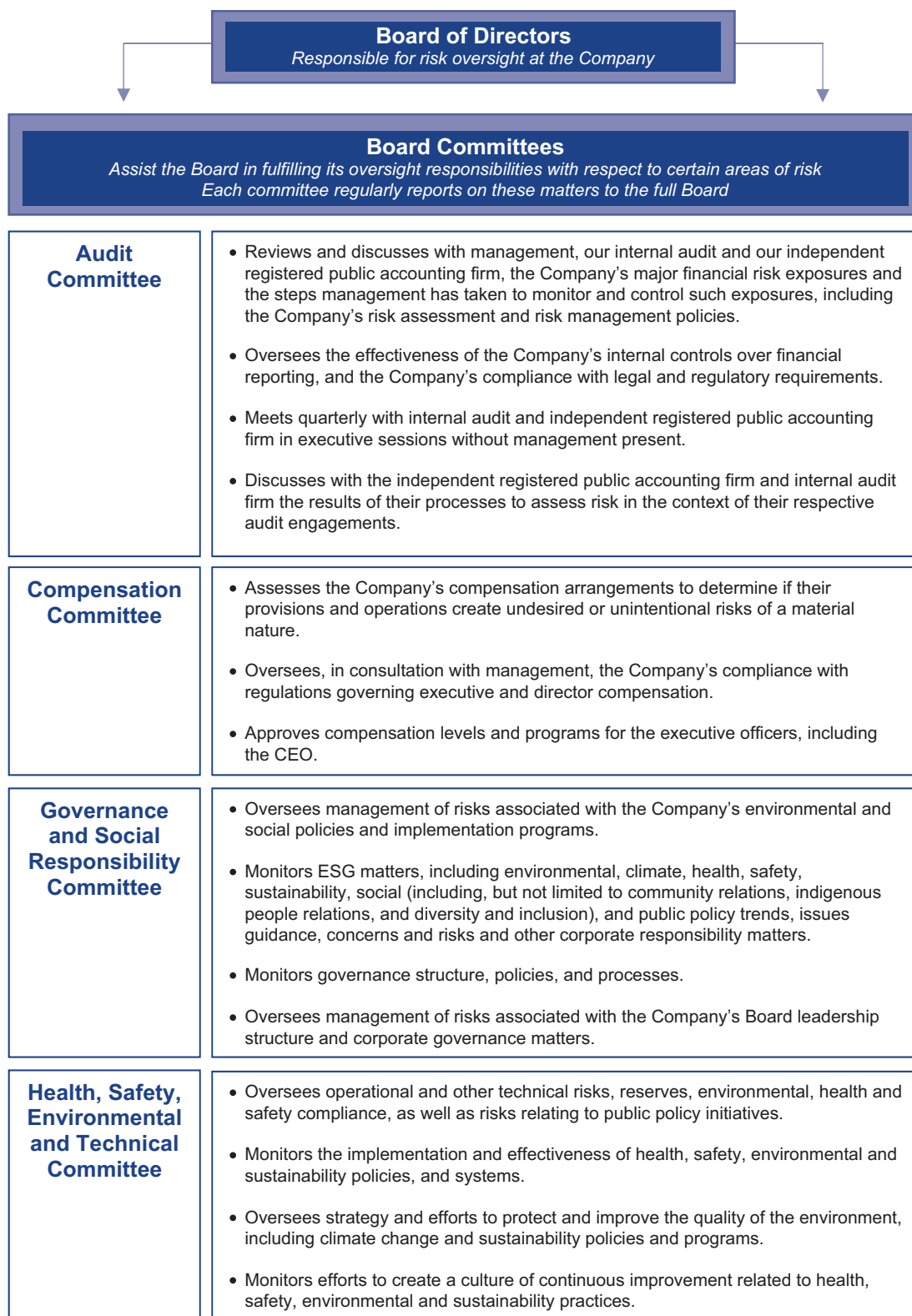
Our Board is engaged and involved in overseeing our strategy and takes an active role in risk oversight.

- The Board oversees the strategic direction of the Company, and in doing so considers the potential rewards and risks of our business opportunities and challenges, and monitors the development and management of risks that impact our strategic goals.
- The Board as a whole is responsible for risk oversight at the Company, with reviews of certain areas conducted by the relevant Board committees that regularly report to the full Board.

- In its risk oversight role, the Board reviews, evaluates and discusses with appropriate members of management whether the risk management processes designed and implemented by management are adequate in identifying, assessing, managing, and mitigating material risks facing the Company, including financial, operational, social, and environmental risks.

The Board believes that full and open communication between senior management and the directors is essential to effective risk oversight. Our Chairman regularly meets with our CEO on a variety of matters, including business strategies, opportunities, key challenges, and risks facing the Company, as well as management's risk mitigation strategies. Senior management attends all regularly scheduled Board meetings where they conduct presentations on various matters involving our operations and are available to address any questions or concerns raised by the Board on risk management-related or other matters. Following consideration of the information presented by management, the Board provides feedback and makes recommendations, as needed, which is designed to help minimize the Company's risk exposure. To the extent any risks identified by each standing committee of the Board are material or otherwise merit discussion by the whole Board, the respective committee chair will raise such risks at the next scheduled meeting of the Board, or sooner if merited.

For the foregoing reasons, we have determined that our risk oversight is appropriate in the context of our specific circumstances, risk management efforts, and the Board's administration of its oversight function. The chart below provides an overview of the allocation of risk management responsibilities among the Board committees.



Succession Planning

The Compensation Committee is responsible for overseeing the Company's succession planning process for our CEO and other key senior executives and annually reviews the Company's succession plans for all key senior executives with input from the CEO and Sr. Vice President – CAO. The criteria used when assessing the qualifications of potential CEO successors include, among others, strategic vision and leadership, operational experience, financial management, executive officer leadership development, ability to motivate employees, and an ability to develop an effective working relationship with the Board.

Emergency Succession Plan

- Our Corporate Governance Guidelines provide that in the event of the death, resignation, removal or incapacitation of the President and CEO, the Chairman will act as the President and CEO until a successor is duly elected.
- They also provide that in the event of the death, resignation, removal or incapacitation of our Chairman, the President and CEO will act as Chairman until a successor is duly elected.
- In the event of an unexpected executive departure, the emergency succession plan allows for a smooth transfer of responsibilities to an individual who may or may not be permanently appointed to the new role.
- In the event of a senior executive's departure, both internal and external candidates may be considered for permanent appointment to such role.

Long-term Succession Plan

- The long-term succession plan is intended to develop a pipeline of qualified talent for key roles.
- The planning process includes a discussion of internal succession candidates, assessment of relevant skills and planning for professional development where necessary. Multiple internal succession candidates may be identified for an individual role and provided with relevant growth opportunities. The Board gains insight through direct exposure to internal succession candidates from their presentations to the Board, work with individual directors or Board committees, and participation in Board activities.
- The Company's short- and long-term business strategy will be considered when evaluating internal succession candidates and their skills.

Committees of the Board and Committee Assignments

The Board has six standing committees: Audit; Compensation; Governance and Social Responsibility; Health, Safety, Environmental and Technical; Executive; and Non-Executive Stock Award. Information regarding these committees is provided below. Except for the Executive Committee and Non-Executive Stock Award Committee, all committees are composed entirely of independent directors. The members of each committee are identified below, along with the number of meetings held in 2021.

Audit Committee	
Meetings in 2021: 6	Primary Responsibilities <ul style="list-style-type: none">• assist the Board in fulfilling its oversight responsibilities;• review the integrity of our financial statements;• review the independent auditor’s qualifications and independence;• review the performance of our internal auditor and the independent auditor;• review our compliance with laws and regulations, including disclosure controls and procedures;• review financial risks;• oversee the performance of the Company’s independent registered public accounting firm and internal audit firm;• review the qualifications and independence of the Company’s independent registered public accounting firm; and• oversee the effectiveness of the Company’s internal control over financial reporting. <p>See <i>Report of the Audit Committee</i> on page 30 for additional information.</p>
2021 Meeting Attendance: 100%	
Current Committee Members <p>Stephen F. Ralbovsky, Chair ■</p> <p>George R. Johnson</p> <p>Catherine J. Boggs</p> <p>Alice Wong</p> <p>■ = <i>Financial Expert</i></p> <p><i>All members of the Audit Committee are financially literate</i></p> <p><i>No members on the Audit Committee serve on the audit committee of any other public companies</i></p> <p><i>Committee consists of four independent directors</i></p>	
Compensation Committee	
Meetings in 2021: 5	Primary Responsibilities <ul style="list-style-type: none">• discharge the Board’s responsibilities relating to compensation of the Company’s executive officers;• approve the design of our compensation program;• approve compensation levels and programs for the executive officers, including the CEO;• administer the Company’s cash-based and equity- based incentive compensation plans; and• administer our stock-based plans. <p>See <i>The Compensation Committee Process and Role of Management and Human Resources Department</i> on page 38 for more information.</p>
2021 Meeting Attendance: 100%	
Current Committee Members <p>Terry V. Rogers, Chair*</p> <p>Ted Crumley*</p> <p>Charles B. Stanley</p> <p>Catherine J. Boggs</p> <p><i>Committee consists of four independent directors</i></p>	

Governance and Social Responsibility Committee	
Meetings in 2021: 4	Primary Responsibilities <ul style="list-style-type: none"> periodically review our Corporate Governance Guidelines, Code of Conduct, and other corporate procedures to ensure compliance with laws and regulations; review any director candidates, including those nominated or recommended by shareholders; identify individuals qualified to become directors consistent with criteria approved by the Board; recommend to the Board the director nominees for the next annual meeting of shareholders, any special meeting of shareholders, or to fill any vacancy on the Board; review the appropriateness of the size of the Board relative to its various responsibilities; recommend committee assignments and committee chairpersons for the standing committees for consideration by the Board; recommend policies, programs, practices, metrics, performance indicators and progress concerning ESG matters to the Board; and recommend to the Board any action on ESG and related matters that may be required or considered advisable. <p>See <i>Sustainability</i> and <i>Corporate Governance</i> on pages 3 and 8 for more information.</p>
2021 Meeting Attendance: 100%	
Current Committee Members Catherine J. Boggs, Chair Stephen F. Ralbovsky George R. Johnson <i>Committee consists of three independent directors</i>	

Health, Safety, Environmental and Technical Committee	
Meetings in 2021: 4	Primary Responsibilities <ul style="list-style-type: none"> review operational and exploration performance; review operational, reserve, and other technical risks; review and monitor health, safety, and environmental policies; review the implementation and effectiveness of compliance systems; review the effectiveness of health, safety and environmental policies, systems, and monitoring processes; review audit results and updates from management with respect to health, safety, and environmental performance; review emerging health, safety and environmental trends in legislation and proposed regulations affecting the Company; review the technical activities of the Company; and make recommendations to the Board concerning the advisability of proceeding with the exploration, development, acquisition, or divestiture of mineral properties and/or operations.
2021 Meeting Attendance: 100%	
Current Committee Members George R. Johnson, Chair Terry V. Rogers* Charles B. Stanley Alice Wong	

Executive Committee	
Meetings in 2021: None	Primary Responsibilities <ul style="list-style-type: none"> empowered with the same authority as the Board in the management of our business, except for certain matters enumerated in our Bylaws and Delaware law, that are specifically reserved to the whole Board.
2021 Meeting Attendance: N/A	
Current Committee Members Phillips S. Baker, Jr., Chair Ted Crumley* Terry V. Rogers*	

Non-Executive Stock Award Committee	
Meetings in 2021: None	Primary Responsibilities <ul style="list-style-type: none"> empowered with the authority to make awards under the Hecla Mining Company 2010 Stock Incentive Plan to employees of the Company or any of its direct and indirect subsidiaries who are not executive officers of the Company or otherwise subject to the requirements of Section 16 of the Securities Exchange Act of 1934, as amended.
2021 Meeting Attendance: N/A	
Current Committee Members Phillips S. Baker, Jr., Chair	

* As previously disclosed, Messrs. Crumley and Rogers will retire as directors effective as of the date of our Annual Meeting.

Board and Committee Independence; Audit Committee Financial Expert

Our Corporate Governance Guidelines provide that the Board will have a majority of directors who meet the criteria for independence as defined in the NYSE rules. Based on information solicited from each director, and upon the advice and recommendation of the Governance Committee, our Board annually determines the independence of each of our directors in connection with the nomination process. Further, in connection with the appointment of any new director to the Board during the year, our Board makes the same determination. In making its recommendation to the Board, the Governance Committee, with assistance from the Company's Corporate Secretary, evaluates responses to a questionnaire completed by each director regarding relationships and possible conflicts of interest between such director, the Company, management, the independent registered public accounting firm, and the internal audit firm. In its review of director independence, the Governance Committee considers the commercial, industrial, banking, consulting, legal, accounting, charitable, and familial relationships any director may have with the Company, management, the independent registered public accounting firm, and the internal audit firm.

Our Board has affirmatively determined that all current directors (other than Mr. Baker) have no material relationship with the Company and are independent according to the NYSE listing standards. The Board also has determined that each of the members of the Audit, Compensation, and Governance Committees have no material relationship with the Company and satisfies the independence criteria (including the enhanced qualifications with respect to members of the Audit Committee and Compensation Committee) set forth in the applicable NYSE listing standards and SEC rules. In addition, the Board has determined that Mr. Stephen F. Ralbovsky qualifies as an "Audit Committee financial expert," as such term is defined by the rules of the SEC.

Directors are expected to immediately inform the Board of any material change in their circumstances or relationships that may impact their independence.

Compensation Committee Procedures

The Compensation Committee has the sole authority to set compensation for our executive officers, including annual compensation amounts and Short-term Incentive Plan and Long-term Incentive Plan criteria, evaluate the performance of our executive officers, and make awards to our executive officers under our stock incentive plans. The Compensation Committee also reviews, approves, and recommends to the Board any proposed plan or arrangement providing for incentive, retirement or other compensation to our executive officers and oversees our assessment of whether our compensation practices are likely to expose the Company to material risks. In addition, the Compensation Committee annually recommends to the Board the slate of officers for the Company, periodically reviews the functions of our officers, and makes recommendations to the Board concerning those functions.

2021 Board Meetings and Attendance

During 2021, there were four meetings of the Board. Directors are expected to make every effort to attend the Annual Meeting, all Board meetings, and the meetings of the committees on which they serve. All members of the Board attended last year's Annual Meeting of Shareholders, which was held in May 2021. In 2021, each director attended 100% of the Board meetings and the committee meetings in which they are a member.

Director Orientation and Continuing Education

New directors undergo a comprehensive orientation program that introduces them to the Company, including our business operations, strategy, financial position, key members of management and governance structure. Directors also are encouraged to enroll in director education programs. Directors have contact with leaders throughout the organization and visit our mine sites, where they tour the facilities and interact directly with the personnel responsible for our day-to-day operations. These activities collectively help to ensure that new directors become, and existing directors remain, knowledgeable about the most important issues affecting our Company and our business.

Board and Committee Self-Evaluation Process

Our Board recognizes that a thorough, constructive evaluation process enhances our Board's effectiveness and is an essential element of good corporate governance. Accordingly, every year, our Board and each committee of the Board conducts a self-evaluation of its performance and effectiveness. The Governance Committee oversees the annual self-evaluation process on behalf of the Board. Our Board and committee evaluations cover the following topics:

- Board and committee composition, including skills, background, and experience;
- Review of key areas of focus for the Board and committees, and effectiveness in overseeing those responsibilities;
- Satisfaction of director performance, including that of the Board chair;
- Board and committee information needs, and quality of materials presented;
- Areas where the Board should increase its focus;
- Satisfaction with the Board and committee schedules, agendas, time allocated for topics and encouragement of open communication and discussion;
- Access to management, experts, and internal and external resources;
- Oversight of financial reporting process and internal control procedures;
- Ethics and compliance;
- Company's strategic direction and annual operating plan;
- Succession planning;
- Selection and evaluation process of Board candidates; and
- Understanding risks.

Evaluation Process

1 Corporate Governance Review	2 Annual Board and Committee Evaluations	3 Summary of Evaluations	4 Board and Committee Review
<p>Our self-evaluation process is conducted on an anonymous basis, using our board portal. We have found by using an anonymous evaluation process, the Board and committee members have a level of comfort in being able to critique the Board and/or the committees.</p>	<p>The Board and each committee conduct annual self-evaluations through the use of electronic questionnaires that cover the topics discussed above.</p>	<p>Hecla's Corporate Secretary uses our board portal to generate a summarized report of our directors' anonymous responses to the electronic questionnaires and submits the report to the appropriate chair of each committee of the Board for review before the next quarterly Board and/or committee meeting.</p>	<p>Using the summaries of the self-evaluations as guides, our chair of the Governance Committee reviews the results of the Board evaluation, and each committee chair reviews the results of each committee evaluation. The self-evaluations and summaries are shared and discussed with the full Board and each committee. The objective is to allow the Board and each committee to share their perspectives and consider any necessary adjustments in response to the collective feedback from the self-evaluations.</p>

Director Candidates Submitted by Shareholders

Our Bylaws establish procedures governing the eligibility of nominees for election to our Board, and the proposal of business to be considered by our shareholders at an annual meeting of shareholders. For nominations or other business to be properly brought before an annual meeting of shareholders by a shareholder, the shareholder must have given timely notice thereof in writing to our Corporate Secretary. To be timely, a shareholder's notice must be delivered to our Corporate Secretary at our principal executive offices located at 6500 N. Mineral Drive, Suite 200, Coeur d'Alene, Idaho 83815-9408, not less than 90 days nor more than 120 days prior to the first anniversary of the preceding year's annual meeting of shareholders; *provided, however*, that in the event the date of the annual meeting of shareholders is advanced by more than 30 days or delayed by more than 60 days from such anniversary date, notice by the shareholder to be timely must be delivered not earlier than the 120th day prior to such annual meeting of shareholders and not later than the close of business on the later of the 90th day prior to such annual meeting of shareholders or the 10th day following the day on which public announcement of the date of such meeting is first made. Adjournment of a meeting shall not commence a new time period for giving shareholder's notice as described above. Such shareholder's notice must set forth:

- (a) As to each person whom the shareholder proposes to nominate for election or re-election as a director, all information relating to such person that is required to be disclosed in solicitations of proxies for election of directors in an election contest, or is otherwise required, in each case pursuant to Regulation 14A under the Exchange Act and Rule 14a-11 thereunder, including such person's written consent to being named in our Proxy Statement as a nominee and to serve as a director if elected;
- (b) As to any other business that the shareholder proposes to bring before the meeting, if the shareholder has not otherwise complied with the rules and regulations under the Exchange Act for the inclusion of a shareholder proposal in our Proxy Statement, a brief description of the business desired to be brought before the meeting, the reasons for conducting such business at the meeting, and any material interest in such business of such shareholder and the beneficial owner, if any, on whose behalf the proposal is made; and
- (c) As to the shareholder giving the notice and the beneficial owner, if any, on whose behalf the nomination or proposal is made:
 - (i) the name and address of such shareholder, as they appear on the Company's books, and of such beneficial owner; and
 - (ii) the class and number of Company shares which are owned beneficially and of record by such shareholder or beneficial owner.

The applicable time period for timely shareholder submissions pursuant to the above provisions for the 2023 Annual Meeting of Shareholders is January 26, 2023 (the 120th day preceding the anniversary of the 2022 Annual Meeting) to February 25, 2023 (the 90th day preceding such anniversary).

In addition to satisfying the foregoing requirements under our Bylaws, to comply with the SEC's new universal proxy rule (once effective), any shareholder who intends to solicit proxies in support of director nominees other than the Company's nominees, must provide notice that sets forth the information required by Rules 14a-19 under the Exchange Act no later than March 28, 2023.

The chairman of the meeting shall have the power and duty to determine whether a nomination or any business proposed to be brought before the meeting was made in accordance with the procedures set forth in the Bylaws and, if any proposed nomination or business is not in compliance with the Bylaws, to declare that such defective proposal shall be disregarded. The foregoing time limits also apply in determining whether notice is timely for purposes of rules adopted by the SEC relating to the exercise of discretionary voting authority.

PROPOSAL 1

ELECTION OF CLASS III DIRECTORS

In accordance with our Restated Certificate of Incorporation, the Board is divided into three classes. The terms of office of the directors in each class expire at different times. There are three Class III directors whose terms will expire at the Annual Meeting: Ted Crumley, Terry V. Rogers, and Charles B. Stanley. Messrs. Crumley and Rogers have reached the mandatory retirement age and will not stand for re-election.

The respective retirements of Messrs. Crumley and Rogers otherwise would cause an imbalance in the number of directors in the Board's three classes of directors. The Company's Bylaws and Restated Certificate of Incorporation provide that the number of directors in each class of directors shall be as nearly equal in number as possible. In order to maintain balance among the classes, Alice Wong also will stand for election at the Annual Meeting as a Class III director, together with Mr. Stanley, each with a term to expire at the 2025 annual meeting of shareholders.

The Governance Committee determined that each of Ms. Wong and Mr. Stanley are qualified candidates to stand for election at the Annual Meeting, and the Board designated them for election as directors of the Company, for three-year terms expiring in 2025.

It is intended that the proxies solicited hereby from our shareholders that do not provide voting instructions will be voted **FOR** the election of Charles B. Stanley and Alice Wong. If Mr. Stanley or Ms. Wong becomes unable or is unwilling to accept election, the Board will either reduce the number of directors to be elected or select substitute nominees submitted by the Governance Committee. If substitute nominees are selected, proxies that do not provide voting instructions will be voted in favor of such nominees.

Biographical Information

Set forth below is biographical information for the director nominees, including the key qualifications, experience, attributes, and skills that led our Board to the conclusion that such director nominees should serve as a director. There are no family relationships among any of our directors or executive officers.

Our Board includes individuals with strong backgrounds in executive leadership and management, legal, accounting, finance, and company and industry knowledge, and we believe that, as a group, they work effectively together in overseeing our business.

Current Class III Nominees for Election to the Board – Terms Ending at the 2022 Annual Meeting

If elected, the nominees will serve for a three-year term ending in 2025. The nominees are as follows:



Charles B. Stanley

Managing Member of Cutthroat Energy, LLC

Age: 63

Director since: 2007

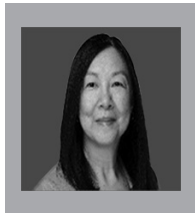
Other Directorships: None

Hecla Committees:

- Health, Safety, Environmental and Technical
- Compensation

Mr. Stanley has been the Managing Member of Cutthroat Energy, LLC since 2019. Prior to that, Mr. Stanley was Chief Executive Officer and President of QEP Resources, Inc. from 2010 until his retirement in 2019. He was also Chairman of QEP's Board of Directors from 2012 until his retirement in 2019.

Board Qualification and Skills: Mr. Stanley has over 35 years' experience in the international and domestic upstream and midstream oil and gas industry. He is a geologist with an extensive background in natural resources. He gained his extensive financial experience from a long career with QEP Resources, Inc., and prior companies. In addition to his former position at QEP Resources, Inc., Mr. Stanley served in numerous other senior leadership positions, including Chief Executive Officer and President of QEP Midstream Partners, LP, and Chief Operating Officer of Questar Corporation. He served on the board of QEP Resources, Inc. for 8 years and as Chairman of the Board from 2012 until his retirement in 2019. Prior to serving on QEP's board, Mr. Stanley served on the board of Questar Corporation for 8 years and has served on the boards of various oil and gas industry trade organizations.



Alice Wong, ICD.D

Senior Vice President and Chief Corporate Officer Cameco Corporation

Age: 62

Director since: 2021

Other Directorships: SaskEnergy Incorporated

Hecla Committees:

- Audit
- Health, Safety, Environmental and Technical

Ms. Wong has served as Senior Vice President and Chief Corporate Officer of Cameco Corporation since 2011. She was Cameco's Vice President of Safety, Health, Environment, Quality and Regulatory Relations from 2008 to 2011, and Vice President of Investor, Corporate and Government Relations from 2005 to 2008. She has been a Board member of SaskEnergy Incorporated since December 2016, as well as a member of the Mining Association of Canada since June 2016, Canadian Nuclear Association since January 2013, and Saskatchewan Mining Association since January 2013. In 2021, Ms. Wong was named a Catalyst Honours Champion in recognition of her significant contributions to advancing women and championing inclusion in the workplace and being a role model for inclusive leadership in corporate Canada.

Board Qualification and Skills: Ms. Wong has been with Cameco for more than 30 years in increasingly senior leadership roles and has gained a wealth of experience from her diverse responsibilities. In her current role as Senior Vice President and Chief Corporate Officer, she provides executive oversight for human resources, safety, health, environment, quality, regulatory relations, business technology services, supply chain management, internal audit, and corporate ethics. She obtained her Corporate Directors Designation (ICD.D) from the ICD Rotman Director's Education Program.

Required Vote

Pursuant to our Bylaws, each director will be elected by the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. See *What Votes are Required for the Proposals* on page 81.

You may vote "FOR," "AGAINST," OR "ABSTAIN" on the nominees for election as directors.



The Board recommends that shareholders vote **"FOR"** the election of Charles B. Stanley and Alice Wong.

Our directors whose terms are not expiring this year follow. They will continue to serve as directors for the remainder of their terms or until their respective successors are appointed or elected.

Continuing Class I Members of the Board – Term Ending at the 2023 Annual Meeting



Phillips S. Baker, Jr.

President and Chief Executive Officer

Age: 62

Director since: 2001

Other Directorships: None

Hecla Committees:

- Executive (Chair)
- Non-Executive Stock Award Committee

Mr. Baker has been our Chief Executive Officer since May 2003 and has served as our President since November 2001. Mr. Baker served as Chairman of the Board for the National Mining Association from October 2017 to October 2020, and has been a Board member since September 2010. He served as a Director of QEP Resources, Inc. from May 2010 to March 2021.

Board Qualification and Skills: Mr. Baker has substantial financial experience gained in his roles of President, Chief Executive Officer, and previously as Chief Financial Officer of the Company. He has served as Hecla's President for 19 years and as Chief Executive Officer for 17 years and has 25 years of executive and management experience in the mining industry. In addition to serving on the Board of Hecla, he served on the Board of QEP Resources, Inc. for 10 years, as well as serving as the chair of the audit committee and as a member of the governance committee for QEP.



George R. Johnson

Former Senior Vice President of Operations with B2Gold Corporation

Age: 73

Director since: 2016

Other Directorships: B2Gold Corporation

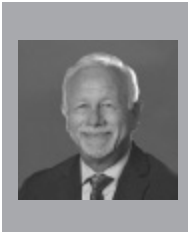
Hecla Committees:

- Health, Safety, Environmental and Technical (Chair)
- Audit
- Governance and Social Responsibility

Mr. Johnson served as Senior Vice President of Operations of B2Gold Corporation from August 2009 until his retirement in April 2015. He has served on the Board of Directors of B2Gold Corporation since March 2016.

Board Qualification and Skills: Mr. Johnson has over 45 years of foreign and domestic experience in underground and open pit mine construction and operations management as a mining engineer.

Continuing Class II Members of the Board – Term Ending at the 2024 Annual Meeting



Stephen F. Ralbovsky

Founder and Principal of Wolf Sky Consulting LLC

Age: 68

Director since: 2016

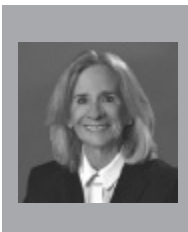
Other Directorships: None

Hecla Committees:

- Audit (Chair)
- Governance and Social Responsibility

Mr. Ralbovsky has been the Founder and Principal of Wolf Sky Consulting LLC since June 2014. Prior to that, he was a partner with PricewaterhouseCoopers LLP from February 1987 until his retirement in June 2014, where he concentrated his practice on public companies operating in the mining industry. He is a part-time Professor of Practice at the University of Arizona's James E. Rogers College of Law. Mr. Ralbovsky is also a member of several organizations, including the Association of International Certified Professional Accountants, Arizona Society of CPAs, National Mining Association, and Society for Mining, Metallurgy and Exploration.

Board Qualification and Skills: Mr. Ralbovsky is a CPA and has over 40 years' experience in taxation, auditing, and accounting, where he was specifically heavily involved in the mining industry with an emphasis in global mining tax and royalty policy. He has held leadership positions, including U.S. Mining Leader, U.S. Mining Tax Leader, Global Mining Tax Leader, and Tax Partner while employed with PricewaterhouseCoopers LLP.



Catherine "Cassie" J. Boggs

Former General Counsel at Resource Capital Funds

Age: 67

Director since: 2017

Other Directorships: Capital Limited

Hecla Committees:

- Governance and Social Responsibility (Chair)
- Audit
- Compensation

Ms. Boggs served as the General Counsel at Resource Capital Funds from January 2011 until her retirement in February 2019. She has served as a board member of Capital Limited since September 2021, as well as serving as an Intermittent Expert in mining with the US Department of Commerce's Commercial Law Development Program since November 2019. She was a board member of Funzeleo from January 2016 to September 2021. She served as President of the Rocky Mountain Mineral Law Foundation from July 2012 to July 2013, and a board member of the Rocky Mountain Mineral Law Foundation from July 2011 to July 2015. She is an Adjunct Professor at the University of Denver, Sturm College of Law.

Board Qualification and Skills: Ms. Boggs has over 39 years' experience as an attorney in the mining and natural resources sectors, in both domestic and international mining. She has extensive experience in leadership in the mining industry, having worked for Barrick Gold Company, serving in a variety of leadership roles, including serving as the CEO of Tethyan Copper Company, interim President of the African Business Unit, and as interim General Counsel of African Barrick Gold. She also has experience in due diligence, country and political risk assessments, and the structuring and implementation of risk mitigation strategies.

COMPENSATION OF NON-MANAGEMENT DIRECTORS

The Compensation Committee of the Board is responsible for recommending to the independent members of the Board the form and amount of compensation for our non-management directors. The independent members of the Board consider the committee's recommendation and make the final determination of non-management director compensation.

Compensation for non-management directors is designed to reflect current market trends and developments with respect to compensation of Board members. It consists of a combination of cash retainers and an equity award.

Compensation Consultant and Peer Group Benchmarking

The Compensation Committee periodically engages an independent compensation consultant to benchmark director compensation against a peer group, which is the same group of companies the committee uses to benchmark executive compensation (see page 37 for a list of these companies). In 2021, the committee did not retain an independent compensation consultant to review director compensation. The committee reviewed our non-management director compensation, but no changes were made in 2021.

Components of Non-Management Director Compensation

Compensation Element	Current Value
Annual Board Retainer	\$ 98,000
Annual Board Chair Retainer	\$120,000
Annual Committee Chair Retainer for:	
• Health, Safety, Environmental & Technical Committee	\$ 12,000
• Audit Committee	\$ 12,000
• Compensation Committee	\$ 12,000
• Governance Committee	\$ 8,000
• Executive Committee	\$ --
• Non-Executive Stock Award Committee	\$ --
Annual Equity	\$120,000

Annual cash retainers are paid in quarterly installments. Other than annual cash retainers and equity, no other attendance fees are paid to the non-management directors.

Equity Compensation

We maintain the Hecla Mining Company Stock Plan for Nonemployee Directors ("Director Stock Plan" or "plan"). The plan is currently scheduled to terminate on May 15, 2027 and is subject to termination by the Board at any time. Pursuant to the plan, before September 30 of each year, each non-management director is credited with a number of shares determined by dividing the annual equity retainer payable to each non-management director for service on the Board for the following year by the average closing price for Hecla's common stock on the NYSE for the prior calendar year (the "Stock Retainer"). A minimum of 25% of the annual Stock Retainer under the Director Stock Plan is contributed to a grantor trust established by the Company. Each director may elect, prior to the first day of the applicable year, to have a greater percentage contributed to the grantor trust for that year. The remaining portion of the Stock Retainer will be transferred to the non-management director as soon as practicable.

Non-management directors joining the Board after September 30 of any year will be credited with a pro rata grant of shares when they join the Board. A minimum of 25% of their Stock Retainer for that year will be contributed to the trust. Each director may elect, within 30 days after becoming a participant in the Director Stock Plan, to have a greater percentage contributed to the grantor trust for that year. The remaining portion will be transferred to these directors as soon as practicable after they become members of the Board.

The shares held in the grantor trust are subject to the claims of our creditors until delivered under the terms of the Director Stock Plan. Delivery of the shares from the trust occurs upon the earliest of: (i) death or disability; (ii) retirement from the Board; (iii) a cessation of the director's service for any other reason; (iv) a change in control of the Company (as defined in the Director Stock Plan); or (v) a time elected by the director, except shares must be held in the trust for at least two years prior to delivery. As of December 31, 2021, there were 2,269,269 shares remaining available for issuance under the Director Stock Plan.

The following chart summarizes the annual cash and equity compensation for our non-management directors during 2021.

Non-Management Director Compensation for 2021

Director	Fees Earned or Paid in Cash (\$)	Stock Awards ⁽¹⁾ (\$)	All Other Compensation ⁽²⁾ (\$)	Total (\$)
Catherine J. Boggs	106,000	265,736	--	371,736
Ted Crumley, Chairman	218,000	265,736	--	483,736
George R. Johnson	110,000	265,736	7,500	383,236
George R. Nethercutt, Jr.⁽³⁾	49,000	--	--	49,000
Stephen F. Ralbovsky	110,000	265,736	--	375,736
Terry V. Rogers	110,000	265,736	3,750	379,486
Charles B. Stanley	98,000	265,736	--	363,736
Alice Wong	98,000	265,736	--	363,736

(1) The amounts shown in this column represent the aggregate grant date fair value computed in accordance with Financial Accounting Standards Board ASC Topic 718. For a description of the assumptions used in valuing the awards please see Note 12 to the Consolidated Financial Statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2021. The stock awards column represents the aggregate grant date fair value of the stock granted to each non-management director under the Director Stock Plan in 2021 as computed in accordance with ASC Topic 718. For each director, the number of common shares granted was determined by dividing \$120,000 by the average closing price for Hecla's common stock on the NYSE for the prior calendar year (\$4.0506) (\$120,000 ÷ \$4.0506 = 29,625). On June 8, 2021, each non-management director received 29,625 shares of our common stock under the terms of the Director Stock Plan. Based on our closing stock price on the NYSE on the date of grant of June 8, 2021 (\$8.97), the grant date fair value for each grant of 29,625 shares was \$265,736. (This amount does not reflect the actual amount that may be realized by each director).

(2) Amounts in this column reflect matching contributions under the Company's charitable matching gift program. See *Political Contributions and Engagement* on page 74.

(3) Mr. Nethercutt retired from the Board in May 2021. He received no compensation after his retirement date.

Other

The Company covers directors under its overall director and officer liability insurance policies, as well as reimbursing them for travel, lodging, and meal expenses incurred in connection with their attendance at Board and committee meetings, meetings of shareholders, and for traveling to visit our operations. Directors are eligible, on the same basis as Company employees, to participate in the Company's matching gift program, pursuant to which the Hecla Charitable Foundation matches contributions made to qualifying nonprofit organizations. Beyond these items, no other compensation was paid to any non-management director.

Non-Management Director Stock Ownership Guidelines

To more closely align the Company's independent directors' financial interests with those of the shareholder, in June 2012, the Compensation Committee and Board adopted stock ownership guidelines for our independent directors. Under these guidelines, each independent director is required to own shares of common stock (which includes shares held under the Hecla Mining Company Stock Plan for Nonemployee Directors) valued at three times their annual cash retainer within five years of their appointment to the Board. In the event an independent director's cash retainer increases, they will have three years from the date of the increase to acquire any additional shares needed to meet these guidelines.

Because of fluctuations in the Company's stock price, in February 2016, the Compensation Committee and the Board amended the stock ownership guidelines to provide a valuation methodology that consists of valuing the shares held by using the average closing price of the Company's common stock on the NYSE for the previous calendar year. Because share prices of all companies are subject to market volatility, the Board believes that it

Compensation of Non-Management Directors

would be unfair to require a director to buy more shares simply because Hecla's stock price drops. In the event there is a significant decline in Hecla's stock price that causes a director's holdings to fall below the applicable threshold, the director will not be required to purchase additional shares to meet the threshold, but they generally may not sell or transfer any shares until the threshold has again been achieved.

The following table summarizes the non-management director stock ownership as of December 31, 2021. As of December 31, 2021, all non-management directors met the guidelines, except for Ms. Wong, who has until February 2026 to satisfy the requirements of the ownership guidelines.

Non-Management Director Stock Ownership as of December 31, 2021

Director	Annual Retainer (\$)	X Annual Retainer	Total Value of Shares to be Held (\$)	Shares Held Directly (#)	Shares Held in Grantor Trust ⁽¹⁾ (#)	Total Shares (#)	Total Value of Shares Held by Director ⁽²⁾ (\$)	Meets Guidelines
Boggs	98,000	3x	294,000	104,678	106,046	210,724	1,339,699	Yes
Crumley	218,000	3x	654,000	76,536	250,056	326,592	2,076,341	Yes
Johnson	98,000	3x	294,000	17,273	177,717	194,990	1,239,668	Yes
Ralbovsky	98,000	3x	294,000	6,123	177,717	183,840	1,168,781	Yes
Rogers	98,000	3x	294,000	36,117	138,119	174,236	1,107,723	Yes
Stanley	98,000	3x	294,000	--	219,103	219,103	1,392,969	Yes
Wong⁽³⁾	98,000	3x	294,000	--	29,625	29,625	188,344	N/A

⁽¹⁾ As of December 31, 2021, the total amount of shares held in trust pursuant to the terms of the Stock Plan for Nonemployee Directors by each of the above-named directors.

⁽²⁾ The value of shares held is determined by using the average closing price of the Company's common stock for the calendar year on the NYSE, which for 2021 was \$6.3576.

⁽³⁾ Ms. Wong was appointed to the Board in February 2021. Under the Stock Ownership Guidelines, she has until February 2026 to satisfy the requirements of the ownership guidelines.

Additional information regarding shares held by the non-management directors is included in the *Security Ownership of Certain Beneficial Owners and Management* table on page 75.

PROPOSAL 2

RATIFY THE APPOINTMENT OF BDO USA, LLP AS OUR INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM FOR 2022

The Audit Committee is directly responsible for the appointment, compensation, retention, evaluation, and termination, if necessary, of the independent registered public accounting firm retained to audit our financial statements. The Audit Committee appointed BDO USA, LLP (“BDO”) as the independent registered public accounting firm for Hecla for the calendar year ending December 31, 2022. BDO has been retained in that capacity since 2001. The Audit Committee is aware that a long-tenured auditor may be believed by some to pose an independence risk. To address these concerns, the Audit Committee:

- reviews all non-audit services and engagements provided by BDO, specifically with regard to the impact on the firm’s independence;
- conducts a quarterly assessment of BDO’s service quality, and its working relationship with our management;
- conducts regular private meetings separately with each of BDO and our management;
- interviews and approves the selection of BDO’s new lead engagement partner with each rotation;
- at least annually, obtains and reviews a report from BDO, describing all relationships between the independent auditor and Hecla; and
- reviews data relating to audit quality and performance, including the most recent Public Company Accounting Oversight Board reports on BDO and its peer firms.

The members of the Audit Committee believe that the continued retention of BDO to serve as our independent registered public accounting firm is in the best interests of Hecla and our shareholders.

Although ratification is not required, the Board and the Audit Committee are submitting the appointment of BDO to our shareholders for ratification because we value our shareholders’ views on our independent registered public accounting firm, and as a matter of good governance practice. In the event our shareholders fail to ratify the appointment, it will be considered as a direction to the Board and to the Audit Committee to consider the appointment of a different firm. Even if the appointment is ratified, the Audit Committee in its discretion may select a different independent registered public accounting firm at any time during the year if it determines that such change would be in the best interest of the Company and its shareholders.

Representatives of BDO are expected to be present at the Annual Meeting with the opportunity to make statements and respond to appropriate questions from shareholders present at the meeting.

Required Vote

Under the Sarbanes-Oxley Act of 2002, the Audit Committee has the sole authority to appoint the independent registered public accounting firm for the Company. However, the Board feels that it is important for the shareholders to ratify the selection of BDO USA, LLP. This proposal requires the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. See *What Votes are Required for the Proposals* on page 81.

You may vote “FOR,” “AGAINST,” or “ABSTAIN” on the proposal to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for 2022.



The Audit Committee and Board recommend shareholders vote **“FOR”** ratifying the appointment of BDO USA, LLP as our independent registered public accounting firm for 2022.

Pre-Approval Process

The Audit Committee is responsible for reviewing and, if appropriate, pre-approving all audit, audit-related and non-audit services to be performed by our independent registered public accounting firm. The Audit Committee charter authorizes the Audit Committee to establish a policy and related procedures regarding the pre-approval of audit, audit-related and non-audit services to be performed by our independent registered public accounting firm.

The Audit Committee has delegated its pre-approval authority to the Chair of the Audit Committee, who is authorized to pre-approve services to be performed by our independent registered public accounting firm and the compensation to be paid for such services until the next regularly-scheduled meeting of the Audit Committee, provided that in such case the Chair shall provide a report to the Audit Committee at its next regularly-scheduled meeting of any services and compensation approved by the Chair pursuant to the delegated authority. On a periodic basis, management reports to the Audit Committee the actual spending for projects and services compared to the approved amounts.

Audit and Non-Audit Fees

The following table presents fees for professional audit services rendered by BDO for the audit of our annual financial statements for the years ended December 31, 2020, and December 31, 2021, and fees for other services rendered by BDO during those periods.

	2021	2020
Audit Fees ⁽¹⁾	\$ 975,800	\$1,041,500
Audit Related Fees ⁽²⁾	93,000	93,000
Tax Fees ⁽³⁾	--	10,000
All Other Fees	--	--
Total	<u>\$1,068,800</u>	<u>\$1,144,500</u>

(1) Relates to services rendered in connection with the annual audit of our consolidated financial statements, quarterly reviews of financial statements included in our quarterly reports on Form 10-Q, and fees related to the registration of securities with the SEC. The 2020 fees include procedures related to the \$475 million debt refinancing in February 2020.

(2) Consists of fees for employee benefit plans financial statement audits.

(3) Consisted of fees for tax assistance in preparation of the Scientific Research & Experimental Development Tax Credits Application of Hecla Quebec (one of our subsidiaries), submitted to Revenue Canada (fiscal year 2020).

Report of the Audit Committee

The Audit Committee acts under a written charter. You may obtain a copy of the charter in the “Investors” section of www.hecla-mining.com under “Governance and Ethics.”

In the performance of its oversight responsibilities, the Audit Committee (1) reviewed and discussed with management and the independent registered public accounting firm the Company’s audited financial statements for the fiscal year ended December 31, 2021; (2) discussed with the Company’s independent registered public accounting firm the matters required to be discussed by the applicable requirements of the Public Company Accounting Oversight Board (“PCAOB”) and SEC; (3) received the written disclosures and the letter from the Company’s independent registered public accounting firm required by the applicable requirements of the PCAOB regarding the independent accountant’s communications with the Audit Committee regarding independence; and (4) discussed with the Company’s independent registered public accounting firm any relationships that may impact its objectivity and independence and satisfied itself as to the firm’s independence. During 2021, the Audit Committee worked with management, our internal auditor, and our independent auditor to address Sarbanes-Oxley Section 404 internal control requirements. The Audit Committee met six times in 2021.

Company management is responsible for the assessment and determination of risks associated with the Company’s business, financial reporting, operations, and contractual obligations. The Audit Committee, together with the Board of Directors, is responsible for oversight of the Company’s management of risks. As part of its responsibilities for oversight of the Company’s management of risks, the Audit Committee has reviewed and discussed the Company’s enterprise-wide risk assessment, and the Company’s policies with respect to risk assessment and risk management, including discussions of individual risk areas as well as an annual summary of the overall process.

The Audit Committee has discussed with both Hecla's internal auditor and independent registered public accounting firm the overall scope of the plans for their respective audits. The Audit Committee regularly meets with a representative of the firm hired to serve as Hecla's internal auditor and representatives of the independent registered public accounting firm, in regular and executive sessions, to discuss the results of their examinations, their evaluations of the Company's internal controls, and the overall quality of Hecla's financial reporting and compliance programs.

Management is responsible for the Company's financial reporting process, including establishing and maintaining adequate internal control over financial reporting and the preparation of the Company's financial statements. The Company's independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements and expressing an opinion on the conformity of the Company's audited financial statements with U.S. generally accepted accounting principles. The Company's independent registered public accounting firm also is responsible for performing an independent audit of the effectiveness of the Company's internal controls over financial reporting and issuing a report thereon. The Audit Committee relies, without independent verification, on the information provided to it and on the representations made by management and the Company's independent registered public accounting firm. Based on the review and discussion and the representations made by management and the Company's independent registered public accounting firm, the Audit Committee recommended to the Board that the audited consolidated financial statements for the fiscal year ended December 31, 2021, be included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2021, and filed with the SEC.

The material contained in this Audit Committee Report does not constitute soliciting material, is not deemed filed with the SEC, and is not incorporated by reference into any other Company filing under the Securities Act of 1933, as amended, or the Exchange Act, whether made on, before, or after the date of this Proxy Statement and irrespective of any general incorporation language in such filing, except to the extent that the Company specifically incorporates this Audit Committee Report by reference therein.

*Respectfully submitted by
The Audit Committee of the
Board of Directors*

Stephen F. Ralbovsky, Chair
Catherine J. Boggs
George R. Johnson
Alice Wong

PROPOSAL 3

APPROVAL, ON AN ADVISORY BASIS, OF OUR EXECUTIVE COMPENSATION

Our Board seeks your vote to approve, on an advisory basis, the compensation paid to our NEOs for 2021 as set forth under the heading *Compensation Discussion and Analysis* (“CD&A”) on page 34 and in the accompanying compensation tables starting on page 57, and related material. The Board believes that our current executive compensation program is right for the Company and our shareholders. Our executive compensation program is designed to attract, retain, and motivate talented individuals who possess the executive experience and the leadership skills needed by the Company to maintain and increase shareholder value. We seek to provide executive compensation that is competitive with that provided by companies in our peer group within the mining industry. We also seek to provide both short- and long-term financial incentives to our executives that reward them for good performance and achieving financial results and strategic objectives that are expected to contribute to increased long-term shareholder value.

Underlying these incentives is a strong philosophy of “pay-for-performance” that forms the foundation of decisions regarding the compensation of our NEOs. This compensation philosophy, which has been consistent over many years, is designed to align the interests of our NEOs with the interests of our shareholders and is central to our ability to attract, retain and motivate executive leaders to guide the Company through market challenges over the long term.

The primary methods we use to align the interests of our NEOs with our shareholders include:

- ✓ Placing a vast majority (78.6%) of the CEO’s total compensation at-risk;
- ✓ Targeting total direct compensation of our NEOs’ at approximately the 50th percentile of peer compensation;
- ✓ Striking the right balance between short- and long-term results; and
- ✓ Selecting appropriate performance metrics, including market-based measures such as total shareholder return, annual financial and operational goals such as production and EBITDA, and individual performance goals that drive our long-term business strategy.

Some highlights of our 2021 executive compensation program include:

- ✓ NEO compensation lower in 2021 than in 2020;
- ✓ Our 2021 STIP aligns 2021 payments to actual performance on pre-established targets, effectively linking the Company’s financial performance to NEO pay;
- ✓ Despite outstanding financial performance in 2021 and our total shareholder return above median, our 2019-2021 LTIP paid zero because the goals were not met; and
- ✓ STIP and LTIP performance was negatively impacted by COVID-19, yet original STIP and LTIP goals were not modified.

In 2021, our shareholders voted 97% in favor of our executive compensation program. In considering how to vote on this proposal, we urge you to review the relevant disclosures in this Proxy Statement, particularly the CD&A section, which contains detailed information about our executive compensation program. We currently hold our “Say-on-Pay” advisory vote every year. We expect the next shareholder vote on the frequency of our “Say-on-Pay” advisory votes to occur at our annual meeting to be held in 2023.

The Board and the Compensation Committee value the opinions of our shareholders and to the extent there is any significant vote against the NEO compensation as disclosed in this Proxy Statement, the Compensation Committee will carefully review and consider the voting results when evaluating our executive compensation program.

We are asking shareholders to approve the following resolution at the Annual Meeting:

“RESOLVED, that the compensation paid to the Company’s named executive officers, as disclosed pursuant to Item 402 of Regulation S-K, described in the Compensation Discussion and Analysis, Summary Compensation Table for 2021, and the related compensation tables and narrative in the Proxy Statement for the Company’s 2022 Annual Shareholders’ Meeting, is hereby APPROVED.”

Required Vote

The advisory vote on executive compensation will require the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. See *What Votes are Required for the Proposals* on page 81.

You may vote “FOR,” “AGAINST,” or “ABSTAIN” on the proposal to approve the compensation of our NEOs.



The Board recommends that you vote **“FOR”** approval of the compensation of our NEOs.

COMPENSATION DISCUSSION AND ANALYSIS

TABLE OF CONTENTS TO COMPENSATION DISCUSSION AND ANALYSIS			
Executive Summary	35	Compensation Committee Interlocks and Insider Participation	56
Key Operating and Significant Financial Results	36	Compensation Committee Report	56
Benchmarking and Competitive Analyses	37	Compensation of NEOs – Tables	57
The Compensation Committee Process and Role of Management and Human Resources Department	38	• Summary Compensation Table for 2021	57
Compensation Philosophy and Objectives	39	• Grants of Plan-Based Awards for 2021	60
Elements of Total Compensation	41	• Outstanding Equity Awards at Fiscal Year-End For 2021	62
• Total Compensation Mix	42	• Stock Vested in 2021	63
Overview of our Compensation Decisions and Results for 2021	43	• Stock Ownership for NEOs	64
• Summary	43	• Pension Benefits	65
• Base Salary	43	• Nonqualified Deferred Compensation for 2021	65
• Incentive Plans	44	• Potential Payments Upon Termination or Change in Control	66
• Equity	50	• CEO Pay Ratio	71
Other	52	Other Benefits	72
Clawback Policy	53	• Retirement Plan	72
Insider Trading Policy	53		
Stock Ownership Guidelines	53		
Change in Control Agreements	54		
Tax and Accounting Considerations	55		

This Compensation Discussion and Analysis (“CD&A”), describes and analyzes our executive compensation philosophy and program in the context of the compensation paid during the last calendar year to our CEO, Sr. Vice President and CFO, and our three other most highly compensated executive officers during 2021, and any additional individuals for whom disclosure would have been provided, but for the fact that the individuals were not serving as executive officers at the end of the last completed calendar year.

Our Compensation Committee strives to design a fair and competitive compensation program for executive officers that will attract, motivate, and retain highly qualified and experienced executives, reward performance and provide incentives based on our performance, with an overall emphasis on maximizing our long-term shareholder value. Our executive compensation program consists of several components, including base salary, short- and long-term performance awards (paid in cash or equity), equity awards, a deferred compensation plan and retirement benefits. The named executive officers who are discussed throughout this CD&A and in the compensation tables are:

Name	Age	Principal Position
Phillips S. Baker, Jr.	62	President and CEO
Russell D. Lawlar	42	Sr. Vice President and CFO
Lauren M. Roberts	56	Sr. Vice President and COO
Robert D. Brown	53	Vice President – Corporate Development and Sustainability
David C. Sienko	53	Vice President and General Counsel
Lindsay A. Hall*	66	Former Sr. Vice President and CFO

* Retired in March 2021

Glossary of CD&A Terms			
committee	Compensation Committee	NEO	Named Executive Officer
STIP	Short-term Incentive Plan	2010 Stock Plan	2010 Stock Incentive Plan
LTIP	Long-term Incentive Plan	KEDCP	Key Employee Deferred Compensation Plan
PSUs	Performance-based Shares	Retirement Plan	Hecla Mining Company Retirement Plan, a defined benefit retirement plan
RSUs	Restricted Stock Units	SERP	Supplemental Excess Retirement Plan
TSR	Total Shareholder Return	SEC	Securities and Exchange Commission
GAAP	Generally Accepted Accounting Principles in the United States	ESG	Environmental, Social and Governance
Dodd Frank Act	Dodd-Frank Wall Street Reform and Consumer Protection Act	UCB	Underhand Closed Bench mining method
AIFR	All-Injury Frequency Rate	NYSE	New York Stock Exchange
		401(k) Plan	Hecla's Capital Accumulation Plan, a defined contribution retirement plan

Executive Summary

Hecla is the largest primary silver producer in the United States – and the oldest NYSE-listed precious metals mining company in North America. In addition to two operating silver mines in Alaska (Greens Creek) and Idaho (Lucky Friday), and a gold producing mine in Quebec, Canada (Casa Berardi), we also own several exploration properties and pre-development projects in world-class silver and gold mining districts throughout North America.

Overall, 2021 was a strong year for Hecla. We had good production and cash flow despite ongoing difficulties we faced with COVID-19, including a tight labor market, and supply chain challenges. We had record sales of \$807.5 million with net income of \$35.1 million for the year, resulting in a record adjusted EBITDA of \$278.8 million.⁴ We generated \$220.3 million of cash flow from operations, the second highest in our history, with \$111.3 million in free cash flow for the year.⁵ In addition, the Company ended the year with a strong balance sheet with over \$210.0 million in cash, and paid a total of \$20.7 million in dividends to our common and preferred shareholders.

Operationally, we produced 12.9 million ounces of silver and 201,327 ounces of gold. Although we did not reduce last year's record low AIFR, our AIFR was still the second lowest in Hecla's history and lower than the national average. We had record exploration and pre-development expenditures of \$47.9 million, which allowed us to add significantly to our reserves.

Our ESG performance for the year had notable highlights, including (i) Scope 1 and Scope 2 GHG emissions were reduced 44% from 2019 baseline levels; (ii) we retired equivalent tonnage of United Nations Certified Emission Reduction credits to be net zero on Scope 1 and Scope 2 emissions; (iii) our GHG Intensity score (Total Metric Tonnes GHG Emissions / Total Revenues US\$M) was reduced by 53% from 201.92 to 94.8; and (iv) 99% of our electricity used at our mines was line power, of which 70% was generated from renewable hydropower.

Based on the Company's 2021 performance, our committee determined that our STIP corporate performance was 115% of target. Despite achieving notable accomplishments for the year, we did not achieve our goals under the LTIP, and as a result payouts under that plan were zero. LTIP goals were negatively impacted by COVID-19 (as were STIP goals) yet despite this, the goals under the LTIP for 2019-2021 were not adjusted (nor were 2021 STIP goals adjusted). We believe this reflects that our compensation philosophy works and demonstrates the STIP is sensitive to short-term performance and that the LTIP, while influenced by short-term events, is more sensitive to long-term performance, which is just as we intend.

⁴ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

⁵ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

Key Operating and Significant Financial Results

The mining business requires long-term planning and implementation of operating strategies over several years to deliver successful operating and financial results. Accordingly, in the table below and summary that follows, we set forth our key operating and financial results for years 2021, 2020 and 2019.

Key Results	As of and for the Year Ended December 31,		
	2021	2020	2019
Silver (ounces) produced	12,887,240	13,542,957	12,605,234
Gold (ounces) produced	201,327	208,962	272,873
Lead (tons) produced	43,010	34,127	24,210
Zinc (tons) produced	63,617	63,112	58,857
Sales of products (in millions)	\$ 807.5	\$ 691.9	\$ 673.3
Net income (loss) (in millions)	\$ 35.1	\$ (9.5)	\$ (94.9)
Basic income (loss) per common share	\$ 0.06	\$ (0.02)	\$ (0.19)
EBITDA (in millions) ⁶	\$ 220.1	\$ 203.3	\$ 131.6
Cash from operating activities (in millions)	\$ 220.3	\$ 180.8	\$ 120.9
Cash and cash equivalents (in millions)	\$ 210.0	\$ 129.8	\$ 62.5

Our overall operating and financial results are more fully described in *Management's Discussion and Analysis of Financial Condition and Results of Operations* in our Annual Report on Form 10-K filed with the SEC on February 23, 2022. During the 2021 STIP period, some of our achievements were as follows:

Operational:

- produced 12.9 million ounces of silver and 201,327 ounces of gold;
- achieved record throughput at our Casa Berardi Mine, which resulted in gold production of 134,511 ounces, as our mill optimization efforts delivered results, including an increase in recoveries by 4%;
- developed the UCB mining method at the Lucky Friday Mine, which was utilized for approximately 86% of the tons mined in 2021 and assisted in managing seismicity and improving silver production by 75%, compared to 2020;
- continued our trend of strong safety performance, as our AIFR for 2021 was 1.45, 40% below the U.S. national average for MSHA's metal and nonmetal mines;
- continued mitigation of the impacts of COVID-19 through the encouragement of vaccinations as they became available in the geographic locations where we operate, and refinement of our operational plans and procedures to protect our workforce, operations and communities while maintaining liquidity; and
- purchased 300,000 tonnes of carbon offset credits for a total cost of \$0.9 million, of which 76,550 tonnes CO₂e were retired in order for us to be carbon neutral in 2021, leaving an inventory of carbon credits for future retirement to remain carbon neutral in the near term.

Financial:

- reported sales of products of \$807.5 million, the highest in our history, reflecting a full year's production from our Lucky Friday Mine;
- generated \$220.3 million in net cash provided by operating activities yielding \$111.3 million of free cash flow, both of which were the second highest in our history, with all operations contributing positively;⁷
- reduced the minimum realized silver price threshold of our common stock dividend to \$20 from \$25 per ounce and added \$0.01 per share to the annual silver-linked component, our third dividend increase since June 2020. During 2021, we returned a total of \$20.7 million, or 19% of free cash flows to our common and preferred shareholders;
- invested in capital expenditures (excluding lease additions and other non-cash items) of approximately \$109.0 million, including \$49.6 million at Casa Berardi, \$23.9 million at Greens Creek, \$29.9 million at Lucky Friday, and \$5.5 million at the Nevada operations;
- spent a record \$47.9 million on exploration and pre-development activities, which increased our total reserves for silver by approximately 11.5 million ounces, or 6%, and for gold by approximately 330,000 ounces, or 14%; and
- released \$58.4 million of valuation allowance on our deferred tax assets, reflecting our current expectation of utilizing these tax assets.

⁶ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

⁷ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

We achieved all the above while increasing our cash balance to \$210.0 million, which was \$80.2 million higher than on December 31, 2020, with no amount drawn on our revolving credit facility, as of December 31, 2021.

Benchmarking and Competitive Analyses

We have adopted a pay-for-performance philosophy that incentivizes performance by targeting base salaries slightly below the median of our peer group but targeting incentives above the peer median. The total direct compensation of our NEOs is targeted at approximately the 50th percentile. The process of setting targeted compensation includes consideration of an NEO's skills, experience, knowledge, and reputation in the industry, as well as Company needs.

Central to the pay review process is the selection of a relevant peer group. Because we operate in a global business that is dominated by Canadian companies, our peer group reflects this with only two U.S. companies among our peer group. In addition, we have a corporate office in Vancouver, British Columbia, where one of our NEOs works. The committee reviews and determines the composition of our peer group on an annual basis. In May 2021, the committee added Equinox Gold and Yamana Gold, as these companies are similar to Hecla in total revenue, total assets and/or market capitalization.

In 2021, our peer group was made up of the following 17 companies, whose aggregate profile was comparable to Hecla in terms of size, industry, and competition for executive talent.

Company	Annual Revenue ⁽¹⁾ (\$US millions)	Market Cap ⁽¹⁾ (\$US millions)	Total Assets ⁽¹⁾ (\$US millions)	Corporate Location	TSR Peer
Alamos Gold Inc.	748	3,425	3,637	Canada	●
B2Gold Corp.	1,789	5,920	3,362	Canada	●
Centerra Gold Inc.	1,689	3,442	3,136	Canada	●
Coeur Mining Inc.	785	2,658	1,404	United States	●
Eldorado Gold	1,027	2,422	4,931	Canada	●
Equinox Gold	843	3,127	2,672	Canada	●
First Majestic Silver Corp.	364	3,491	1,238	Canada	●
IAMGOLD Corporation	1,242	1,751	4,154	Canada	●
New Gold Inc.	643	1,499	2,250	Canada	●
Novagold	--	3,223	224	Canada	
Oceana Gold	500	1,361	2,253	Canada	●
Pan American Silver Corporation	1,339	7,261	3,434	Canada	●
Pretium Resources	618	2,155	1,431	Canada	●
Royal Gold, Inc.	562	6,973	2,764	United States	
SSR Mining	853	4,266	5,245	Canada	●
Torex Gold	789	1,287	1,252	Canada	●
Yamana Gold	1,561	5,481	8,423	Canada	
Median	789	3,223	2,764		
Hecla Mining Company	692	3,489	2,700	United States	

⁽¹⁾ In \$US millions as of year-end 2020.

The peer group is composed entirely of publicly held companies, most of which are engaged in the business of mining precious metals, with revenue, market capitalization and total assets within a reasonable range of Hecla's. We believe these peer companies are appropriate because they are in the same industry, compete with us for executive talent, have executives in positions similar to ours, and are considered by the committee to be comparable to Hecla.

During our shareholder outreach discussions, many of our largest shareholders have informed us that, compared to peer groups selected by proxy advisory firms, they consider the peer group chosen by us to be the most relevant and appropriate for compensation and performance benchmarking purposes. The peer group selected last year by Glass Lewis included 14 of our 17 selected peers. The peer group selected by Institutional Shareholder Services (“ISS”) included only two of our 17 selected peers. The rest of the peer group selected by ISS contained U.S.-based companies in the industrial and specialty chemicals, plastics, coatings, nickel and cobalt-based alloys, steel products and other industries – companies and industries whose market fundamentals are materially different from that of the precious metals mining industry. We understand that ISS’s internal policies prohibit its selection of Canadian companies (which account for 15 of our peers) and require that Hecla be compared to companies having only similar revenue instead of similar market capitalization or total assets. We believe that a fair compensation peer group, in terms of both industry profile and size, should not be selected for Hecla without including Canadian mining companies.

The committee reviewed an analysis of executive compensation levels at the 50th and 75th percentiles of the peer group and the survey data for positions comparable to those held by each of our NEOs. The committee also compared the target total cash compensation (base salary plus target STIP) and target total direct compensation (base salary plus target STIP plus the value of LTIP target) for each of the NEOs against these benchmarks. For retention and competitive considerations, in comparison to the peer group data or survey data applicable to each NEO’s position, we generally target each NEO’s total direct compensation at the median level and deliver compensation above or below these levels when warranted by performance.

In 2021, total direct compensation (base salary, short- and long-term incentives) for our NEOs was targeted at the approximate median percentile of the peer group.

In 2021, the committee also approved a separate peer group to be used specifically with regard to TSR, for purposes of our performance-based equity awards (PSUs)¹, discussed below, which consisted of the following companies/funds:

Alamos Gold	Fortuna Silver	New Gold Inc.
B2Gold Corp.	Fresnillo	OceanaGold
Centerra Gold	GDX Vectors Gold Miner ETF	Pan American Silver
Coeur Mining	GDXJ Vectors Junior Gold Miners ETF	Pretium Resources
Eldorado Gold	GLD Gold Share	SLV Silver Trust
Endeavour Silver	Hochschild Mining	SSR Mining
Equinox Gold	IAMGOLD Corporation	Torex Gold
First Majestic Silver		

The Compensation Committee Process and the Role of Management and Human Resources Department

Role of the Committee. The committee, consisting entirely of independent members (Rogers, Crumley, Stanley and Boggs), has primary responsibility for executive compensation decisions. The committee carries out its responsibilities under a charter approved by the Board. The committee has the authority to approve all executive compensation, including our CEO’s (but not that of our independent directors, which is decided by the full Board). In 2021, the committee did not receive assistance from an independent executive compensation consultant. The committee assessed the Company’s compensation arrangements to determine if their provisions and operation created undesired or unintentional risks of a material nature. The committee found that our compensation policies and practices do not create inappropriate or unintended material risk to the Company as a whole.

Role of Independent Human Resources Department. In past years, the committee has used a compensation consultant to perform executive compensation services solely on behalf of the committee. Since no significant concerns were raised by shareholders or proxy advisory firms during our most recent shareholder outreach, the committee decided not to use a compensation consultant during 2021 and instead had the Company’s human resources department review our executive compensation program. In 2021, the human resources department performed the following services:

- evaluated the competitiveness of the total direct compensation package provided to Hecla’s executive officers; and specifically, compared Hecla’s current executive officer compensation with compensation provided to executives in similar roles at comparable peer organizations;

- reviewed updated information regarding Hecla's executive compensation program and the positions to be benchmarked, including organization charts, position descriptions, current total compensation and other relevant data;
- reviewed last year's peer group to determine if the included companies continue to be appropriate and if any additional companies should be considered for inclusion;
- collected and analyzed compensation data from the most recent proxy filings of the peer group and summarized the market pay data and compared Hecla's executive compensation levels to the peer group proxies;
- analyzed the year-over-year change in compensation levels for Hecla compared to each market data source;
- analyzed Hecla's long-term incentive and equity practices compared to peers;
- prepared a report to the committee summarizing the methodology used and findings; and
- assisted the committee in meeting its obligation to issue a Compensation Committee Report recommending inclusion of the CD&A in the Proxy Statement.

In June 2021, Hecla's human resources department presented its competitive analysis findings and recommendations to the committee. The competitive analysis provided detailed comparative data for each executive officer position and assessed each component of pay, including base salary, short- and long-term incentives and total target compensation, as well as the mix of compensation among these pay elements. The committee compared this information to the executives' compensation by similarity of position. The committee also reviewed the Company's performance and carefully evaluated each executive's performance during the year against established goals, leadership qualities, operational performance, business responsibilities, career with Hecla, current compensation arrangements and long-term potential.

Role of Management. The committee considers input from the CEO in making determinations regarding our executive compensation program and the individual compensation of each NEO (other than the CEO). As part of our annual review process, the CEO reviews the performance of the other NEOs and their contribution to the overall performance of the Company. Approximately mid-year, the CEO presents recommendations to the committee regarding base salary adjustments, target STIP awards, stock-based grants, and LTIP unit grants, based on a thorough analysis of relevant market compensation data comparing Hecla with an applicable peer group within the mining industry. The CEO and Sr. Vice President – CAO also make recommendations to the committee regarding the Company's short-term quantitative and qualitative goals, and long-term goals for the NEOs (other than the CEO), as well as recommendations regarding the participation in the Company's stock-based compensation plans and amendments to the plans, as necessary.

Compensation Philosophy and Objectives

Management and the Board recognize that the mining industry is cyclical, influenced by market factors, and can include wide swings in the prices for precious metals, which are beyond our management's control, and can significantly influence our profitability and share price. Further, we operate in a competitive and challenging industry, and the supply of mining executives is very limited, particularly in the United States. As a result, having a viable compensation strategy is critical to our success.

We expect top-level performance from our executive management team even during downturns in our industry and during periods of Company expansion. Accordingly, the criteria that the committee has established for our performance-based awards have sometimes been very challenging to achieve. Nevertheless, even in years for which we have incurred a net loss, we have often performed better than most of our industry peers in key respects (e.g., reserves and resources). The committee considers this and other factors in evaluating discretionary awards.

Our compensation philosophy is to pay our NEOs competitive levels of compensation that best reflect their individual responsibilities and contributions to the Company, while providing incentives to achieve our business and financial objectives. While comparisons to compensation levels at companies in our peer group are helpful in assessing the overall competitiveness of our compensation program, we believe that our executive compensation program must also be internally consistent and equitable for the Company to achieve our corporate objectives.

The pay-for-performance philosophy of our executive compensation programs described in this Proxy Statement plays a significant role in our ability to produce strong operating, exploration, strategic, and financial results. It enables us to attract and retain a highly experienced and successful team to manage our business. The programs strongly support our business objectives and are aligned with the value provided to our shareholders. Further, as

an executive's level of responsibility within our organization increases, so does the percentage of total compensation that we link to performance – through the short- and long-term incentive programs, as well as share performance.

In setting policies and practices regarding compensation, the guiding philosophy of the committee is to:

- have compensation that is primarily at-risk and based on strategic objectives and tactical activities; and
- acquire, retain, and motivate talented executives.

The committee believes that a mix of both cash and equity incentives is appropriate, as cash incentives reward executives for achieving both short- and long-term quantitative and qualitative goals, while equity incentives align the interests of our executives with those of our shareholders. In determining the amount of the cash and equity incentives, the committee considers each officer's total compensation on both a short- and long-term basis to assess the retention and incentive value of their overall compensation.

We also maintain (or avoid) the following pay practices that we believe enhance our pay-for-performance philosophy and further align our NEOs' interests with those of shareholders:

We DO Have these Practices

- our shareholders have the opportunity annually to cast an advisory vote on our executive compensation;
- incentive award metrics that are generally objective and tied to Company performance;
- 78.6% of CEO's and 73.5% of the other NEOs' pay is at risk;
- 63.4% of total compensation for the CEO is performance-based;
- 57.7% of total compensation for the other NEOs is performance-based;
- we grant PSU that have value based on how our TSR ranks within our selected peer group and have no value if the share performance does not achieve the 50th percentile in the peer group;
- rigorous stock ownership requirements for our executive officers and directors;
- our change in control agreements contain double trigger payments and upon a change of control, contain no excise tax gross up provision;
- 100% of the CEO's STIP compensation is tied solely to Company performance;
- time-based equity awards that generally vest over a three-year period to promote retention;
- equity awards that are performance-based depend on relative share performance (as well as certain time-based service requirements);
- our Insider Trading Policy provides that directors and officers are prohibited from hedging or pledging any securities of the Company;
- each of the Company's incentive plans (STIP, LTIP, KEDCP, and 2010 Stock Plan) have clawback provisions;
- our NEOs, including our CEO, generally must remain employed with the Company through the payment date of their short- and long-term awards, or the awards are forfeited, except in the cases of death, disability, or in some cases retirement; and
- our Insider Trading Policy prohibits all directors, executive officers, and certain other employees from purchasing or selling any Company securities three weeks before through two days after the public release of any of our periodic results, or at any other time during the year while in possession of material non-public information about the Company.

We DO NOT Have these Practices

- X Repricing of stock options;
- X Perquisites;
- X Excise tax gross-ups; and
- X Single-trigger change in control arrangements.

Elements of Total Compensation

We have a multifaceted compensation program. For the year ended December 31, 2021, our executive compensation program consisted of the following elements:

Pay Element	Metrics / Objective
Base Salary	<p>Objective: Provide a fixed level of cash compensation for performing day-to-day responsibilities.</p> <p>Key Feature: Designed to be at approximately the 50th percentile.</p> <p>Terms: Paid semi-monthly.</p>
Incentive Pay	
STIP	<p>Objective: Focus executives on achieving the Company's short-term goals, and the performance steps necessary to achieve longer-term objectives.</p> <p>Key Features: The Company's STIP pool is targeted at a fixed percentage of all salaried employees' targeted STIP, but the actual bonus pool is based on achievement of Company goals. Some goals are quantitative, such as EBITDA, production, and AIFR, while others are qualitative and reflect strategic objectives and tactical activities. Many qualitative goals have quantitative components, such as "increase mill recovery by 2.5%." Weighting of the corporate performance is targeted at 50% quantitative corporate performance goals, 25% qualitative, and 25% that is determined at the discretion of the committee. Except for the CEO, executive incentive pay is based on a combination of corporate and individual performance.</p> <p>Terms: Determined by the committee and paid in a single payment following the performance period. Awarded in the first half of each year. Designed to be awarded in cash but may be paid in equity (in full or part). Any NEO receiving a STIP award must be employed with the Company at the time of payment, except for a termination due to death or disability, or their award is forfeited.</p>
LTIP	<p>Objective: Focus executives on longer-term value creation as determined by the specific targets of the plan.</p> <p>Key Features: Based on corporate goals achieved over a three-year performance period. A new three-year performance period begins each calendar year and performance units are granted in the first half of each year. Each three-year plan identifies key long-term objectives that are expected to create long-term value for shareholders such as increasing reserves and production, generating cash flow and shareholder returns.</p> <p>Terms: Determined by the committee and paid in a single payment following the three-year performance period. Awarded in the first half of each year. Designed to be awarded in cash but may be paid in equity (in full or part). Any NEO receiving a LTIP award must be employed with the Company at the time of payment, or their award is forfeited, except in the cases of death, disability, or in some cases retirement. At the time of an employee's retirement, in order to receive any LTIP award that otherwise becomes payable, the employee must at least be age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have seven or more years of service with the Company; or (iii) 68. If the participant meets these age and years of service requirements, their prorated portion for outstanding plan periods will be paid after the completion of those plan periods.</p>

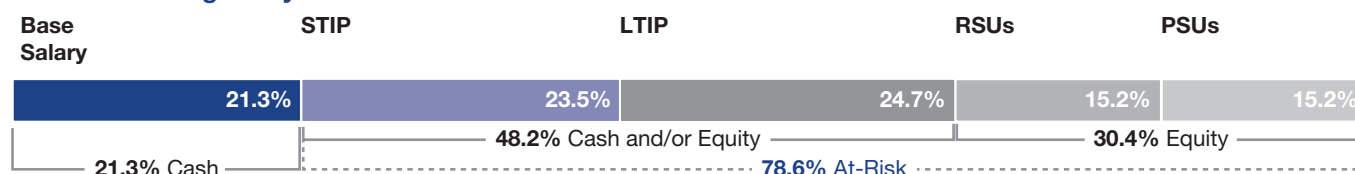
Pay Element	Metrics / Objective
Equity	
RSUs	<p>Objective: Align management's interests with those of shareholders and provide incentive for NEOs to remain with the Company for the long term.</p> <p>Key Features: RSU awards are denominated in shares and delivered in stock with a vesting schedule of three years for NEOs.</p> <p>Terms: RSUs are granted between May and August of each year. If a NEO leaves the Company for any reason, other than death, disability, or in some cases retirement, before the vesting date, they will forfeit their RSUs. Also, if a NEO retires before their RSUs have vested, they must meet certain requirements in order for their RSUs to continue to vest based on the applicable vesting schedule. At the time of an employee's retirement, in order to receive any unvested RSUs, the employee must at least be age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have seven or more years of service with the Company; or (iii) 68.</p>
PSUs	<p>Objective: Provide incentive for NEOs to remain with the Company for the long term and to align the NEO's interests with those of shareholders.</p> <p>Key Features: PSUs realize more value the higher the TSR ranks within the selected peer group and have no value if the share performance falls below the 50th percentile among the peer group.</p> <p>Terms: PSUs are granted to the NEOs in the second quarter of each year and are based on a three-year TSR. If a NEO leaves the Company for any reason, other than death, disability, or in some cases retirement, before the vesting date, they will forfeit their PSUs. Also, if a NEO retires before their PSUs have vested, they must meet certain requirements in order for their PSUs to continue to vest based on the applicable vesting schedule. At the time of an employee's retirement, in order to receive any unvested PSUs, the employee must at least be age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have seven or more years of service with the Company; or (iii) 68.</p>
KEDCP	<p>Objective: Increased exposure to the Company to the extent deferred compensation is tied to the value of Hecla stock, while also providing a tax deferral opportunity and encouraging financial planning.</p> <p>Key Features: Allows for the voluntary deferral of base salary, STIP pay, LTIP pay and equity award payouts.</p> <p>Terms: Employee must make election in the previous year to defer in the coming year.</p>
Benefits	<p>Objective: Attract and retain highly qualified executives.</p> <p>Key Features: Participation in retirement plans, partial company-paid health, dental and vision insurance, life insurance, and accidental death and dismemberment insurance.</p> <p>Terms: Same terms for all U.S.-based executives. Non-U.S. executives receive similar benefits.</p>

Total Compensation Mix

Our executive compensation program – composed primarily of base salary, short- and long-term incentives, and equity awards – is intended to align the interests of our NEOs with the long-term interests of our shareholders. The program is designed to accomplish this by rewarding performance that results in an increase in the value of our shareholders' investment in Hecla. We believe the proportion of at-risk, performance-based compensation should comprise a significant portion of executive pay.

The mix of compensation for our CEO and other NEOs, which we believe is similar to our peer group, is shown below.

CEO Mix of Target Pay



Other NEO Mix of Target Pay

Base Salary	STIP	LTIP	RSUs	PSUs
26.4%	21.0%	26.3%	15.8%	10.4%
26.4% Cash	47.3% Cash and/or Equity		26.2% Equity	
	73.5% At-Risk			

2021 Target Compensation Structure. The following table lists total 2021 target compensation for the NEOs.

NEO	Base Salary (\$)	STIP Target Award (\$)	LTIP Target Award (\$)	Equity ⁽¹⁾ (\$)	Total (\$)
Baker	700,000	770,000	810,000	1,000,000	3,280,000
Lawlar	265,000	185,500	270,000	280,000	1,000,500
Roberts	380,000	380,000	360,000	375,000	1,495,000
Brown	264,000	184,800	270,000	265,000	983,800
Sienko	265,000	185,500	270,000	250,000	970,500
Hall*	--	--	--	--	--

* Retired in March 2021

⁽¹⁾ Consists of the target values for RSUs and PSUs as follows:

NEO	RSUs (\$)	PSUs (\$)	Total Equity Award Value (\$)
Baker	500,000	500,000	1,000,000
Lawlar	170,000	110,000	280,000
Roberts	225,000	150,000	375,000
Brown	160,000	105,000	265,000
Sienko	150,000	100,000	250,000
Hall	--	--	--

Individual base salaries and STIP targets for the NEOs are based on the scope of each NEO's responsibilities, individual performance, and market data. At the beginning of each year, we also define the key strategic objectives each NEO is expected to achieve during that year, which are evaluated and approved by the committee.

Overview of our Compensation Decisions and Results for 2021

Summary

In 2021:

- base salaries of our NEOs were unchanged, except for our CEO, who received a 10.2% increase;
- the assessment of our STIP corporate performance was 115% of target with quantitative factors contributing 31% (target of 50%), qualitative factors contributing 34% (target of 25%) and discretionary factors contributing 50% (target of 25%);
- the 2019-2021 LTIP resulted in no payout to the NEOs; and
- for the 2019-2021 period, share performance against the compensation peer group achieved above target results, and our TSR ranked second highest among the 12 peers in our group. As a result, the PSUs awarded in 2019 were issued to our NEOs. See *2019-2021 PSU Results* on page 52 for further information.

Base Salary

Design. The committee targets NEO base salaries at approximately the 50th percentile among Hecla's peer group. An individual NEO's base salary may be set above or below this range for that particular position, depending on the committee's subjective assessment of the individual NEO's experience, recent performance and expected future contribution, retention concerns, and the recommendation of our CEO (other than for himself). The committee does not use any type of quantitative formula to determine the base salary level of any of the NEOs. The committee reviews NEO salaries at least annually as part of its overall competitive market assessment, as previously described. Typically, the committee makes annual salary adjustments in the middle of each year for the 12-month period from July 1 to June 30.

Analysis and Decision. In June 2021, the committee reviewed an analysis prepared by the Sr. Vice President – CAO. Except for Mr. Lawlar, due to his promotion to Sr. Vice President and CFO in March 2021, and Mr. Baker, the NEO base salaries were not adjusted in 2021. Mr. Baker’s base salary was increased by 10.2% to bring his base salary to the 50th percentile.

The following table shows annual base salaries for all NEOs from July 1, 2020 through December 31, 2021:

Base Salary for NEOs July 1, 2020 through December 31, 2021

NEO	7/1/20 thru 6/30/2021 Salary (\$)	7/1/2021 thru 12/31/2021 Salary (\$)
Baker	635,000	700,000
Lawlar⁽¹⁾	170,000	265,000
Roberts	380,000	380,000
Brown	264,000	264,000
Sienko	265,000	265,000
Hall⁽²⁾	380,000	--

⁽¹⁾ Prior to Mr. Lawlar’s promotion from Treasurer to Sr. Vice President & CFO in March 2021, his base salary was \$170,000. Upon his appointment as Sr. Vice President and CFO, On March 1, 2021, his base salary was increased to \$265,000.

⁽²⁾ Mr. Hall retired in March 2021.

Incentive Plans

STIP

Consistent with Hecla’s pay-for-performance philosophy, substantially all salaried employees, including our NEOs, are eligible to participate in the STIP. Early in the year, the committee approves a companywide STIP pool that is available for payment to salaried employees, including the NEOs, the amount of which is based in part on Company performance during the year.

Target Opportunities. Each NEO has a target STIP award expressed as a percentage of base salary. The target award is determined based on the following: market assessments and the committee’s market positioning policy; the individual NEO’s organization level, scope of responsibility and ability to impact Hecla’s overall performance; and internal equity among the NEOs. Actual awards are paid after the end of each STIP performance period (usually end of March or beginning of April) and can range from 0% to 200% of the target awards, based on the committee’s assessment of our actual performance and the achievement of an individual NEO’s goals. Having a limit on our STIP awards reduces the likelihood of windfalls to executives and encourages financial discipline. It is also competitive with typical peer group practice.

For 2021, target STIP award opportunities for the NEOs were as follows:

NEO	Target STIP (% of base salary)
Phillips S. Baker, Jr.	110%
Russell D. Lawlar	70%
Lauren M. Roberts	100%
Robert D. Brown	70%
David C. Sienko	70%
Lindsay A. Hall*	0%

* Retired in March 2021

Performance Measures and Components. Our management develops proposed targets for each Company performance measure based on a variety of factors, including historical corporate performance, internal budgets, forecasts and growth targets, market expectations and strategic objectives. The committee reviews the targets

and goals, and creates a performance-based compensation strategy consistent with shareholder interests. The committee also believes that incentive compensation targets should be established to drive real and sustainable improvements in operating performance and the strategic position of the Company.

The STIP includes the following components and relative weights:

- quantitative corporate performance factors (measured from January to December) comprising 50% of the targeted award;
- qualitative goals (measured from February 2021 to February 2022) comprising 25% of the targeted award; and
- a discretionary factor (measured from February 2021 to February 2022) as determined by the committee comprising 25% of the targeted award.

Each component can achieve two times the target percentage, with the maximum total payout limited to two times the total target award level (200%).

Quantitative Corporate Performance Factors. For 2021, the quantitative corporate performance factors under the STIP were divided into four factors (including weighting): production (20%), Adjusted EBITDA less capital (20%), AIFR reduction (5%), and energy use intensity reduction (5%).

2021 Production Metrics

2021 Production in Silver Equivalent Ounces (includes all metals)		
Production Result		Factor Value
110%	Maximum	40%
100%	Target	20%
<96%		0%

The production factor converts gold, lead, and zinc to silver equivalent at ratios of 78.0 oz. silver to 1 oz. gold, 23.0 lb. lead, and 14.0 lb. of zinc. We exceeded the budgeted production in gold, but fell slightly behind in silver, lead, and zinc. The combined metal production results were approximately 98% of budget. We converted gold, lead, and zinc to equivalent silver ounces at year-end budgeted prices. The 2021 production goals resulted in 98% of the target level, and a factor value of 9.8%.

2021 Adjusted EBITDA Less Capital Metrics

		Factor Value
\$250 mm	Maximum	40%
\$160 mm	Target	20%
<\$80 mm		0%

The Adjusted EBITDA less capital goal measures the cash generation of the Company. The Adjusted EBITDA less capital target was \$160 million.⁸ Maximum payout would have been achieved if Adjusted EBITDA less capital was at least \$250 million. There would have been no payout if Adjusted EBITDA less capital was less than \$80 million. Actual adjusted EBITDA less capital was \$164.9 million, which is between target and maximum levels. The Adjusted EBITDA less capital metric resulted in a 21.1% factor value.

AIFR Metric

AIFR Result		Factor Value
5%	Maximum	10%
2.5%	Target	5%
<0%		0%

⁸ Adjusted EBITDA less capital is a non-GAAP measurement. See [Appendix A](#) for a reconciliation to GAAP.

The AIFR target was a 2.5% reduction from the 2020 AIFR. Threshold was set at the 2020 rate of 1.22. Hecla's actual AIFR for 2021 was 1.45%, which resulted in a factor value of 0%.

Energy Usage Intensity

Reduction in Energy Use Intensity		Factor Value
4%	Maximum	10%
2%	Target	5%
<0%		0%

This goal incentivizes the Company to reduce the amount of energy used to produce an equivalent ounce of silver. Threshold was set at a flat rate from 2020, and target was set at a 2% reduction. The 2021 energy use intensity increased by 3%, which resulted in a factor value of 0%.

Qualitative Corporate Performance Factors. In addition to quantitative corporate performance factors, our STIP has a component that is based on qualitative goals relating not only to Hecla as a whole, but also to each NEO. This component is targeted to account for 25% of the total STIP award but can account for 0% to 50% of the target award.

Qualitative objectives for NEOs are over one hundred initiatives and tasks related to most aspects of Hecla's business including, but not limited to: (i) safety and health, (ii) environmental, (iii) technology and innovation, (iv) continuous improvement, (v) operations, (vi) finance/accounting/IT, (vii) employee development, (viii) mine life extension, exploration, and reserve growth, (ix) investor relations, (x) sustainability, and (xi) legal.

We met or exceeded many of the key qualitative goals and made substantial progress towards others in 2021. The committee assessed qualitative performance at 34%. The committee based its assessment on more than a hundred goals and the following are some of the goals that were achieved:

- secured control of additional priority lands near the Lucky Friday Mine;
- developed a plan to address bottlenecks in the Lucky Friday Mine concentrator to utilize available grinding capacity;
- modernized the Lucky Friday Mine underground bonus system with the use of the UCB mining method;
- significantly improved the long-range plan at the Lucky Friday Mine;
- 1.5 million tons milled, and produced 134,511 gold ounces at our Casa Berardi Mine;
- commenced the Hecla Leadership Program;
- resolved multiple litigation matters;
- replaced production and added an additional 20 million equivalent silver ounces;
- saved \$1 million in property insurance costs; and
- underground mine life at the Casa Berardi Mine was extended in the long-range plan to 2027.

Discretionary Factor. The final component of our STIP is at the discretion of the committee (based on Company and individual performance) and it is targeted to account for 25% of the total STIP award but can account for 0% to 50% of the target award. For 2021, the committee determined the discretionary factor performance value to be at 50%. The committee based its assessment primarily on the following significant performance results by Hecla in 2021:

- recorded second highest free cash flow in Hecla's history at \$111.3 million;⁹
- returned a total of \$20.7 million in dividends to our common and preferred shareholders;
- achieved net zero Scope 1 and Scope 2 emissions;
- had income and mining tax benefit of \$29.6 million, driven primarily by recognizing the value from deferred tax assets;
- reduced a component of the concentrate treatment costs at the Lucky Friday Mine from \$25/ton to \$3/ton over the next 3 years (\$11 million savings in the long-range plan);
- achieved strong vaccination rates at Greens Creek, Casa Berardi, and San Sebastian;
- achieved significant progress in ESG reporting;
- reduced enterprise risk regarding Lucky Friday concentrate sales;
- increased engagement with analysts and investors;
- recovered approximately \$800,000 in insurance proceeds related to Johnny M litigation;
- Casa Berardi Mine improved employee satisfaction and retention;
- established the Hecla Environmental Science Endowment at the University of Alaska Southeast;
- reduced our energy consumption/total kWh/tons milled by 16% from 2020;

⁹ A non-GAAP measurement. See [Appendix A](#) for reconciliation to GAAP.

- prepared the Technical Report Summaries for Greens Creek, Lucky Friday, and Casa Berardi mines;
- transitioned responsibility for Nevada accounting to corporate office;
- identified a program in which the Quebec government will offset a portion of the cost of some projects through a discount to the hydropower cost; and
- diversified risk regarding our bank counterparty for bullion purchases.

2021 STIP Measure Results

Results	Performance Value
Quantitative	
Production	10%*
Adjusted EBITDA less capital	21%*
AIFR	0%
Energy Use Intensity	0%
Qualitative	34%
Discretionary	50%
Total Performance Value	115%

* Rounded to nearest whole number

NEO Year-end 2021 Performance. The STIP qualitative, quantitative, and discretionary factors resulted in a corporate performance that the committee concluded to be 115% of target. NEOs' performance is based on a combination of corporate performance, individual goals, and the impact they have on shareholder value. The committee believes that our NEOs' performance goals should support and help achieve the Company's strategic objectives and be tied to their areas of responsibility. Individual performance goals for each NEO, except the CEO, were proposed by the CEO and reviewed and approved by the committee.

After the end of the year, our CEO reviews each of the other NEO's progress against their individual performance goals and makes a recommendation to the committee. When making its award determinations, the committee did not assign a specific weighting to any of the individual's goals, but instead reviewed each NEO's progress against their individual goals in the aggregate. The following is a summary description of the performance goal results for each of the NEOs for 2021, except our CEO, who is discussed separately on the following page.

Mr. Lawlar	Year-end 2021 Performance Results
	<ul style="list-style-type: none"> • Instrumental in managing Hecla's cash position; • Improved terms of Lucky Friday concentrate sales; • Filling investor relations role; • Managed budget optimization model upgrade; and • Led marketing effort for property insurance, resulting in \$1 million in savings.
Mr. Roberts	Year-end 2021 Performance Results
	<ul style="list-style-type: none"> • Successfully led a strong operating performance notwithstanding a tight labor market and ongoing challenges due to COVID-19; • Advanced the UCB mining method; • Improved tonnage rates and throughput at our Casa Berardi Mine; and • Advanced innovation and capital projects at our operating properties.
Mr. Brown	Year-end 2021 Performance Results
	<ul style="list-style-type: none"> • Negotiated ore processing agreements with third party mills; • Facilitated the acquisition of various mining interests; • Instrumental in developing and advancing our ESG program; and • Successfully led the effort to achieve net zero Scope 1 and Scope 2 emissions in 2021.
Mr. Sienko	Year-end 2021 Performance Results
	<ul style="list-style-type: none"> • Successfully resolved multiple legal matters; • Provided support on contractual issues regarding capital projects; and • Assisted with various regulatory, financial, and tax matters.

CEO Year-end 2021 Performance. Mr. Baker's STIP is based entirely on corporate performance. Under Mr. Baker's leadership in 2021, we recorded the second highest free cash flow in the Company's history, returned a total of \$20.7 million in dividends to our common and preferred shareholders, achieved net zero Scope 1 and Scope 2 emissions, improved operating performance at our mines, and increased our silver equivalent ounce reserves. The committee awarded Mr. Baker 115% of his targeted STIP award due to his leadership and the overall strong performance of the Company.

The committee evaluated each NEO's performance in managing their functions, the progress they made towards their individual goals and the Company's goals as discussed above, and the overall success of the Company in 2021. The NEOs completed various goals during the year, and the overall performance of the Company exceeded expectations during 2021. As a result, the committee determined each of the NEO's performance under the STIP to be between 100% and 130% of target.

2021 STIP Award Summary. Based on the assessment by the committee of the Company's overall performance on both quantitative and qualitative measures, as well as relevant discretionary factors under the STIP, the committee determined Company performance to be at 115% of target. Set forth in the table below is each NEO's target award and actual award, which was paid entirely in cash.

Name	Base Salary (\$)	Base Salary Factor (%)	Target STIP (\$)	% to Target ⁽¹⁾ (%)	Actual Award ⁽²⁾ (\$)
Phillips S. Baker, Jr.	700,000	110	770,000	115	885,500
Russell D. Lawlar	265,000	70	185,500	100	185,500
Lauren M. Roberts	380,000	100	380,000	110	418,000
Robert D. Brown	264,000	70	184,800	129	237,600
David C. Sienko	265,000	70	185,500	116	214,650
Lindsay A. Hall*	--	--	--	--	--

* Retired in March 2021. Upon his retirement, he forfeited any rights he may have had with respect to the 2021 STIP.

⁽¹⁾ The percentages listed for each of the NEOs generally include corporate achievement of goals and individual performance.

⁽²⁾ The amount reported in this column was paid in cash to the NEO and is included in the *Summary Compensation Table* for 2021 on page 57 under *Non-Equity Incentive Plan Compensation*.

LTIP

We use the LTIP to focus employees on meeting long-term (three-year) corporate performance goals. The LTIP is also designed to attract and retain employees in a highly competitive talent market. The committee considers mining and general industry market practices, as well as the long-term objectives of the Company, when determining the terms and conditions of long-term incentive goals, such as resource additions, production, and cash flow generation.

Under the LTIP, a new performance period begins each calendar year and runs for three years. The three-year performance period recognizes that some value-creating activities require a significant period of time to be implemented and for measurable results to accrue. Starting a new performance period each year also gives the committee flexibility to adjust for new business conditions, circumstances, or priorities in setting the performance metrics and goals for each three-year cycle. Performance units are assigned to each NEO at the beginning of each three-year period and provide the basis for the amount of awards made to each NEO under the LTIP. Performance units are designed to encourage management to deliver long-term value. Performance units reinforce Hecla's business strategy by clearly establishing our key performance elements (e.g., reserve growth, production growth, and cash flow) and the associated long-term performance objectives that must be met for us to be successful and create value for shareholders. Performance units are paid out in the first half of the year following the end of each performance period, upon approval by the committee. At the discretion of the committee, the payouts may be in the form of cash, common stock, or a combination of both.

Summary of 2019-2021 LTIP. In February 2019, the committee approved the 2019-2021 LTIP, which differed from prior period LTIPs in a few respects. First, the number of measured performance goals was reduced from four to three. Second, the total target value of each unit was reduced from \$100 to \$90 (i.e., each of the three measured

performance goals have a target of \$30). Third, the TSR factor, which was previously a stand-alone unit value factor, was removed and converted to a multiplier with a value of 10% to 250% based on relative performance. The multiplier was capped at 100% if the absolute share return was negative.

The measured performance goals for the 2019-2021 LTIP were silver-equivalent reserve growth, production growth, and mine site operating cash flow (less capital). The committee concluded that these are important goals for the following reasons:

- *Silver equivalent reserve growth.* Silver-equivalent reserve growth remains a fundamental value creator. We need to replace and add reserves to extend mine lives and grow production. This is critical to the achievement of our long-term success. In the context of this plan, reserves include the silver equivalent of gold but not base metals. Silver equivalent reserve and resource growth includes gold converted to silver equivalent at a ratio of 78.0 silver ounces to 1.0 gold ounce.
- *Production growth.* One of the most important components of value creation is demonstrable production growth (includes silver and gold, but not base metals).
- *Mine site operating cash flow less capital.* The cash contribution goal takes into account capital expenditures at each of the mine sites. We endeavor to ensure that each operating site generates free cash flow, and this net cash contribution goal reflects that operating philosophy. The silver and gold costs per ounce, production and capital expenditures at each mine site are those contained in our long-range plan for the three-year period. This goal also includes the impact associated with any acquisitions (or dispositions) of operating mine sites.

TSR is a key element of the LTIP because it provides a relative performance metric to our peers. This component of the LTIP is different than the other components in that the TSR serves as a multiplier (either positive or negative). This component insures alignment of the results of the other components with share performance. If our relative TSR performance is in the mid-range (7th – 9th), the multiplier is 100% of the value achieved by the other three components, and thus has no positive or negative affect on the unit value earned. If our relative TSR is in the top 6, the multiplier is positive, and thus would enhance the unit value because the relative TSR was strong. If our relative TSR is in the bottom 6, the multiplier is negative. If the relative TSR is in the top 3, the TSR multiplier is 250%. Regardless of the unit value earned by the unit value factors, in the event the absolute TSR is negative, the multiplier is limited to no greater than 100%. In order to achieve maximum levels, we must maintain a positive TSR on an absolute basis. The 2019-2021 peer group consists of the following companies:

IAMGOLD	New Gold	Alamos Gold
Hochschild Mining	Fresnillo	First Majestic
B2Gold	Pan American Silver	Oceana Gold
Centerra Gold	Silver Standard	Detour Gold
Coeur d'Alene Mines	Endeavour Silver	

2019-2021 LTIP Targets and Results

Measured Performance Goal	Target Amount
Silver-equivalent reserve growth	420 million oz.
Production growth	108 million oz. (avg. of 36 million oz. per year)
Mine site operating cash flow less capital	\$375 million

Because none of the three measured performance goal targets were achieved for the 2019-2021 performance period, each unit received zero payout. This rendered the TSR element of the LTIP as inapplicable, even though Hecla's relative TSR over the three-year LTIP period ranked 1st among the 14 peer companies (inclusive of Hecla). The ranking of 1st placed us in the 250% multiple level. However, with no unit value component to apply the multiple, the overall LTIP performance was \$0 per unit out of a targeted payout of \$90 per unit.

During this three-year period the results of our LTIP were negatively affected by COVID-19. For example, in 2020, COVID-19 restrictions inhibited our ability to perform definition drilling, which limited our ability to replace reserves. COVID-19 also created significant operational challenges in 2020, and to a lesser degree in 2021. These operational challenges played a role in our lower than targeted production. During the three-year LTIP period our reserves dropped 190,000 silver-equivalent ounces from our baseline of 413 million equivalent ounces. The LTIP threshold was set at 420 million equivalent ounces, and as a result, no payout was achieved. Production over the LTIP period was 92.3 million silver-equivalent ounces, which was 85% of target, and resulted in a payout of \$0 per

unit. The three-year mine site operating cash flow less capital was \$156 million, but only 42% of target, which resulted in a payout of \$0 per unit. The committee considered modifying the LTIP targets for the 2019-2021 performance period to adjust for the effects of COVID-19, but ultimately chose to retain the original goals and thus the payable value was zero.

2019-2021 LTIP Award Summary

The following chart shows the number of performance units awarded in 2019 to each NEO. There was no value achieved under the 2019-2021 LTIP, and thus the NEOs did not receive an LTIP payout.

Name	2019-2021 Performance Units (#)	Unit Value (\$)	Total Amount of Award (\$)
Phillips S. Baker, Jr.	10,000	--	--
Russell D. Lawlar	1,267 ⁽¹⁾	--	--
Lauren M. Roberts	3,222 ⁽²⁾	--	--
Robert D. Brown	3,000	--	--
David C. Sienko	3,000	--	--
Lindsay A. Hall	4,000 ⁽³⁾	--	--

⁽¹⁾ Mr. Lawlar's 2019-2021 LTIP units were prorated because he was not promoted to Sr. Vice President and CFO until March 2021.

⁽²⁾ Mr. Robert's 2019-2021 LTIP units were prorated because he joined the Company in August 2019.

⁽³⁾ Mr. Hall retired from the Company in March 2021. Upon his retirement, he forfeited his 2019-2021 LTIP award.

Equity

We have no program, plan, or practice to time the grant of stock-based awards relative to the release of material non-public information or other corporate events. All equity grants to executive officers are approved by the committee at regularly scheduled meetings or, in limited cases involving key recruits or promotions, by a special meeting or unanimous written consent. The grant date is the meeting date, or a fixed, future date specified at the time of the grant. Under the terms of our 2010 Stock Plan, the fair market value of any award is determined by the closing price of our common stock on the NYSE on the date of grant or a fixed, future date specified at the time of grant. In addition, the committee typically makes equity grants to NEOs in the first half of the year.

RSUs

RSUs are granted to the NEOs under the 2010 Stock Plan. RSUs are used to retain our NEOs and align their interests with the long-term interests of our shareholders. The committee awarded RSUs to each NEO in June 2021. The RSUs vest in three equal amounts with vesting dates of June 21, 2022, June 21, 2023, and June 21, 2024. See *Grants of Plan-Based Awards for 2021* on page 60.

In December 2014, the committee amended the 2010 Stock Plan and KEDCP so that any RSUs vesting after 2014 would no longer be credited with dividend equivalents. In order to incentivize RSU recipients to continue working for the Company, RSU awards require both an age and years of service trigger in order to qualify for vesting of the RSUs as of the employee's retirement. The 2010 Stock Plan provides that for purposes of the RSU awards, RSU recipients who retire under the Retirement Plan must be at least age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have seven or more years of service with the Company; or (iii) 68, in order to receive their unvested RSUs after retirement. If one of the above requirements is met, the recipients will receive their RSUs on the applicable vesting dates. In 2018, we amended our 2010 Stock Plan to provide for a double-trigger vesting acceleration upon a change of control.

In 2021, we granted RSUs to approximately 100 employees under the 2010 Stock Plan, including the NEOs as follows:

NEO	Value of RSUs Units	Number of Shares ⁽¹⁾
Phillips S. Baker, Jr.	\$500,000	63,452
Russell D. Lawlar	\$170,000	21,574
Lauren M. Roberts	\$225,000	28,553
Robert D. Brown	\$160,000	20,305
David C. Sienko	\$150,000	19,036
Lindsay A. Hall⁽²⁾	\$ --	--

⁽¹⁾ Number of shares was determined by dividing the value of the RSUs awarded by the closing price of our common stock on the NYSE on June 21, 2021 (\$7.88).

⁽²⁾ Mr. Hall was not awarded any RSUs in 2021, as he retired in March 2021.

PSUs

We grant PSUs to certain executive officers, including our NEOs. The value of the awards is based on the ranking of the TSR performance of our common stock relative to the TSR performance of the common stock of a group of peer companies over a three-year measurement period. The number of shares to be issued is based on the target value of the awards divided by the share price at grant date. The compensation cost is measured using a Monte Carlo simulation to estimate their value at grant date.

In June 2021, the committee granted PSUs to our NEOs with a target value listed below. The value of these PSUs will be based on the TSR of our common stock for the three-year period from January 1, 2021, through December 31, 2023, based on the percentile rank listed below within a group of peer companies.

NEO	Target Value of PSUs	Number of Shares ⁽¹⁾
Phillips S. Baker, Jr.	\$500,000	63,452
Russell D. Lawlar	\$110,000	13,959
Lauren M. Roberts	\$150,000	19,036
Robert D. Brown	\$105,000	13,325
David C. Sienko	\$100,000	12,690
Lindsay A. Hall⁽²⁾	\$ --	--

⁽¹⁾ Number of shares was determined by dividing the target value of the PSUs by the closing price of our common stock on the NYSE on June 21, 2021 (\$7.88).

⁽²⁾ Mr. Hall was not awarded any PSUs in 2021, as he retired in March 2021.

Company TSR Rank Among Peers	TSR Performance Multiplier
50 th percentile	Threshold award at 50% of target
60th percentile	Target award at grant value
100 th percentile	Maximum award at 200% of target

If Hecla's performance is below the 50th percentile, the award is zero. If Hecla's performance is between the 50th and 100th percentile, the award is prorated. For any award, the number of shares issued at the conclusion of the three-year performance period (December 31, 2023), will be determined by using the share price on the date of original grant (June 21, 2021) of \$7.88.

Hecla's TSR performance versus that of our peer group will be based on a comparison of the average closing share price over the last sixty (60) calendar days prior to January 1, 2021 (the base price) with the average closing share price over the last sixty (60) calendar days of the three-year performance period to determine relative share value performance and ranking among peers.

The industry peer group used for purposes of the 2021-2023 TSR PSUs discussed above is listed on page 38.

2019-2021 PSU Results

In February 2022, the committee certified the results of the PSUs granted in 2019 to our executive officers. These PSUs had a three-year performance period ended December 31, 2021, with vesting and payout based on the Company's TSR compared to our peer group (consisting of 12 companies) from January 1, 2019 through December 31, 2021. The following table shows the calculation of the PSU results at the end of the three-year performance period on December 31, 2021. During this three-year performance period, Hecla ranked 2nd relative to our peer companies, which resulted in a payout percentage of 91.97% of the executives' targeted PSU award values.

To determine the relative share performance, Hecla's TSR performance versus that of peer group companies was based on a comparison of the average closing share price over the last sixty (60) calendar days prior to January 1, 2019 (the base price) with the average closing share price over the last sixty (60) calendar days of the three-year performance period (ended December 31, 2021).

The table below details the value of the PSUs based on the estimated outcome as of the date of grant. These values for the 2019 PSUs are reflected in the applicable *Grants of Plan-Based Awards for 2019* table from our 2020 Proxy Statement, and the realized value of the common stock received upon settlement of the awards on February 28, 2022.

Executive	Target Number of PSUs Granted in 2019 (#)	Value of Awards Reported as Compensation in Year of Grant ⁽¹⁾ (\$)	Number of 2019 PSUs Earned (#)	Realized Value of Awards ⁽²⁾ (\$)
Baker	271,739	--	520,833	2,999,998
Roberts	74,627	--	143,035	823,882
Brown	62,500	--	119,792	690,002
Sienko	54,348	--	104,167	600,002

⁽¹⁾ Consistent with the requirements of FASB ASC Topic 718, the value of PSUs is based on the estimated outcome as of the date of grant. In accordance with FASB ASC Topic 718, this result is based on a relative TSR result modeled using a Monte Carlo simulation. The amounts in this column reflect the aggregate grant date fair value of the PSUs for accounting purposes determined in accordance with SEC rules and do not reflect the actual economic value that was realized by the NEO at the end of the relevant three-year performance period.

⁽²⁾ Reflects the closing price of our common stock on February 28, 2022 (\$5.76), the date on which the executive's received shares underlying their 2019 PSUs.

Other

Nonqualified Deferred Compensation Plan. We maintain the KEDCP, a nonqualified deferred compensation plan, under which participants may defer all or a portion of their annual base salary, performance-based compensation awarded under our STIP and LTIP, RSUs and PSUs granted under the 2010 Stock Plan. Participants may elect to have their deferred base salary and cash STIP or cash LTIP awards valued based on Hecla common stock and credited to a stock account. Deferred RSUs and PSUs are credited to a stock account. The KEDCP provides for discretionary matching contributions on base salary, STIP and LTIP amounts deferred to a stock account and discretionary Company contributions that are credited to a participant's stock account. The deferral features promote alignment of the interests of participants with those of our shareholders. Investment accounts are credited monthly with an amount based on the prime rate for corporate borrowers. Participants receive distributions from their accounts only upon separation from service with us, a fixed date or schedule selected by the participant, death, disability, an unforeseeable emergency, or a change in control, as these events are defined under Section 409A of the Internal Revenue Code. The amounts deferred are unfunded and unsecured obligations of Hecla, receive no preferential standing, and are subject to the same risks as any of our other general obligations. Additional details about the KEDCP are described in the narrative accompanying the *Nonqualified Deferred Compensation for 2021* table on page 65.

Benefits. We provide our employees with a benefits package that is designed to attract and retain the talent needed to manage Hecla. As part of that benefits package, most U.S. salaried employees, including the U.S.

NEOs, are eligible to participate in the Retirement Plan, our 401(k) plan, which includes matching contributions by Hecla of up to 6%, health, vision, dental coverage, and paid time off, including vacations and holidays. Canadian NEOs are eligible to participate in a similar benefits package. NEOs are eligible to receive certain additional benefits, as described below. The committee intends for the type and value of such benefits offered to be competitive with general market practices.

Other Qualified and Nonqualified Benefit Plans. Under the Retirement Plan, which is a defined benefit plan, upon normal retirement, participants in the final average salary plan are eligible to receive a monthly benefit equal to a certain percentage of their final average annual earnings for each year of credited service. Participants in the cash balance plan are eligible to take a lump sum distribution of their benefits. Additional details about the Retirement Plan are in the narrative accompanying the *Pension Benefits* table on page 65. Under the unfunded SERP, the amount of any benefits not payable under the Retirement Plan because of the limitations imposed by the Internal Revenue Code and/or the Employee Retirement Income Security Act, and certain reductions of benefits, if any, due to a deferral of salary made under our KEDCP, may be paid out of our general funds to employees who are adversely affected. The Retirement Plan and SERP define earnings for purposes of the plans to include base salary plus any other cash incentives up until July 1, 2013, after which only base salary plus one-half of STIP compensation is included (no LTIP compensation is included).

Personal Benefits. We do not provide company-paid cars, country club memberships, or other similar perquisites to our executives. The only material personal benefit provided by Hecla is a relocation benefit, which is offered as needed to meet specific recruitment needs.

Clawback Policy

In February 2013, the committee adopted a clawback policy with respect to incentive awards to executive officers. The policy provides that in the event of a restatement of our financial results as a result of material non-compliance with financial reporting requirements, the Board will review incentive compensation that was paid to our current and former executive officers under the Company's STIP and LTIP (or any successor plans) based solely on the achievement of specific corporate financial goals ("Incentive Award") during the period of the restatement. If any Incentive Award would have been lower had it been calculated based on the Company's restated financial results, the Board will, as and to the extent it deems appropriate, including with respect to intent or level of culpability of the relevant individual(s), seek to recover from any executive officer, any portion of an Incentive Award paid in excess of what would have been paid based on the restated financial results. The policy does not apply in any situation where a restatement is not the result of material non-compliance with financial reporting requirements, such as any restatement due to a change in applicable accounting rules, standards or interpretations, a change in segment designations or the discontinuance of an operation.

In December 2015, the committee amended each of our incentive plans (STIP, LTIP, KEDCP, and 2010 Stock Plan) to include a clawback provision consistent with the clawback policy described above.

Insider Trading Policy

Our insider trading policy prohibits all directors, executive officers (as defined under Section 16 of the Exchange Act) and certain other employees designated as insiders from purchasing or selling any Company securities three weeks before through two days after the public release of any of our periodic results (including the filing of any Form 10-Q or Form 10-K), or at any other time during the year while in possession of material non-public information about the Company. In addition, directors and officers are prohibited from short-term trading, short sales, options trading, trading on margin, hedging or pledging any securities of the Company.

Change in Control Agreements

We have entered into change in control agreements ("CIC Agreements") with each of our NEOs. Under the terms of our CIC Agreements, the CEO and the other NEOs are entitled to payments and benefits upon the occurrence of specified events, including termination of employment (with or without cause) following a change in control of the Company. The specific terms of these arrangements, as well as an estimate of the compensation that would have been payable had they been triggered as of calendar year-end, are described in detail in the section entitled *Potential Payments Upon Termination or Change in Control* on page 66.

The termination of employment provisions of the CIC Agreements are intended to address competitive concerns when the NEOs are recruited to Hecla by providing these individuals with a fixed amount of compensation that would offset the risk of leaving their prior employer or foregoing other opportunities to join the Company. At the time of entering into these arrangements, the committee considered the aggregate potential obligations of the Company in the context of the desirability of hiring the individual and their expected compensation upon joining Hecla.

The committee believes that these CIC Agreements are important for a number of reasons, including providing reasonable compensation opportunities in the unique circumstances of a change in control that are not provided by other elements of our compensation program. Further, change in control benefits, if structured appropriately, serve to minimize the distraction caused by a potential transaction and reduce the risk that key executives will leave Hecla before a transaction closes. The committee also believes that these agreements motivate the executives to make decisions that are in the best interests of our shareholders in the event of a pending change in control. These agreements provide executives with the necessary job stability and financial security during a change in control transaction and the subsequent period of uncertainty to help them stay focused on managing Hecla rather than on their own personal employment situation. The committee believes that all these objectives (i) serve our shareholders' interests, (ii) are an essential component of the executive compensation program and, (iii) are necessary to attract and retain senior talent in the highly competitive talent market in which we compete.

The change in control provisions were developed by the Company and the committee based on market and industry competitive practices. The Company and the committee periodically review the benefits provided under the CIC Agreements to ensure that they serve our interests in retaining our key executives, are consistent with market and industry practice, and are reasonable.

Tax and Accounting Considerations

Our compensation programs are affected by each of the following:

Accounting for Stock-Based Compensation. We consider certain requirements of GAAP in determining changes to policies and practices for our stock-based compensation programs.

Section 162(m) of the Internal Revenue Code. Section 162(m) of the Internal Revenue Code of 1986, as amended (“Code Section 162(m)”), generally provides that compensation in excess of \$1 million paid to the CEO and certain other employees, including NEOs (“covered employees”), of a public company will not be deductible for U.S. federal income tax purposes.

Our primary objective in designing and administering our compensation policies is to support and encourage the achievement of our strategic goals and to enhance long-term shareholder value. We also believe that it is important to preserve flexibility in administering compensation programs. For these and other reasons, the committee has determined that it will not necessarily seek to limit executive compensation to the amount that would be fully deductible under Code Section 162(m).

The committee will continue to monitor developments and assess alternatives for managing the deductibility of compensation payments and benefits to the extent reasonably practicable, as determined by the committee to be consistent with our compensation policies and in the best interests of the Company and our shareholders.

Section 409A of the Internal Revenue Code. Section 409A imposes additional significant taxes in the event that an executive officer or director receives “deferred compensation” that does not satisfy the requirements of Section 409A. Our plans are intended to be exempt from, or comply with, Section 409A.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

The members of the Compensation Committee are set forth in the *Compensation Committee Report*. There are no members of the committee who were officers or employees of Hecla or any of our subsidiaries during the calendar year, formerly were officers of Hecla or any of our subsidiaries or had any relationship otherwise requiring disclosure under the proxy rules promulgated by the SEC or the NYSE.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed the CD&A with Hecla's Sr. Vice President – CAO and based on its review and discussions, the committee recommended to the Board, and the Board has approved, the CD&A included in this Proxy Statement and incorporated by reference in Hecla's Annual Report on Form 10-K for the year ended December 31, 2021.

*Respectfully submitted by
The Compensation Committee of the
Board of Directors*

Terry V. Rogers, Chair
Catherine J. Boggs
Ted Crumley
Charles B. Stanley

COMPENSATION OF NAMED EXECUTIVE OFFICERS

Summary Compensation Table for 2021

The following compensation tables provide information regarding the compensation of our CEO, CFO, and three other most highly compensated officers for the year ended December 31, 2021, determined in accordance with SEC rules. Also included is our former Sr. Vice President and CFO, who retired in March 2021.

Name and Principal Position	Year	Salary ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽³⁾ (\$)	Change in Pension Value and Non-Qualified Deferred Compensation Earnings ⁽⁴⁾ (\$)	All Other Compensation (\$)	Total (\$)
Phillips S. Baker, Jr. President and CEO	2021	664,792	1,370,005 ⁽⁵⁾	885,500	824,973	19,830 ⁽⁷⁾	3,765,100
	2020	635,000	937,292	1,970,300	1,628,345	19,571	5,190,508
	2019	635,000	399,999	1,575,950	2,452,596	18,801	5,082,346
Russell D. Lawlar Sr. Vice President and CFO	2021	245,209	361,398 ⁽⁵⁾	185,500	39,682	19,270 ⁽⁷⁾	851,059
	2020	380,000	486,004 ⁽⁵⁾	418,000	314,706	19,830 ⁽⁷⁾	1,618,540
Lauren M. Roberts⁽⁸⁾ Sr. Vice President and COO	2021	380,000	486,004 ⁽⁵⁾	418,000	314,706	19,830 ⁽⁷⁾	1,618,540
	2020	380,000	511,878	829,563	275,046	9,151	2,005,638
	2019	142,501	225,000	214,783	53,083	3,453	638,820
Robert D. Brown⁽⁹⁾ Vice President – Corporate Develop. & Sustainability	2021	264,000	342,705 ⁽⁵⁾	237,600	73,393 ⁽⁶⁾	19,440 ⁽⁷⁾	937,138
	2020	264,000	363,661	404,280	111,007	19,065	1,162,013
	2019	264,000	150,000	390,150	140,532	18,750	963,432
David C. Sienko Vice President – General Counsel	2021	265,000	323,999 ⁽⁵⁾	214,650	43,798	19,389 ⁽⁷⁾	866,836
	2020	256,875	341,254	432,875	207,581	19,009	1,257,594
	2019	250,000	150,000	437,750	308,601	18,345	1,164,696
Lindsay A. Hall^{(9), (10)} Former Sr. Vice President and CFO	2021	95,000	-- ⁽⁵⁾	--	181,600 ⁽⁶⁾	29,462 ⁽⁷⁾	306,062
	2020	380,000	511,878	981,000	208,234	19,065	2,100,177
	2019	380,000	225,000	724,250	254,053	18,750	1,602,053

⁽¹⁾ Salary amounts include base salary both earned and paid in cash during the fiscal year listed.

⁽²⁾ Represents RSUs awarded, and PSUs granted in each of fiscal years 2021, 2020 and 2019. The amounts represent the aggregate grant date fair value of the awards granted to each NEO computed in accordance with stock-based accounting rules (FASB ASC Topic 718). Assumptions used in the calculation of these amounts are included in Note 12 – Stockholders' Equity to our calendar year 2021 consolidated financial statements, which is included in our Annual Report on Form 10-K filed with the SEC on February 22, 2022 (the "Form 10-K"). RSUs generally vest in three substantially equal annual installments beginning on June 21 of the year following the date of grant. Consistent with the requirements of FASB ASC Topic 718, the value of PSUs is based on the estimated outcome as of the date of grant. In accordance with FASB ASC Topic 718, this result is based on a relative TSR result modeled using a Monte Carlo simulation. Please see the *Grants of Plan-Based Awards for 2021* table on page 60 for more information about the awards granted in 2021. The amounts in this column reflect the aggregate grant date fair value of the PSUs for accounting purposes determined in accordance with SEC rules and do not reflect the actual economic value that may be realized by the NEO at the end of a relevant three-year performance period.

Compensation of Named Executive Officers

- (3) This column represents the performance payments awarded and earned by the NEOs for the calendar years 2021, 2020 and 2019 under our STIP and for the LTIP plan periods 2019-2021, 2018-2020 and 2017-2019. The 2021 STIP was paid in cash, and there was no 2019-2021 LTIP paid. The 2020 STIP and 2018-2020 LTIP awards were paid in cash, and the 2019 STIP was paid in cash, while the 2017-2019 LTIP awards were paid in common stock of the Company. The awards for each of the plan years are as follows:

Name	Year	STIP Award (\$)	LTIP Plan Period	LTIP Units (#)	Unit Value (\$)	LTIP Award (\$)	Total STIP and LTIP (\$)	Total STIP and/or LTIP Paid in Cash (\$)	Total STIP and/or LTIP Paid in Shares (#)
Baker	2021	885,500	2019-2021	10,000	--	--	885,500	885,500	--
	2020	1,206,500	2018-2020	11,400	67.00	763,800	1,970,300	1,970,300	--
	2019	444,500	2017-2019	11,400	99.25	1,131,450	1,575,950	444,500	621,676
Lawlar	2021	185,500	2019-2021	1,267 ⁽ⁱ⁾	--	--	185,500	185,500	--
Roberts	2021	418,000	2019-2021	3,222 ⁽ⁱⁱ⁾	--	--	418,000	418,000	--
	2020	703,000	2018-2020	1,889 ⁽ⁱⁱ⁾	67.00	126,563	829,563	829,563	--
	2019	159,600	2017-2019	556 ⁽ⁱⁱ⁾	99.25	55,183	214,783	159,600	30,320
Brown	2021	237,600	2019-2021	3,000	--	--	237,600	237,600	--
	2020	203,280	2018-2020	3,000	67.00	201,000	404,280	404,280	--
	2019	92,400	2017-2019	3,000	99.25	297,750	390,150	92,400	163,599
Sienko	2021	214,650	2019-2021	3,000	--	--	214,650	214,650	--
	2020	231,875	2018-2020	3,000	67.00	201,000	432,875	432,875	--
	2019	140,000	2017-2019	3,000	99.25	297,750	437,750	140,000	163,599
Hall	2021	--	2019-2021	4,000 ⁽ⁱⁱⁱ⁾	--	--	--	--	--
	2020	646,000	2018-2020	5,000	67.00	335,000	981,000	981,000	--
	2019	228,000	2017-2019	5,000	99.25	496,250	724,250	228,000	272,665

(i) Mr. Lawlar's 2019-2021 LTIP units were prorated because he was not appointed Sr. Vice President and CFO until March 2021.

(ii) Mr. Robert's 2017-2019, 2018-2020 and 2019-2021 LTIP units were prorated because he joined the Company in August 2019.

(iii) Mr. Hall retired from the Company in March 2021. Upon his resignation his 2019-2021 LTIP units were forfeited.

- (4) The amounts reported in this column for 2021 are changes between December 31, 2020 and December 31, 2021 in the actuarial present value of the accumulated pension benefits. Pension values will typically increase from year-to-year due to increasing age, years of service, and average annual earnings, and can fluctuate significantly due to changes in the assumptions used to determine the present value. The *Change in Pension Value and Nonqualified Deferred Compensation Earnings* column is calculated pursuant to SEC requirements and is based on assumptions used in preparing the Company's audited financial statements for the applicable calendar years. Specifically, the interest discount rate used in the calculations is based on the rates of return available on fixed income investments which can significantly change year-to-year affecting comparability with the prior year. The *Change in Pension Value and Nonqualified Deferred Compensation Earnings* increased from 2020 to 2021 due to the participants' higher age, years of service, and average annual earnings. However, the increased value was partially offset due to an increase in the discount rate from 2.64% on December 31, 2020 to 2.86% at December 31, 2021. For example, Mr. Baker's *Change in Pension Value and Nonqualified Deferred Compensation Earnings* would have been \$245,000 higher if the discount rate had not increased by 0.22% from the prior year. For this reason, the Company cautions that the values reported in the *Change in Pension Value and Nonqualified Deferred Compensation Earnings* column may not represent the value that an NEO will actually accrue, or receive, under the Company's retirement plans during any given year.
- (5) Includes: (i) RSUs granted to each NEO on June 21, 2021, and (ii) PSUs awarded to each NEO on June 21, 2021. See *Grants of Plan-Based Awards for 2021* table on page 60 and PSUs on page 51 for a description of the PSUs.
- (6) As non-U.S. citizens, Mr. Hall and Mr. Brown are not participants in the Retirement Plan, but they do participate in the SERP. In lieu of participation in the Retirement Plan, Mr. Hall and Mr. Brown are expected to receive a similar supplemental benefit as if they had participated in this plan. See *Retirement Plan* on page 72 for a description of non-U.S. employee's retirement benefits.

(7) Includes the following:

NEO	Matching 401(k) Contribution (\$)	Annual Life Insurance Premium (\$)	Other (\$)	Total (\$)
Baker	17,400	2,430	--	19,830
Lawlar	17,400	1,870	--	19,270
Roberts	17,400	2,430	--	19,830
Brown	17,400 ⁽ⁱ⁾	2,040 ⁽ⁱⁱ⁾	--	19,440
Sienko	17,400	1,989	--	19,389
Hall	-- ⁽ⁱ⁾	233 ⁽ⁱⁱ⁾	29,229 ⁽ⁱⁱⁱ⁾	29,462

⁽ⁱ⁾ These amounts are paid to Mr. Hall and Mr. Brown in lieu of the 401(k) match. Canadian employees are excluded from participation in the 401(k) Plan. Mr. Hall and Mr. Brown are paid in Canadian funds. The amounts reported are in U.S. dollars based on the applicable exchange rates as reported by the Bank of Canada from time-to-time.

⁽ⁱⁱ⁾ Life insurance premium is paid in Canadian funds.

⁽ⁱⁱⁱ⁾ Mr. Hall's "Other" is vacation payout at the time of his retirement.

⁽⁸⁾ Mr. Roberts deferred the amount of \$292,603 to the KEDCP in 2021. The amount reported in this table is the total amount of base salary and/or STIP and LTIP cash compensation he received before his deferrals. See *Nonqualified Deferred Compensation for 2021* on page 65 for further information.

⁽⁹⁾ Mr. Hall and Mr. Brown receive their compensation in Canadian funds. The amounts reported for Mr. Hall and Mr. Brown are in U.S. dollars based on the applicable exchange rates as reported by the Bank of Canada from time-to-time during this time period.

⁽¹⁰⁾ Mr. Hall retired in March 2021.

Compensation of Named Executive Officers

The following table shows all plan-based awards granted to the NEOs during 2021.

Grants of Plan-Based Awards for 2021

		Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards			All Other Stock Awards: Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock and Option Awards ⁽¹⁾ (\$)
Name	Grant Date	Threshold (\$)	Target (\$)	Maximum (\$)	Threshold (#)	Target (#)	Maximum (#)		
Phillips S. Baker, Jr.									
RSUs ⁽²⁾	6/21/21							63,452	500,002
PSUs ⁽³⁾	6/21/21				31,726	63,452	126,904	63,452	870,003
LTIP ⁽⁴⁾		--	810,000	4,725,000					
STIP ⁽⁵⁾		--	770,000	1,540,000					
Russell D. Lawlar									
RSUs ⁽²⁾	6/21/21							21,574	170,003
PSUs ⁽³⁾	6/21/21				6,980	13,959	27,918	13,959	191,395
LTIP ⁽⁴⁾		--	270,000	1,575,000					
STIP ⁽⁵⁾		--	185,500	371,000					
Lauren M. Roberts									
RSUs ⁽²⁾	6/21/21							28,553	224,998
PSUs ⁽³⁾	6/21/21				9,518	19,036	38,072	19,036	261,006
LTIP ⁽⁴⁾		--	360,000	2,100,000					
STIP ⁽⁵⁾		--	380,000	760,000					
Robert D. Brown									
RSUs ⁽²⁾	6/21/21							20,305	160,003
PSUs ⁽³⁾	6/21/21				6,663	13,325	26,650	13,325	182,702
LTIP ⁽⁴⁾		--	270,000	1,575,000					
STIP ⁽⁵⁾		--	184,800	369,600					
David C. Sienko									
RSUs ⁽²⁾	6/21/21							19,036	150,004
PSUs ⁽³⁾	6/21/21				6,345	12,690	25,380	12,690	173,995
LTIP ⁽⁴⁾		--	270,000	1,575,000					
STIP ⁽⁵⁾		--	185,500	371,000					
Lindsay A. Hall ⁽⁶⁾									
		--	--	--	--	--	--	--	--

(1) The RSU amounts represent the aggregate grant date fair value of the awards granted to each NEO computed in accordance with stock-based accounting rules (FASB ASC Topic 718). Assumptions used in the calculation of these amounts are included in *Note 12 – Stockholders' Equity* to our calendar year 2021 consolidated financial statements, which is included in our Annual Report on Form 10-K filed with the SEC on February 22, 2022 (the "Form 10-K"). RSUs generally vest in three substantially equal annual installments beginning on June 21 in the year following the date of grant. Consistent with the requirements of FASB ASC Topic 718, the value of PSUs is based on the estimated outcome as of the date of grant. In accordance with FASB ASC Topic 718, this result is based on a relative TSR result modeled using a Monte Carlo simulation. The amounts in this column reflect the aggregate grant date fair value of the PSUs for accounting purposes determined in accordance with SEC rules and do not reflect the actual economic value that may be realized by the NEO at the end of the relevant three-year performance period.

(2) Represents the number of RSUs granted on June 21, 2021 to the NEOs under the terms of the 2010 Stock Plan. The restrictions generally lapse for one-third of the RSUs on June 21, 2022, June 21, 2023, and June 21, 2024, at which time the units are converted into shares of our common stock. The grant date fair value of the RSUs is the number of RSUs multiplied by the closing price of the Company common stock on the grant date of June 21, 2021 (\$7.88).

(3) Represents the number of PSUs granted under the 2010 Stock Plan, having a target value for each NEO of: Mr. Baker, \$500,000; Mr. Lawlar, \$110,000; Mr. Hall, \$0; Mr. Roberts, \$150,000; Mr. Brown, \$105,000; and Mr. Sienko, \$100,000, with the potential of up to 200% of this target value (subject to specific performance terms and conditions established for these PSUs) awarded to the NEOs under

the 2010 Stock Plan. Determination of the actual number of shares to be received in settlement of these PSUs will be based on the TSR of Hecla common stock for the three-year period from January 1, 2021 through December 31, 2023, based on the following percentile rank within peer group companies:

- 100th percentile rank = maximum award at 200% of target;
- 60th percentile rank = target award at grant value;
- 50th percentile rank = threshold award at 50% of target.

Hecla's TSR performance versus that of peer group companies will be based on a comparison of the average share price over the last 60 calendar days prior to January 1, 2021 (as the base price) with the average share price the last 60 calendar days of the three-year performance period, plus dividends, to determine relative share value performance and ranking among peers.

- (4) Represents the potential value of the payout for each NEO under the 2021-2023 LTIP period if the threshold, target, or maximum goals are satisfied for all performance measures. The potential payouts are performance-driven and therefore completely at-risk. The business measurements and performance goals for determining the payout are described in the CD&A starting on page 48. Dollar amounts shown are valued as follows on a per unit basis: Threshold, \$0; Target, \$90; and Maximum, \$525. The number of units awarded to each NEO for the 2021-2023 LTIP period are as follows:

NEO	2021-2023 LTIP Units (#)
Baker	9,000
Lawlar	3,000
Roberts	4,000
Brown	3,000
Sienko	3,000
Hall	--

- (5) Represents the potential value of the payout for each NEO under the 2021 STIP described in the CD&A starting on page 44. The total payout to each NEO under the 2021 STIP is described in footnote 3 to the *Summary Compensation Table for 2021* on page 58.
- (6) Mr. Hall retired from the Company in March 2021.

Compensation of Named Executive Officers

The following table provides information on the current holdings of stock awards by the NEOs. This table includes unvested RSUs and unvested PSUs. There were no unexercised stock options held by any NEO at year-end.

Outstanding Equity Awards at Fiscal Year-End for 2021

Name	Stock Awards			Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested ⁽³⁾ (\$)
	Number of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽²⁾ (\$)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested (#)	
Phillips S. Baker, Jr.	223,923	1,168,878	132,013 ⁽⁴⁾ 63,452 ⁽⁵⁾	689,108 331,219
Russell D. Lawlar	43,833	228,808	13,959 ⁽⁵⁾	72,866
Lauren M. Roberts	115,371	602,237	49,505 ⁽⁴⁾ 19,036 ⁽⁵⁾	258,416 99,368
Robert D. Brown	82,682	431,600	34,653 ⁽⁴⁾ 13,325 ⁽⁵⁾	180,889 69,557
David C. Sienko	79,213	413,492	33,003 ⁽⁴⁾ 12,690 ⁽⁵⁾	172,276 66,242
Lindsay A. Hall	--	--	--	--

⁽¹⁾ The following table shows the dates on which the RSUs in the outstanding equity awards table vest and the corresponding number of shares, subject generally to continued employment through the vest date.

Vesting Date	Number of Unvested Restricted Stock Units				
	Baker	Lawlar	Roberts	Brown	Sienko
June 21, 2022	137,617	22,851	71,583	51,545	50,022
June 21, 2023	65,155	13,791	34,271	24,369	22,846
June 21, 2024	21,151	7,191	9,517	6,768	6,345
Total	223,923	43,833	115,371	82,682	79,213

⁽²⁾ The market value of the RSUs is based on the closing market price of our common stock on the NYSE as of December 31, 2021, which was \$5.22.

⁽³⁾ The market value of the PSUs is based on the closing market price of our common stock on the NYSE as of December 31, 2021, which was \$5.22.

⁽⁴⁾ Award of PSUs, the value of which will be determined based on the TSR of Hecla common stock for the three-year period from January 1, 2020 through December 31, 2022. For purposes of determining the amounts reflected in this column, it is assumed that threshold performance was achieved as of the end of the fiscal year ended December 31, 2021.

⁽⁵⁾ Award of PSUs, the value of which will be determined based on the TSR of Hecla common stock for the three-year period from January 1, 2021 through December 31, 2023. For purposes of determining the amounts reflected in this column, it is assumed that threshold performance was achieved as of the end of the fiscal year ended December 31, 2021.

The following table shows information concerning the number of stock awards that vested during calendar year 2021 for each of the NEOs, and the value realized on the vesting of stock awards during calendar year 2021.

Stock Vested in 2021

Name	Stock Awards	
	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$)
Phillips S. Baker, Jr.	43,516 ⁽¹⁾	342,906
	72,464 ⁽²⁾	571,016
	44,005 ⁽³⁾	346,759
	520,833 ⁽⁴⁾	2,999,998
Russell D. Lawlar	4,351 ⁽¹⁾	34,286
	9,058 ⁽²⁾	71,377
	6,601 ⁽³⁾	52,016
Lauren M. Roberts	37,313 ⁽²⁾	294,026
	24,753 ⁽³⁾	195,054
	143,035 ⁽⁴⁾	823,882
Robert D. Brown	17,407 ⁽¹⁾	137,167
	27,174 ⁽²⁾	214,131
	17,602 ⁽³⁾	138,704
	119,792 ⁽⁴⁾	690,002
David C. Sienko	15,231 ⁽¹⁾	120,020
	27,174 ⁽²⁾	214,131
	16,502 ⁽³⁾	130,036
	104,167 ⁽⁴⁾	600,002
Lindsay A. Hall⁽⁵⁾	--	--

⁽¹⁾ The NEOs were granted these RSUs on June 19, 2018. On June 21, 2021, the restrictions lapsed, and each NEO received his units in the form of shares of our common stock. The value realized was based on the closing sales price of our common stock on the NYSE on June 21, 2021, which was \$7.88.

⁽²⁾ Messrs. Baker, Lawlar, Brown and Sienko were granted these RSUs on June 21, 2019. Mr. Roberts was granted his RSUs on August 5, 2019, the date of his appointment as Sr. Vice President and COO. On June 21, 2021, the restrictions lapsed, and each NEO received his units in the form of shares of our common stock. The value realized was based on the closing sales price of our common stock on the NYSE on June 21, 2021, which was \$7.88.

⁽³⁾ The NEOs were granted these RSUs on June 22, 2020. On June 21, 2021, the restrictions lapsed, and each NEO received his units in the form of shares of our common stock. The value realized was based on the closing sales price of our common stock on the NYSE on June 21, 2021, which was \$7.88.

⁽⁴⁾ Reflects the PSUs earned for the 2019-2021 performance period that ended on December 31, 2021, because performance targets were met. The value shown as realized on vesting is based on the closing price of our common stock on the NYSE on February 28, 2022 (\$5.76), which was the date on which the executive's received the shares underlying their PSUs. See *2019-2021 PSU Results* on page 52 for further information.

⁽⁵⁾ Mr. Hall retired from the Company in March 2021. Any unvested RSUs or PSUs he had at the time of his retirement were forfeited and did not vest.

Stock Ownership Guidelines for NEOs

We believe that it is important to encourage our executive officers to hold a material amount of our common stock and to link their long-term economic interest directly to that of our shareholders. To achieve this goal, in June 2012, the committee and Board established stock ownership guidelines for the Company's senior management. The guidelines for the CEO are six times base salary, and for the other executive officers, two times base salary. These guidelines must be achieved by the later of (i) June 2017 or (ii) five years after the executive officer is hired to such position. Unvested RSUs and shares held directly are considered owned for purposes of the guidelines. If an executive officer becomes subject to a greater ownership amount due to a promotion or an increase in base salary, they must meet the higher ownership requirement within three years.

Because of fluctuations in the Company's stock price, in February 2016, the committee and the Board amended the stock ownership guidelines to provide a valuation methodology that consists of valuing the shares held by using the average closing price of the Company's common stock on the NYSE for the previous calendar year. Because share prices of all companies are subject to market volatility, the Board believes that it would be unfair to require an executive to buy more shares simply because Hecla's stock price drops. In the event there is a significant decline in Hecla's stock price that causes an executive's holdings to fall below the applicable threshold, the executive will not be required to purchase additional shares to meet the threshold, but they generally may not sell or transfer any shares until the threshold has again been achieved.

The following table summarizes the NEO stock ownership guidelines and their status as of December 31, 2021, based on the average closing price of our common stock on the NYSE for calendar year 2021 (\$6.3576). With the exception of Mr. Lawlar, as of December 31, 2021, all NEOs met the guidelines. In the calculations for our NEOs, we include shares directly held, shares held in their 401(k) account, and unvested RSUs. We do not include unexercised stock options or unvested performance-based shares.

NEO Stock Ownership as of December 31, 2021

NEO	Annual Base Salary (\$)	X Annual Base Salary	Total Value of Shares to be Held (\$)	Shares Held Directly (#)	Unvested RSUs (#)	Total Shares (#)	Total Value of Shares Held by NEO at 12/31/21 (\$6.3576) ⁽¹⁾ (\$)	Meets Guidelines
Baker	700,000	6x	4,200,000	4,135,831 ^{(2),(3)}	223,923	4,359,754	27,717,572	Yes
Lawlar	265,000	2x	530,000	13,289 ⁽³⁾	43,833	57,122	363,159	No
Roberts	380,000	2x	760,000	447,166 ^{(2),(3)}	115,371	562,537	3,576,385	Yes
Brown	264,000	2x	528,000	211,238	82,682	293,920	1,868,626	Yes
Sienko	265,000	2x	530,000	584,853 ⁽³⁾	79,213	664,066	4,221,866	Yes

⁽¹⁾ The value of shares held is determined by using the average closing price of the Company's common stock for the calendar year on the NYSE, which for 2021 was \$6.3576.

⁽²⁾ Includes 1,795,964 shares for Mr. Baker and 339,119 shares for Mr. Roberts deferred under the KEDCP.

⁽³⁾ Except for Mr. Brown, includes Hecla Mining Company common shares held in such officer's 401(k) account.

Additional information regarding shares held by our NEOs is included in the *Security Ownership of Certain Beneficial Owners and Management* table on page 75.

Pension Benefits

The following table shows pension information under the Retirement Plan and the SERP for the NEOs as of December 31, 2021. The terms and conditions for participation in, and payments from, these plans are described on page 72 under *Retirement Plan*. The actuarial present value of the accumulated benefit is determined using the same assumptions used for financial reporting purposes except that retirement age is assumed to be the normal retirement age of 65, or the current age if eligible for early retirement. These assumptions in Note 6 to the consolidated financial statements in the Company's Annual Report on Form 10-K for the year ended December 31, 2021.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit (\$)	Payments During Last Calendar Year (\$)
Phillips S. Baker, Jr.	Retirement Plan	20	1,254,492	--
	SERP		10,041,761	--
Russell D. Lawlar	Retirement Plan	10	168,092	--
	SERP		760	--
Lauren M. Roberts	Retirement Plan	10	159,249	--
	SERP		514,335	--
Robert D. Brown ⁽¹⁾	Retirement Plan		N/A	N/A
	SERP	6	461,447	--
David C. Sienko	Retirement Plan	11	535,898	--
	SERP		452,893	--
Lindsay A. Hall ^{(1), (2)}	Retirement Plan		N/A	N/A
	SERP	5	926,450	--

⁽¹⁾ As non-U.S. citizens, Mr. Hall and Mr. Brown are not participants in the Retirement Plan; however, they do participate in the SERP.

⁽²⁾ Mr. Hall retired in March 2021.

The table below provides information on the nonqualified deferred compensation of the NEOs in 2021.

Nonqualified Deferred Compensation for 2021

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$)	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance of Stock At Last FYE (\$) ⁽¹⁾
Phillips S. Baker, Jr.	--	--	--	--	9,374,932
Russell D. Lawlar	--	--	--	--	--
Lauren M. Roberts	292,603 ⁽²⁾	29,260 ⁽²⁾	--	--	1,770,201
Robert D. Brown ⁽³⁾	--	--	--	--	--
David C. Sienko	--	--	--	--	--
Lindsay A. Hall ^{(3), (4)}	--	--	--	--	--

⁽¹⁾ Total amount of deferred shares held under the KEDCP as of December 31, 2021. The value shown in this column is the value of the total amount of shares held in the KEDCP multiplied by our closing stock price on the NYSE on December 31, 2021 (\$5.22). The number of shares so held is as follows: Baker, 1,795,964 shares; and Roberts, 339,119 shares.

⁽²⁾ Mr. Roberts deferred a portion of his 2021 base salary and his 2020 STIP cash award to the KEDCP. The total amount of compensation deferred to the KEDCP (\$292,603) was credited to a stock account and converted to share units on a quarterly basis. The Company match in 2021 was \$29,260 and was credited to Mr. Robert's stock account and converted to share units. The deferred executive contribution cash amount is reported in the *Summary Compensation Table for 2021* on page 57 as part of Mr. Roberts total 2021 compensation. The total amount of shares held by Mr. Roberts under the KEDCP is reported in the *Security Ownership of Certain Beneficial Owners and Management Table* on page 75.

⁽³⁾ Canadian employees are not eligible to participate in our deferred compensation plan.

⁽⁴⁾ Mr. Hall retired in March 2021.

Pursuant to the Company's KEDCP, executives and key employees, including the NEOs, may defer all or a portion of their base salary, cash or equity awards earned under the LTIP and STIP, and any vested RSUs or vested PSUs granted under the 2010 Stock Plan. Deferral elections are made by the individual generally in the year prior to the beginning of the plan year for amounts to be earned or granted in the following year. Base salary, STIP and LTIP amounts deferred under the KEDCP are credited to either an investment account or a stock account at the participant's election. Amounts credited to an investment account are valued in cash, credited with deemed interest, and distributed with deemed interest in cash upon a distributable event. RSUs and other common stock awarded (PSUs) under the 2010 Stock Plan and deferred by a participant are credited to a stock account. Amounts credited to the stock account of a participant are valued based upon our common stock and are delivered to the participant in shares of our common stock upon a distributable event.

The KEDCP also provides for corporate matching amounts where the participants elect to have their base salary, STIP or LTIP cash awards credited to a stock account. Matching contributions are also valued based on our common stock and distributed upon a distributable event in stock. The ability to defer compensation into a company stock account promotes alignment of the interests of participants with those of our common shareholders. It also provides for corporate discretionary allocations of amounts valued based upon our common stock and credited to a stock account.

As of the end of the last day of each calendar month, an additional amount is credited to the investment account of the participant equal to the product of (i) the average daily balance of the investment account for the month, multiplied by (ii) the annual prime rate for corporate borrowers quoted at the beginning of the quarter by *The Wall Street Journal* (or such other comparable interest rate as the committee may designate from time to time).

The amounts credited to the investment or stock account of a participant under the KEDCP are distributable or payable within 75 days of the earliest to occur of the following distribution events: (i) the date on which the participant separates from service with us, with the distribution delayed for six months for certain "specified employees;" (ii) "disability" as defined in Section 409A of the Internal Revenue Code; (iii) the participant's death; (iv) a fixed date or fixed schedule selected by the participant at the time the deferral election was made; (v) an "unforeseeable emergency," as defined in Section 409A of the Internal Revenue Code; (vi) a "change in control" of the Company, as defined in regulations issued by the Internal Revenue Service under Section 409A of the Internal Revenue Code; and (vii) termination of the KEDCP.

The KEDCP is at all times considered to be entirely unfunded both for tax purposes and for purposes of Title I of the Employee Retirement Income Security Act of 1974, as amended, and no provision will at any time be made with respect to segregating our assets for the payment of any amounts under the KEDCP. Any funds that may be invested for purposes of fulfilling our promises under the KEDCP are for all purposes to be part of our general assets and available to general creditors in the event of a bankruptcy or insolvency of the Company. Nothing contained in the KEDCP will constitute a guarantee by us that any funds or assets will be sufficient to pay any benefit under the KEDCP.

Potential Payments Upon Termination or Change in Control

We have a change in control agreement ("CIC Agreement") with each of our NEOs (Messrs. Baker, Lawlar, Roberts, Brown and Sienko). The CIC Agreement for Mr. Hall was terminated upon his retirement from the Company in March 2021.

The CIC Agreements provide that each of the NEOs will serve in such executive position as the Board may direct. The CIC Agreements become effective only upon a change in control of the Company (the date of such change in control is referred to as the "Effective Date"). The term of employment under the CIC Agreements is two years from the Effective Date (except for Messrs. Baker and Sienko, who each have a term of three years from the Effective Date). Any CIC Agreements entered into with newly hired executives will contain an employment term of two years from the Effective Date. The CIC Agreements automatically extend for an additional year on each anniversary date of the agreements unless we give notice of nonrenewal 60 days prior to the anniversary date. Under the CIC Agreements, a change in control is, with certain limitations, deemed to occur if: (i) an individual or entity (including a "group" under Section 13(d) (3) of the Exchange Act) becomes the beneficial owner of 20% or more of either the then outstanding shares of common stock of the Company or the combined voting power of the then outstanding voting securities of the Company entitled to vote generally in the election of directors; (ii) as the

result of a tender offer, merger, proxy fight or similar transaction, the persons who were previously directors of the Company cease to constitute a majority of the Board; (iii) consummation of the sale of all, or substantially all, of the assets of the Company (with certain limitations) occurs; or (iv) the approval of a plan of dissolution or liquidation.

The CIC Agreements are intended to ensure, among other things, that in the event of a change in control, each NEO will continue to focus on adding shareholder value. We seek to accomplish this by assuring that each NEO continues to receive payments and other benefits equivalent to those being received at the time of a change in control for the duration of the employment term under of the CIC Agreement. The CIC Agreements also provide that should an NEO's employment be terminated either (i) by the NEO for good reason, or (ii) by the Company (other than for cause or disability) after the Effective Date of the CIC Agreement, the NEO would receive from us a lump-sum defined amount generally equivalent to three times the aggregate of the annual base salary rate, the highest STIP and the prorated LTIP during the three-year period, prior to the Effective Date. For Messrs. Lawlar, Roberts, and Brown, and any other CIC Agreements entered into hereafter, the lump-sum defined amount is generally equivalent to two times.

The NEOs would also be entitled to lump-sum payments representing the difference in pension and supplemental retirement benefits to which they would be entitled on (i) the date of actual termination, and (ii) the end of the three-year (or two-year where applicable) employment period under the CIC Agreements. We would also maintain such NEO's participation in all benefit plans and programs (or provide equivalent benefits if such continued participation was not possible under the terms of such plans and programs).

A NEO whose employment has terminated would not be required to seek other employment to receive the defined benefits.

The following table summarizes the circumstances under which our NEOs would receive severance benefits upon termination or a change in control.

Summary of Potential Payments Upon Termination or Change in Control

Compensation Element	Termination Following a Change in Control ⁽¹⁾	Termination due to Death or Disability	Involuntary Not For Cause or Voluntary Termination	For Cause Termination	Retirement
Base Salary	Messrs. Baker and Sienko receive three times their annual base salary. Messrs. Lawlar, Roberts, and Brown receive two times their annual base salary.	N/A	N/A	N/A	N/A
STIP	Messrs. Baker and Sienko receive three times the highest STIP paid in the last three years. Messrs. Lawlar, Roberts, and Brown receive two times the highest STIP paid in the last three years.	N/A	N/A	N/A	N/A

Compensation of Named Executive Officers

Compensation Element	Termination Following a Change in Control ⁽¹⁾	Termination due to Death or Disability	Involuntary Not For Cause or Voluntary Termination	For Cause Termination	Retirement
LTIP	Messrs. Baker and Sienko receive three times the highest LTIP paid in the last three years. Messrs. Lawlar, Roberts, and Brown receive two times the highest LTIP paid in the last three years.	Each NEO would receive a prorated portion of any LTIP plan in which the NEO was a participant. The surviving spouse or other beneficiary would receive the payment based on actual performance.	N/A	N/A	To qualify for vesting of long-term award benefits, the employee must retire under the Retirement Plan and be at least age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have 7 or more years of service with the Company; or (iii) 68. If the participant meets these age and years of service requirements, their prorated portion for outstanding plan periods will be paid after the completion of those plan periods based on actual performance.
RSUs	All unvested RSUs may vest upon a change in control. ⁽²⁾	All unvested RSUs would vest immediately as of the date of such disability or death and would be delivered to the NEO, spouse, or beneficiary.	N/A	N/A	If an employee retires before their RSUs have vested, they must meet certain requirements for their RSUs to continue to vest based on the applicable vesting schedule. To qualify for vesting of RSUs, the employee must retire under the Retirement Plan and be at least age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have 7 or more years of service with the Company; or (iii) 68.
PSUs	All unearned PSUs may immediately become earned and vested at 100% of target level as of the date of the change in control. ⁽²⁾	The TSR performance goal would be deemed achieved at 100% of target level as of the date of such disability or death and would be delivered to the NEO, spouse, or beneficiary.	N/A	N/A	To qualify for vesting of unearned PSUs, the employee must retire under the Retirement Plan and be at least age: (i) 60 and have 15 or more years of service with the Company; (ii) 65 and have 7 or more years of service with the Company; or (iii) 68.

Compensation Element	Termination Following a Change in Control ⁽¹⁾	Termination due to Death or Disability	Involuntary Not For Cause or Voluntary Termination	For Cause Termination	Retirement
Health and Welfare Benefits	Messrs. Baker and Sienko would receive three years of health and welfare benefits and disability and life insurance premiums would be paid for such three-year period. In addition to any earned, but unused vacation, they would be eligible for up to \$20,000 in outplacement assistance and the 401(k) match would be deposited in their accounts. For Messrs. Lawlar, Roberts, and Brown, the same would apply, but for two years.	Unused vacation and the 401(k) match would be deposited in their account.	N/A	N/A	Unused vacation and the 401(k) match would be deposited in their accounts.

⁽¹⁾ This means an involuntary termination without cause or voluntary termination for good reason within the stated period (three or two years) after the change in control.

⁽²⁾ Our 2010 Stock Plan provides for a double-trigger vesting.

The following tables reflect the amount of compensation that would be paid to each of our NEOs in the event of a termination of the NEO's employment under the scenarios listed in the tables and should be read in conjunction with the disclosure above. The amounts shown assume that such termination was effective as of December 31, 2021 and include estimates of the amounts that would be paid to each NEO upon such NEO's termination. The tables only include additional benefits that result from the termination and do not include any amounts or benefits earned, vested, accrued, or owing under any plan for any other reason. Please see *Grants of Plan-Based Awards for 2021* on page 60, *Outstanding Equity Awards at Fiscal Year-End for 2021* on page 62, *Pension Benefits* table on page 65, and the section entitled *Nonqualified Deferred Compensation for 2021* on page 65 for additional information. The actual amounts to be paid can only be determined at the time of such NEO's separation from Hecla.

Termination Payments and Benefits for Phillips S. Baker, Jr.	Termination Following a Change in Control (\$)	Disability (\$)	Death (\$)
Base Salary ⁽¹⁾	2,100,000	--	--
STIP ⁽²⁾	3,619,500	--	--
Unvested RSUs ⁽³⁾	1,168,878	1,168,878	1,168,878
Unearned PSUs ⁽⁴⁾	1,020,327	1,020,327	1,020,327
LTIP	3,394,350 ⁽⁵⁾	749,997 ⁽⁶⁾	749,997 ⁽⁶⁾
<i>Benefits & Perquisites:</i>			
Health and Welfare Benefits ⁽⁷⁾	60,155	--	--
Life Insurance Benefits ⁽⁸⁾	12,148	--	--
Outplacement	20,000	--	--
Total	11,395,358	2,939,202	2,939,202

Compensation of Named Executive Officers

Termination Payments and Benefits for Russell D. Lawlar	Termination Following a Change in Control (\$)	Disability (\$)	Death (\$)
Base Salary ⁽¹⁾	530,000	--	--
STIP ⁽²⁾	371,000	--	--
Unvested RSUs ⁽³⁾	228,808	228,808	228,808
Unearned PSUs ⁽⁴⁾	72,866	72,866	72,866
LTIP	80,400 ⁽⁵⁾	214,017 ⁽⁶⁾	214,017 ⁽⁶⁾
<i>Benefits & Perquisites:</i>			
Health and Welfare Benefits ⁽⁷⁾	45,090	--	--
Life Insurance Benefits ⁽⁸⁾	7,149	--	--
Outplacement	20,000	--	--
Total	1,355,313	515,691	515,691

Termination Payments and Benefits for Lauren M. Roberts	Termination Following a Change in Control (\$)	Disability (\$)	Death (\$)
Base Salary ⁽¹⁾	760,000	--	--
STIP ⁽²⁾	1,406,000	--	--
Unvested RSUs ⁽³⁾	602,237	602,237	602,237
Unearned PSUs ⁽⁴⁾	357,784	357,784	357,784
LTIP	253,126 ⁽⁵⁾	360,000 ⁽⁶⁾	360,000 ⁽⁶⁾
<i>Benefits & Perquisites:</i>			
Health and Welfare Benefits ⁽⁷⁾	34,407	--	--
Life Insurance Benefits ⁽⁸⁾	8,099	--	--
Outplacement	20,000	--	--
Total	3,441,653	1,320,021	1,320,021

Termination Payments and Benefits for Robert D. Brown	Termination Following a Change in Control (\$)	Disability (\$)	Death (\$)
Base Salary ⁽¹⁾	528,000	--	--
STIP ⁽²⁾	475,200	--	--
Unvested RSUs ⁽³⁾	431,600	431,600	431,600
Unearned PSUs ⁽⁴⁾	250,445	250,445	250,445
LTIP	595,500 ⁽⁵⁾	270,000 ⁽⁶⁾	270,000 ⁽⁶⁾
<i>Benefits & Perquisites:</i>			
Health and Welfare Benefits ⁽⁷⁾	6,444	--	--
Life Insurance Benefits ⁽⁸⁾	7,812	--	--
Outplacement	20,000	--	--
Total	2,315,001	952,045	952,045

Termination Payments and Benefits for David C. Sienko	Termination Following a Change in Control (\$)	Disability (\$)	Death (\$)
Base Salary ⁽¹⁾	795,000	--	--
STIP ⁽²⁾	695,625	--	--
Unvested RSUs ⁽³⁾	413,492	413,492	413,492
Unearned PSUs ⁽⁴⁾	238,517	238,517	238,517
LTIP	893,250 ⁽⁵⁾	270,000 ⁽⁶⁾	270,000 ⁽⁶⁾
Benefits & Perquisites:			
Health and Welfare Benefits ⁽⁷⁾	26,387	--	--
Life Insurance Benefits ⁽⁸⁾	10,723	--	--
Outplacement	20,000	--	--
Total	3,092,994	922,009	922,009

- (1) Represents three times annual base salary for Messrs. Baker and Sienko. Represents two times annual base salary for Messrs. Lawlar, Roberts, and Brown.
- (2) Represents three times the highest STIP payment paid in the last three years for Messrs. Baker and Sienko. Represents two times the highest STIP payment paid in the last three years to Messrs. Roberts and Brown. Represents two times the 2021 STIP payment paid to Mr. Lawlar.
- (3) In the event of a qualifying termination following a change in control, any unvested RSUs will become immediately earned and vested as of the date of the change in control termination. In the event of termination by reason of disability or death, the unvested RSUs will become immediately earned and vested as of the date of disability or death. The value is based on the closing price of Hecla's common stock on the NYSE on December 31, 2021 (\$5.22). Please see the *Outstanding Equity Awards at Fiscal Year-End for 2021* table on page 62 for more information.
- (4) For unearned PSUs, the values included in the table are based on the number of unearned PSUs that would have vested if termination occurred on the last business day of 2021, assuming target performance (195,465 shares for Mr. Baker, 13,959 shares for Mr. Lawlar, 68,541 shares for Mr. Roberts, 47,978 shares for Mr. Brown, and 45,693 shares for Mr. Sienko), multiplied by the closing price of our common stock on the NYSE on December 31, 2021 (\$5.22). In the event of a change in control, any unearned performance-based shares will become immediately earned and vested as of the date of the change in control. In the event of termination by reason of disability or death, the unearned performance-based shares will become immediately earned and vested as of the date of disability or death. The totals listed in the disability and death columns are based on the number of performance-based shares that would have vested if disability or death would have occurred on the last business day of 2021 assuming target performance for each of the NEOs, multiplied by the closing price of our common stock on the NYSE on December 31, 2021 (\$5.22).
- (5) Represents three times the highest LTIP payment paid in the last three years for Messrs. Baker and Sienko. Represents two times the highest LTIP payment paid in the last three years for Messrs. Roberts and Brown. Represents two times the highest LTIP payment paid to Mr. Lawlar for the 2018-2020 LTIP plan period.
- (6) Represents the prorated portion of outstanding LTIP plans for 2020-2022 and 2021-2023.
- (7) Reflects the estimated lump-sum value of all future premiums, which will be paid by the Company on behalf of Messrs. Baker and Sienko under our health and welfare benefit plans for three years upon a termination following a change in control. Reflects the estimated lump-sum value of all future premiums, which will be paid by the Company on behalf of Messrs. Lawlar, Roberts and Brown under our health and welfare benefit plans for two years upon a termination following a change in control.
- (8) Reflects the estimated lump-sum value of the cost of coverage for life insurance provided by us to each NEO.

CEO Pay Ratio

We believe our executive compensation program should be internally consistent and equitable to motivate our employees to create shareholder value. Our committee strives to design a fair and competitive compensation program that will attract, motivate, and retain employees, reward performance, and provide incentives based on our performance. As required by SEC rules, the committee reviewed a comparison of CEO pay to the pay of our "median employee." The median employee was determined from a review of our employees as of December 31, 2021. In this review, we applied the average 2021 U.S. Dollar exchange rate, as reported by Bloomberg, to the Canadian Dollar. We determined our median employee by ranking employees from highest to lowest, excluding our CEO, based on W-2 earnings statement or comparable annual earnings statement for non-U.S. employees.

The total compensation for the median employee was calculated in the same manner as our CEO.

For 2021, the annual total compensation of our CEO was \$4,740,576, and the annual total compensation of our median employee was \$108,760. The ratio of CEO pay to the pay of our median employee was 44 to 1.

OTHER BENEFITS

Retirement Plan

Except for our NEOs who are Canadian citizens, our NEOs participate in the Retirement Plan, which is a defined benefit plan. Canadian NEOs participate in Canada's public retirement income system, which includes the following components: (i) the Canada (or Quebec) Pension Plan, which is a contributory, earnings-related social insurance program, and (ii) the Old Age Security program. In addition, the Registered Retirement Savings Plan is a tax-deferred individual savings plan available to Canadian employees. Mexican employees participate in Mexico's public retirement income system, which is based on contributions the employee, employer and the government submit to the retirement savings system. The system is administered through savings accounts managed by private fund managers selected by the participant.

Contributions to the Retirement Plan, and the related expense or income, are based on general actuarial calculations and, accordingly, no portion of our contributions, and related expenses or income, is specifically attributable to our officers. We also have the SERP under which the amount of any benefits not payable under the Retirement Plan by reason of the limitations imposed by the Internal Revenue Code and/or the Employee Retirement Income Security Act, as amended (the "Acts"), and the loss, if any, due to a deferral of salary made under our KEDCP will be paid out of our general funds to any employee covered by the SERP who may be adversely affected. Under the Acts, the current maximum annual pension benefit payable by the Retirement Plan to any employee is \$230,000 (for 2021), subject to specified adjustments, and is calculated using earnings not more than \$290,000. Upon reaching the normal retirement age of 65, each participant is eligible to receive annual retirement benefits in monthly installments for life equal to, for each year of credited service, 1% of final average annual earnings (defined as the highest average earnings of such employee for any 36 consecutive calendar months for participants hired on or before June 30, 2013, and as the highest average earnings of such employee for any 60 consecutive calendar months, for participants hired after June 30, 2013, during the final 120 calendar months of service) up to the applicable covered compensation level (which level is based on the Social Security maximum taxable wage base) and 1.75% of the difference, if any, between final average annual earnings and the applicable covered compensation level. The Retirement Plan and SERP define earnings for purposes of the plans to be "a wage or salary for services of employees inclusive of any bonus or special pay including gain-sharing programs, contract miners' bonus pay and the equivalent," except that on or after July 1, 2013, earnings are defined as "base salary or wages for personal services and elective deferrals plus (i) elective deferrals not includable in the gross income of the employee under Code Sections 125, 132(f)(4), 402(e)(3), 402(h), 403(b) and 457, (ii) one-half (1/2) of any performance-based or STIP bonus, (iii) one-half (1/2) of any safety incentive award, (iv) paid time off, other than pay while on disability leave, (v) any post-employment payment for services performed during the course of employment that would have been paid to the employee prior to the severance from employment if the employee had continued in employment with Hecla, and (vi) compensation for overtime at the employee's regular rate of pay."

The following table shows estimated aggregate annual benefits under our Retirement Plan and the SERP payable upon retirement to a participant who retires in 2021 at age 65 having the years of service and final average annual earnings as specified. The table assumes Social Security covered compensation levels as in effect on January 1, 2021.

Estimated Annual Retirement Benefits

Final Average Annual Earnings	Years of Credited Service						
	5	10	15	20	25	30	35
\$ 100,000	\$ 5,204	\$ 10,408	\$ 15,612	\$ 20,816	\$ 26,020	\$ 31,224	\$ 36,428
150,000	9,579	19,158	28,737	38,316	47,895	57,474	67,053
200,000	13,954	27,908	41,862	55,816	69,770	83,724	97,678
250,000	18,329	36,658	54,987	73,316	91,645	109,974	128,303
300,000	22,704	45,408	68,112	90,816	113,520	136,224	158,928
350,000	27,079	54,158	81,237	108,316	135,395	162,474	189,553
400,000	31,454	62,908	94,362	125,816	157,270	188,724	220,178
450,000	35,829	71,658	107,487	143,316	179,145	214,974	250,803
500,000	40,204	80,408	120,612	160,816	201,020	241,224	281,428
550,000	44,579	89,158	133,737	178,316	222,895	267,474	312,053
600,000	48,954	97,908	146,862	195,816	244,770	293,724	342,678
650,000	53,329	106,658	159,987	213,316	266,645	319,974	373,303
700,000	57,704	115,408	173,112	230,816	288,520	346,224	403,928
750,000	62,079	124,158	186,237	248,316	310,395	372,474	434,553
800,000	66,454	132,908	199,362	265,816	332,270	398,724	465,178
850,000	70,829	141,658	212,487	283,316	354,145	424,974	495,803
900,000	75,204	150,408	225,612	300,816	376,020	451,224	526,428
950,000	79,579	159,158	238,737	318,316	397,895	477,474	557,053
1,000,000	83,954	167,908	251,862	335,816	419,770	503,724	587,678

Benefits listed in the pension table are not subject to any deduction for Social Security or other offset amounts. As of December 31, 2021, the following executive officers have completed the indicated number of full years of credited service: Mr. Baker, 20 years; Mr. Lawlar, 10 years; Mr. Roberts, 10 years; Mr. Brown, 6 years; Mr. Sienko, 11 years; and Mr. Hall, 5 years.

OTHER MATTERS

Certain Relationships and Related Transactions

On a quarterly basis, we review all relationships and transactions with related persons to determine whether such persons have a direct or indirect material interest. Transactions with related persons are those that involve our directors, executive officers, director nominees, greater than 5% shareholders, immediate family members of these persons, or entities in which one of these persons has a direct or indirect material interest. Transactions that are reviewed as related party transactions by us are transactions that involve amounts that would exceed \$120,000 (the current threshold required to be disclosed in the Proxy Statement under SEC regulations) and certain other transactions. Pursuant to our Code of Conduct, employees and directors have a duty to report any potential conflicts of interest to the appropriate level of management or to the Governance Committee. Our Board and NEOs respond to a quarterly related party transaction questionnaire prepared by our corporate legal department. We then evaluate these quarterly reports along with responses to our annual director and officer questionnaires for any indication of possible related party transactions. Our legal staff is primarily responsible for the development and implementation of processes and controls to obtain information from the directors and executive officers with respect to related party transactions. If a transaction is deemed by us to be a related party transaction, the information regarding the transaction is discussed with the Board. As required under the SEC rules, transactions that are determined to be directly or indirectly material to Hecla or a related party are disclosed in our Proxy Statement.

In December 2007, we created the Hecla Charitable Foundation (the “HCF”), which has provided and intends to continue to provide grants to other organizations for charitable and educational purposes. Mr. Phillips S. Baker, Jr., our CEO, serves as a director of the HCF, and Russell D. Lawlar, our Sr. Vice President and CFO, serves as Vice President of the HCF. In December 2007, our Board approved a contribution of 550,000 shares of our common stock to the HCF. Since 2007, the HCF sold the 550,000 shares of our common stock. In May 2020, our Board approved a contribution of 650,000 shares of our common stock to the HCF. Cash contributions totaling \$2.0 million and \$1.5 million were made by the Company to the HCF during 2011 and 2010, respectively. The funds from the sale of the shares and the additional cash were put into various investment accounts. The HCF is currently operating in a self-sufficient manner. The HCF holds 160,000 shares of our common stock as of December 31, 2021. The value of those shares based on the closing price of our common stock on the NYSE on December 31, 2021 (\$5.22), was \$835,200.

In 2021, we did not make any contribution to any charitable organization, of which a director served as an executive officer, which exceeded the greater of \$1 million or 2% of the charitable organization’s consolidated gross revenues.

Political Contributions and Engagement

Government policy is one of the most powerful external forces affecting us today. New laws and changes to existing laws can fundamentally impact the Company’s operations and the markets where it does business – and in turn, our bottom line, thereby affecting us and our employees, retirees, communities, and shareholders. It is important for government leaders to understand the impact of such actions. Because the impact of government policy is so critical to our survival and success, we participate in the political process and advocate in a responsible and constructive manner on issues that advance the Company’s goals and protect shareholder value. We are committed to the highest standard of ethical conduct in our involvement in policymaking and political process. We maintain the Hecla Mining Company Political Action Committee (“Hecla PAC”), which is a forum for our employees and directors to voluntarily contribute to a fund that supports the election of candidates to Congress that support a regulatory and legislative environment constructive to the operation and development of our mines. The Hecla PAC is organized under the provisions of the Federal Election Campaign Act of 1971 and the amendments of 1974, 1976 and 1979. Decisions about contributions to specific federal candidates are made by members of the Hecla PAC. In total, our employees contributed approximately \$17,217 to the Hecla PAC in 2021, and our directors contributed \$12,500 in 2021. The Hecla PAC then contributed those funds to federal candidates, state and local parties, and associations who are advocates for the natural resources industry. We file all required Hecla PAC contribution reports with the Federal Election Commission.

Delinquent Section 16(a) Reports

Section 16(a) of the Exchange Act requires our directors, executive officers, and holders of more than 10% of our common stock to file with the SEC reports regarding their ownership and changes in their ownership of our

common stock. These persons are required by the SEC to furnish us with copies of all Section 16(a) forms they file. The SEC has designated specific due dates for these reports, and we must identify in this Proxy Statement those persons who did not file these reports when due. To our knowledge, and based solely on our review of copies of such forms, or written representations from certain reporting persons that no such forms were required, we believe that during the calendar year ended December 31, 2021, all filing requirements applicable to our officers, directors and greater than 10% owners of our common stock were timely satisfied, with the exception of Mr. Baker filing a late Form 4 on March 3, 2021 to report shares sold by him on February 24, 2021. The late filing was due to Mr. Baker's stock brokerage firm not communicating that they had sold the shares in a timely manner.

Shareholder proposals to be included in next year's Proxy Statement

We will comply with Rule 14a-8 under the Exchange Act with respect to any shareholder proposals that meet that rule's requirements. We will review shareholder proposals intended to be included in our Proxy Statement for the 2023 Annual Meeting of Shareholders which are received by us at our principal executive offices located at 6500 N. Mineral Drive, Suite 200, Coeur d'Alene, Idaho 83815-9408, no later than December 7, 2022. Such proposals must be submitted in writing and should be sent to the attention of our Corporate Secretary.

You may contact the Corporate Secretary at our principal executive offices for a copy of the relevant Bylaw provisions regarding the requirements for making shareholder proposals and nominating director candidates.

Security Ownership of Certain Beneficial Owners and Management

The following table shows the number and percentage of shares of common stock each director and each executive officer named in the *Summary Compensation Table for 2021* beneficially owned as of March 28, 2022, our record date for the Annual Meeting, as well as the number owned by all directors and executive officers as a group. On the record date, all such persons together beneficially owned an aggregate of 1.6% of the outstanding shares of our common stock. Except as otherwise indicated, the directors, nominees and officers have sole voting and investment power with respect to the shares listed, including shares which the individual has the right to acquire, but has not done so.

Name of Beneficial Owner	Title of Class	Shares Beneficially Owned		Percent of Class
		Number	Nature	
Phillips S. Baker, Jr. President and CEO		2,620,520 ⁽¹⁾	Direct ⁽²⁾	
		46,787	401(k) Plan	
		223,923	RSU ⁽³⁾	
		1,795,964	Deferred ⁽⁴⁾	
		195,465	PSU ⁽⁵⁾	
	Common	4,882,659		*
Robert D. Brown Vice President – Corporate Development & Sustainability		266,941	Direct ⁽²⁾	
		–	401(k) Plan	
		82,682	RSU ⁽³⁾	
		47,978	PSU ⁽⁵⁾	
	Common	397,601		*
Russell D. Lawlar Sr. Vice President and CFO		9,200	Direct ⁽²⁾	
		4,243	401(k) Plan	
		43,833	RSU ⁽³⁾	
		13,959	PSU ⁽⁵⁾	
	Common	71,235		*
Lauren M. Roberts Sr. Vice President and COO		207,208	Direct ⁽²⁾	
		5,591	401(k) Plan	
		115,371	RSU ⁽³⁾	
		339,119	Deferred ⁽⁴⁾	
		68,541	PSU ⁽⁵⁾	
	Common	735,830		*

Name of Beneficial Owner	Title of Class	Shares Beneficially Owned		Percent of Class
		Number	Nature	
David C. Sienko Vice President and General Counsel		654,902	Direct ⁽²⁾	
		3,780	401(k) Plan	
		79,213	RSU ⁽³⁾	
		45,693	PSU ⁽⁵⁾	
	Common	783,588		*
Catherine J. Boggs Director		104,678	Direct ⁽²⁾	
		106,046	Indirect ⁽⁶⁾	
	Common	210,724		*
Ted Crumley Director		76,536	Direct ⁽²⁾	
		250,056	Indirect ⁽⁶⁾	
	Common	326,592		*
George R. Johnson Director		17,273	Direct ⁽²⁾	
		177,717	Indirect ⁽⁶⁾	
	Common	194,990		*
Stephen F. Ralbovsky Director		6,123	Direct ⁽²⁾	
		177,717	Indirect ⁽⁶⁾	
	Common	183,840		*
Terry V. Rogers Director		36,117	Direct ⁽²⁾	
		138,119	Indirect ⁽⁶⁾	
	Common	174,236		*
Charles B. Stanley Director		--	Direct ⁽²⁾	
		219,103	Indirect ⁽⁶⁾	
	Common	219,103		*
Alice Wong Director		--	Direct ⁽²⁾	
		29,625	Indirect ⁽⁶⁾	
	Common	29,625		*

All current directors, director nominees and executive officers as a group (15 individuals) Common 8,433,039 1.6%

* Represents beneficial ownership of less than one percent, based upon 538,906,433 shares of our common stock issued and outstanding as of March 28, 2022.

(1) Includes 2,443,767 shares held jointly with Mr. Baker's spouse, as to which Mr. Baker shares voting and investment power.

(2) "Direct" means shares held of record and any shares beneficially owned through a trust, broker, financial institution, or other nominee, and with respect to which the officer or director has sole or shared voting power.

(3) "RSU" means restricted stock units awarded under the 2010 Stock Plan that have not vested. See footnote 1 of the *Outstanding Equity Awards at Fiscal Year-End for 2021* on page 62.

(4) "Deferred Shares" means stock that has vested or been awarded but is deferred until a distributable event under the terms of the KEDCP. See *Nonqualified Deferred Compensation for 2021* on page 65.

(5) "PSUs" means performance-based equity, based on a three-year TSR. See *PSUs* on page 51 and *Outstanding Equity Awards at Fiscal Year-End for 2021* table on page 62.

(6) "Indirect" means shares credited to each independent director, all of which are held indirectly in trust pursuant to our Stock Plan for Nonemployee Directors. Each director disclaims beneficial ownership of all shares held in trust under the stock plan. See *Compensation of Non-Management Directors* on page 26.

To our knowledge, as of March 28, 2022, the only “beneficial owners” (as such term is defined in Rule 13d-3 under the Exchange Act) of more than 5% of our common stock entitled to vote at the Annual Meeting are shown in the table below:

Title of Class	Name & Address of Beneficial Owner	Amount & Nature of Beneficial Ownership	Percent of Class
Common	Van Eck Associates Corporation ⁽¹⁾ 666 Third Ave. – 9th Floor New York, NY 10017	46,917,332	8.7%
Common	The Vanguard Group, Inc. ⁽²⁾ 100 Vanguard Blvd. Malvern, PA 19355	50,767,632	9.4%
Common	BlackRock, Inc. ⁽³⁾ 55 East 52nd Street New York, NY 10055	40,459,141	7.5%
Common	Dimensional Fund Advisors LP ⁽⁴⁾ Building One 6300 Bee Cave Rd. Austin, TX 78746	28,755,674	5.3%

- ⁽¹⁾ Based solely on a Schedule 13G/A filed on February 11, 2022, with the SEC by Van Eck Associates Corporation. Van Eck Associates Corporation has sole voting and dispositive power with respect to all shares.
- ⁽²⁾ Based solely on a Schedule 13G/A filed on February 10, 2022, with the SEC by The Vanguard Group, Inc. The Vanguard Group, Inc. has shared voting power with respect to 613,674 shares, sole dispositive power with respect to 49,677,744 shares, and shared dispositive power with respect to 1,089,888 shares.
- ⁽³⁾ Based solely on a Schedule 13G/A filed on February 1, 2022, with the SEC by BlackRock, Inc. BlackRock, Inc. has sole voting power with respect to 39,585,267 shares and sole dispositive power with respect to 40,459,141 shares.
- ⁽⁴⁾ Based solely on a Schedule 13G/A filed on February 8, 2022, with the SEC by Dimensional Fund Advisors LP. Dimensional Fund Advisors LP has sole voting power with respect to 28,206,956 shares and sole dispositive power with respect to 28,755,674 shares.

FREQUENTLY ASKED QUESTIONS

How can I attend the Annual Meeting?

Attending the Annual Meeting in Person

When: Thursday, May 26, 2022, at 8:30 a.m. PDT

Where: Elks Lodge #331, 419 Cedar St., Wallace, Idaho

This year, the Annual Meeting will be conducted in person and online via live webcast. All shareholders are invited to participate either in person or online. If participating in person we look forward to seeing you in Wallace, Idaho. To participate in the Annual Meeting, please arrive at the Elks Lodge by 8:15 a.m. Pacific Daylight Time and present yourself at the registration desk. **Shareholders wishing to vote in person during the Annual Meeting may pick up a ballot when they check in to the Annual Meeting.**

Attending the Virtual Meeting

When: Thursday, May 26, 2022, at 8:30 a.m. PDT

Where: Live webcast online at <http://www.virtualshareholdermeeting.com/HL2022>

This year, the Annual Meeting will be conducted in person and online via live audio webcast. All shareholders are invited to participate either in person or online. If participating online, participants are encouraged to submit questions during the Annual Meeting by visiting www.virtualshareholdermeeting.com/HL2022. Your attendance at the Annual Meeting does not automatically revoke a proxy previously submitted by you and we encourage shareholders to cast their votes by proxy even if they intend to participate in the Annual Meeting. **Shareholders wishing to vote electronically during the Annual Meeting must follow the instructions for voting by logging in to www.virtualshareholdermeeting.com/HL2022.**

To participate in the Annual Meeting, you will need the 16-digit control number included on your proxy card or your voting instruction form. The Annual Meeting will begin promptly at 8:30 a.m. PDT and we encourage you to access the website prior to the start time. Online access will be available beginning at 8:15 a.m. PDT.

The virtual Annual Meeting platform is fully supported across web browsers (Internet Explorer, Firefox, Chrome, and Safari) and devices (desktops, laptops, tablets, and cell phones) running the most updated version of applicable software and plugins. Participants should ensure they have a strong Internet connection wherever they intend to participate in the virtual Annual Meeting. Participants should also allow plenty of time to login to ensure that they can hear streaming audio prior to the start of the Annual Meeting.

If you wish to submit a question, you may do so in two ways. If you want to ask a question before the meeting, then beginning at 8:30 a.m. PDT on May 24, 2022, and until 11:59 p.m. PDT on May 25, 2022, you may log into www.proxyvote.com and enter your 16-digit control number. Once past the login screen, click on "Question for Management," type in your question, and click "Submit." Alternatively, if you want to submit your question during the meeting, log into the virtual meeting platform at www.virtualshareholdermeeting.com/HL2022, type your question into the "Ask a Question" field, and click "Submit."

Questions pertinent to meeting matters will be answered during the meeting, subject to time constraints. Questions regarding personal matters, including those related to other matters that are not pertinent to the meeting, may not be answered. Any questions pertinent to meeting matters that cannot be answered during the meeting due to time constraints can be sent to our Company email address at hmc-info@hecla-mining.com. We will answer your questions as soon as practical after the meeting.

If you encounter any difficulties accessing the virtual meeting during the check-in or meeting time, please call the technical support number that will be posted on the Virtual Shareholder Meeting log-in page.

What is a “shareholder of record”?

A shareholder of record or registered shareholder (“record owner”) is a shareholder whose ownership of Hecla stock is reflected directly on the books and records of our transfer agent, American Stock Transfer & Trust Company. If you hold Hecla stock through a bank, broker, or other intermediary, you are not a shareholder of record. Instead, you hold your stock in “street name,” and the record owner of your shares is usually your bank, broker, or other intermediary. If you are not a record owner, please understand that Hecla does not know that you are a shareholder, or how many shares you own.

I want to attend the 2020 Annual Meeting. What procedures must I follow?

The Annual Meeting will be conducted in person and virtually. All shareholders will be able to attend the Annual Meeting via webcast by entering the 16-digit control number included on the Notice of Internet Availability of Proxy Materials, on your proxy card, or on the instructions that accompanied your proxy materials at www.virtualshareholdermeeting.com/HL2022 (“Annual Meeting Website”). If you do not have a control number, you will be able to register as a guest; however, you will not be able to vote or submit questions before or during the meeting.

No recording of the Annual Meeting is allowed, including audio and video recording.

What can I do if I need technical assistance during the Annual Meeting?

If you encounter any difficulties accessing the annual Meeting webcast, please call the technical support number that will be posted on the Annual Meeting Website log-in page.

Are there Rules of Conduct for the Annual Meeting?

Yes, the Rules of Conduct for the Annual Meeting will be available on the Annual Meeting Website on the date of the Annual Meeting, and at the place of the in person Annual Meeting. The Rules of Conduct will provide information regarding the rules and procedures for participating in the Annual Meeting.

What is the “record date” for the Annual Meeting?

March 28, 2022

How many shares of Hecla stock are outstanding?

As of March 28, 2022, there were 538,906,433 shares of common stock outstanding and entitled to be voted. Shares of our common stock that are held by us in our treasury are not counted as shares outstanding and will not be voted. Each shareholder has one vote for each share of common stock held as of the Record Date.

I understand that a “quorum” of shareholders is required for Hecla to transact business at the Annual Meeting. What constitutes a quorum?

A quorum must be present for business to be conducted at the Annual Meeting. A quorum consists of the presence at the Annual Meeting, in person or represented by proxy, of a majority of the outstanding shares of our common stock as of the Record Date. Shares represented by proxies marked “Abstain” and “broker non-votes” are counted in determining whether a quorum is present for the transaction of business at the Annual Meeting.

Which Hecla shares will be entitled to vote at the Annual Meeting?

Hecla’s common stock (\$0.25 par value capital stock) is the only class of security entitled to vote at the Annual Meeting. Each record owner and each shareholder who holds stock in street name at the close of business as of the record date is entitled to one vote for each share held at the meeting, or any adjournment or postponement.

How can I vote my shares?

If your shares are held in your name, you have the right to vote your shares at the Annual Meeting by following the instructions listed below. If your shares are held in a brokerage account or by another nominee, you are considered the beneficial owner of shares held in street name. Since a beneficial owner is not the shareholder of

Frequently Asked Questions

record, you may not vote your shares at the Annual Meeting unless you obtain a “legal proxy” from your broker or nominee that holds your shares, giving you the right to vote the shares at the Annual Meeting.

Whether you hold shares directly as a shareholder of record or beneficially in street name, you may vote without participating in the Annual Meeting. You may vote by granting a proxy or, for shares held beneficially in street name, by submitting voting instructions to your broker or nominee. In most cases, you will be able to do this by using the Internet, by telephone, or by mail if you received a printed set of the Proxy Materials.

To vote by mail:

- Mark, sign, and date your proxy card; and
- Return your proxy card in the enclosed postage-paid envelope.

To vote by proxy over the Internet:

- Have your proxy card or Notice available;
- Log on to the Internet and visit the website noted on your proxy card or Notice (www.proxyvote.com);
- Follow the instructions provided; and
- Do not mail your proxy card.

To vote by proxy by telephone:

- Have your proxy card available;
- Call the toll-free number listed on your proxy card (1-800-690-6903);
- Follow the recorded instructions; and
- Do not mail your proxy card.

To vote during the Annual Meeting:

- Shares may be voted at the meeting by completing a ballot online during the meeting at www.virtualshareholdermeeting.com/HL2022; and
- Shares may be voted in person at the meeting by completing a ballot during the meeting.

To vote your 401(k) Plan shares:

If you participate in the Hecla Mining Company Capital Accumulation Plan (“401(k) Plan”) and hold shares of our common stock in your 401(k) Plan account as of the Record Date, you will receive a request for voting instructions from the plan trustee (“Vanguard”) with respect to your 401(k) Plan shares. You are entitled to direct Vanguard how to vote your 401(k) Plan shares. If you do not provide voting instructions to Vanguard by 10:00 a.m., Eastern Daylight Time, on May 24, 2022, the Hecla shares in your 401(k) Plan account will be voted by Vanguard in the same proportion as the shares held by Vanguard for which voting instructions have been received from other participants in the 401(k) Plan.

May I change or revoke my proxy?

Yes. If you are a shareholder of record, you may revoke your proxy and change your vote at any time before your proxy is voted at the Annual Meeting, in any of the following ways:

- By sending a written notice of revocation to our Corporate Secretary, if such notice is received prior to the vote at the Annual Meeting, at our principal executive offices: Hecla Mining Company, Attn: Corporate Secretary, 6500 N. Mineral Dr., Suite 200, Coeur d’Alene, ID 83815-9408.
- By submitting a later-dated proxy to our Corporate Secretary prior to the vote at the Annual Meeting; or
- By voting online during the meeting if you are a “*shareholder of record*” or a “*beneficial owner*.”

If you hold your shares in street name, you should contact your broker for information on how to revoke your voting instructions and provide new voting instructions.

If you hold your shares in the 401(k) Plan, you may revoke your previously provided voting instructions by filing with Vanguard either a written notice of revocation or a properly executed proxy bearing a later date prior to the deadline for voting your 401(k) Plan shares. If you hold your Hecla shares outside of the 401(k) Plan, you may vote those shares separately.

Will my votes be confidential?

Yes. All shareholder meeting proxies, ballots, and tabulations that identify individual shareholders are kept confidential and are not available for examination. In addition, the identity or the vote of any shareholder is not disclosed except as required by law.

What is a “broker discretionary voting”?

This refers to the NYSE rule allowing brokers to vote their customers’ shares on certain “routine” matters in the Proxy Statement at the brokers’ discretion when they have not received timely voting instructions from their customers. The NYSE rules on broker discretionary voting prohibit banks, brokers, and other intermediaries from voting uninstructed shares on certain matters, including the election for directors. Therefore, if you hold your stock in street name and you do not instruct your bank, broker, or other intermediary how to vote in the election of directors, no votes will be cast on your behalf. It is important that you cast your vote.

Are abstentions and broker non-votes counted as votes cast?

No. Abstentions and broker non-votes are not counted as votes cast and will have no effect on the outcome of the vote.

How can I contact Hecla’s transfer agent?

Contact our transfer agent either by writing American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York 11219, or by telephoning 1-800-937-5449.

What happens if I don’t vote on a proposal on the proxy card?

If you properly sign and return your proxy card or complete your proxy via the telephone or Internet, your shares will be voted as you direct. If you sign and return your proxy card but do not specify how you want your shares voted they will be voted FOR (i) the election of the nominees for Director as set forth under *Election of Class III Directors*; (ii) ratification of the appointment of the independent registered public accountants; and (iii) approval, on an advisory basis, of our executive compensation.

What is a Proxy?

A “proxy” is your legal appointment in a written document of another person to vote the shares that you own in accordance with your instructions. The persons you appoint to vote your shares are also called proxies. We have designated Phillips S. Baker, Jr., our President and CEO, and Michael B. White, our Corporate Secretary, as proxies for the Annual Meeting. When you sign the proxy card, you appoint each of Messrs. Baker and White as your representatives at the Annual Meeting. As your representatives, they will vote your shares at the Annual Meeting (including any adjournment or postponement) as you have instructed them on your proxy card.

What Votes are Required for the Proposals?

Under NYSE rules, if your shares are held in street name and you do not indicate how you wish to vote, your broker is only permitted to exercise its discretion to vote your shares on certain “routine” matters. Proposal 2 (Ratify the Appointment of BDO USA, LLP) is a “routine” matter. Proposal 1 (Election of Class III Directors), and Proposal 3 (Approval, on an advisory basis, of our Named Executive Officer Compensation) are “non-routine” matters. Accordingly, if you do not direct your broker how to vote for Proposals 1 or 3, your broker is not permitted to exercise discretion and is not permitted to vote your shares on such matters. This is called a “broker non-vote.”

Proposal 1 – Election of two Class III Directors. Pursuant to our Bylaws, each director will be elected by the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. Under a majority of votes cast standard, the shares voted “for” a nominee must exceed the number voted “against” that nominee. Shareholders may vote “for,” “against” or “abstain” with respect to this proposal. Abstentions and broker non-votes are not counted as votes cast, and thus will have no effect on the outcome of the vote. A properly executed proxy card marked “AGAINST” with respect to the election of directors will have an effect on the outcome of the vote. If the votes cast “against” an incumbent director exceed the number of votes cast “for” the

Frequently Asked Questions

director, the director will not be elected, will remain on the board as a holdover director and must stand for election at the next annual meeting of shareholders, absent his or her earlier resignation or removal. See *Majority Voting for Directors and Director Resignation Policy* on page 13 for a description of our director resignation policy.

You may vote “FOR,” “AGAINST,” or “ABSTAIN” on each nominee for election as a director.

Proposal 2 – Ratify the Appointment of BDO USA, LLP as our Independent Registered Public Accounting Firm for 2022. Under the Sarbanes-Oxley Act of 2002, the Audit Committee has the sole authority to appoint the independent registered public accounting firm for the Company. However, the Board feels that it is important for the shareholders to approve the selection of BDO USA, LLP. This proposal requires the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. Abstentions and broker non-votes are not counted as votes cast, and thus will have no effect on the outcome of the vote. Votes marked “AGAINST” will have an effect on the outcome of the vote. The appointment of our independent registered public accounting firm for calendar year 2022 is considered a “routine” matter and brokers that are not directed how to vote are permitted to vote shares held in street name for their customers on this proposal.

You may vote “FOR,” “AGAINST,” or “ABSTAIN” on the proposal to ratify the appointment of BDO USA, LLP as our independent registered public accounting firm for 2022.

Proposal 3 – Approval, on an Advisory Basis, of our Executive Compensation. For more information on approval of our executive compensation see “*Proposal 3 – Approval, on an Advisory Basis, of our Executive Compensation*” beginning on page 32. The advisory vote on executive compensation will require the affirmative vote of a majority of votes cast at the Annual Meeting, whether in person or by proxy. Under a majority of votes cast standard, the shares voted “for” Proposal 3 must exceed the number voted “against” Proposal 3 for the proposal to be approved. Abstentions and broker non-votes are not counted as votes cast for this purpose and will have no effect on the outcome of the vote. Votes marked “AGAINST” will have an effect on the outcome of the vote. Even though your vote is advisory and therefore will not be binding on the Company, the Board’s Compensation Committee will review the voting results and take them into consideration when making future decisions regarding executive compensation.

You may vote “FOR,” “AGAINST,” or “ABSTAIN” on the proposal to approve the compensation of our NEOs.

Discretionary voting by proxies on other matters. Aside from the proposals discussed above, no other proposals have been timely submitted in accordance with our Bylaws, and we do not know of any other proposal that may be presented at the Annual Meeting. However, if any other business is properly presented at the Annual Meeting, your proxy gives authority to Phillips S. Baker, Jr., and Michael B. White to vote on such matters at their discretion.

Assuming there is a proper quorum of shares represented at the Annual Meeting, how many shares are required to approve the proposals being voted upon in this Proxy Statement?

Proposal	Vote Required	Do abstentions count as votes cast?	Is broker discretionary voting allowed?
Election of Class III Directors	Majority of votes cast	No	No
Ratify the Appointment of BDO LLP	Majority of votes cast	No	Yes
Advisory Vote on Executive Compensation *	Majority of votes cast	No	No

* Advisory and non-binding

Where can I find the voting results of the Annual Meeting?

Preliminary voting results will be announced at the Annual Meeting. We will publish the results in a Current Report on Form 8-K that we expect to file with the SEC within four business days of the Annual Meeting. After the Form 8-K is filed, you may obtain a copy by visiting the SEC's website at www.sec.gov/edgar.shtml, visiting our website at www.hecla-mining.com under "Investors," and then selecting "Financial Reports & Filings," or contacting our Investor Relations Department by writing to Investor Relations Department, Hecla Mining Company, 6500 N. Mineral Dr., Suite 200, Coeur d'Alene, ID 83815-9408 or by sending an email to hmc-info@hecla-mining.com.

I received a Notice of Internet Availability of Proxy Materials. What does this mean?

Consistent with common practice and in accordance with SEC rules, Hecla is distributing proxy materials to some shareholders over the Internet by sending a Notice of Internet Availability of Proxy Materials ("Notice") that explains how to access our Proxy Materials and vote online. If you received a Notice and would like a printed copy of the proxy materials (including the Annual Report, Proxy Statement, and a proxy card in the case of record owners, or a voting instruction form in the case of shareholders holding shares in street name), please follow the instructions included in your Notice.

I received my proxy materials in hard copy. How may I arrange to receive electronic delivery of Proxy Materials, Annual Reports, News Releases, and documents filed with the SEC?

We want to communicate with you in the way that is most convenient for you. Our Proxy Materials are available on our website at www.hecla-mining.com. Instead of receiving paper copies of next year's Proxy Materials by mail, you can elect to receive an email message that will provide a link to those documents online. By opting to access your Proxy Materials online, you will:

- Gain faster access to your Proxy Materials;
- Save us the cost of producing and mailing documents to you; and
- Help preserve environmental resources.

If you are a shareholder of record, you may request and consent to electronic delivery of future Proxy Materials by following the instructions on your proxy card or by visiting our website at www.hecla-mining.com under "Investors," and then selecting "Electronic Proxy Request." If your shares are held in street name, please contact your broker, and ask about the availability of electronic delivery. If you select electronic delivery, we will discontinue mailing the Proxy Materials to you beginning next year and you will be sent an email message notifying you of the Internet address or addresses where you may access the Proxy Materials. You can receive a free paper or email copy of this year's Proxy Materials by requesting prior to May 12, 2022. If you would like to request a copy of the Proxy Materials for this and/or future shareholder meetings, you may (i) visit www.proxyvote.com, (ii) call 1-800- 579-1639, or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated on your Notice) in the subject line. Your consent to electronic delivery will remain in effect until you revoke it. If you selected electronic delivery last year, we will not mail the Proxy Materials to you this year and you will receive an email message with the Internet address where you may access the Proxy Materials for the current year.

Shareholders may also elect to receive notice of our filings with the SEC, annual reports, and news releases by email. You may sign up for this service by visiting our website at www.hecla-mining.com under "Investors" and selecting "Receive Email Alerts."

What is "householding" and does Hecla do this?

Many brokerage firms, financial institutions and transfer agents have instituted "householding" procedures for beneficial owners and shareholders of record. Householding is when a single copy of our Proxy Materials is sent to a household in which two or more shareholders reside if they appear to be members of the same family. This practice is designed to reduce duplicate mailings and save significant printing and postage costs, as well as natural resources.

If you are a beneficial owner, you may have received householding information from your broker, financial institution, or other nominee shareholder in the past. Please contact the shareholder of record directly if you have

Frequently Asked Questions

questions, require additional copies of our Proxy Materials, or wish to revoke your decision to household and thereby receive multiple copies. You should also contact the shareholder of record if you wish to institute householding. These options are available to you at any time.

Shareholders of record who share an address and would like to receive a separate copy of our Proxy Materials for future annual meetings, or have questions regarding the householding process, may contact our transfer agent, American Stock Transfer & Trust Company, either by written request or by telephone at: American Stock Transfer & Trust Company, 6201 15th Avenue, Brooklyn, New York 11219 – Telephone: 1-800-937-5449. By contacting American Stock Transfer & Trust Company, shareholders of record sharing an address can also request delivery of multiple copies of our Proxy Materials in the future.

Who is making this proxy solicitation and approximately how much will these solicitation activities cost?

We will bear all costs and expenses relating to the solicitation of proxies, including the costs of preparing, assembling, printing, mailing, and distributing these Proxy Materials. We have hired Broadridge to assist us in mailing these Proxy Materials. Additionally, we have retained Morrow Sodali LLC, 333 Ludlow Street, Fifth Floor, South tower, Stamford, Connecticut to assist in the solicitation of votes for an estimated fee of \$9,000, plus reimbursement of certain out-of-pocket expenses. Solicitations may be made personally or by mail, facsimile, telephone, or via the Internet. However, if you choose to access the Proxy Materials over the Internet, you are responsible for any Internet access charges you may incur. Arrangements will be made with brokerage firms and other custodians, nominees, and fiduciaries for forwarding solicitation materials to the beneficial owners of the shares of common stock held by such persons, and we will reimburse such brokerage firms, custodians, nominees, and fiduciaries for reasonable out-of-pocket expenses incurred by them in connection with such activities.

Where can I get a copy of Hecla's Annual Report?

Our Annual Report to Shareholders, consisting of our Form 10-K for the year ended December 31, 2021, and other information, is being made available to shareholders with this Proxy Statement. Shareholders may obtain a copy of our Annual Report for the calendar year ended December 31, 2021, without cost, by written or oral request to: Hecla Mining Company, Attention: Investor Relations, 6500 N. Mineral Dr., Suite 200, Coeur d'Alene, Idaho 83815-9408 – Telephone: 208-769-4100

You can also access our SEC filings, including our Annual Reports on Form 10-K, and all amendments thereto, on the SEC website at www.sec.gov/edgar.shtml or on our website at www.hecla-mining.com under "Investors," and then selecting "Financial Reports & Filings."

Where can I find additional information about Hecla?

The principal executive office of our Company is located at 6500 N. Mineral Dr., Suite 200, Coeur d'Alene, Idaho 83815. Our telephone number at this address is 208-769-4100. Our common stock is traded on the NYSE under the symbol "HL."

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and other information with the SEC. As an electronic filer, our public filings are maintained on the SEC's Internet site that contains reports, proxy statements, and other information regarding issuers that file electronically with the SEC. The address of that website is www.sec.gov/edgar.shtml.

Our annual report for the year ended December 31, 2021, including financial statements and schedules, is included with this Proxy Statement.

We maintain a company website at www.hecla-mining.com from which you can alternatively access the reports we file with the SEC. Our committee charters and other important corporate governance documents are also available on our website.

Other than the items in the Proxy Statement, what other items of business will be addressed at the Annual Meeting?

As of the date of this Proxy Statement, the Board is not aware of any matters that will be presented for action at the Annual Meeting other than those described above. However, should other business properly be brought before the Annual Meeting, the proxies will be voted thereon at the discretion of the persons acting thereunder.

By Order of the Board of Directors



Michael B. White
Corporate Secretary

April 12, 2022

To the extent that this proxy statement is incorporated by reference into any other filing by the Company under the Securities Act of 1933 or the Securities Exchange Act of 1934, the sections of this proxy statement entitled *Compensation Committee Report* and *Audit Committee Report* (to the extent permitted by SEC rules) will not be deemed incorporated, unless specifically provided otherwise in such filing.

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APPENDIX A

Reconciliation of Non-GAAP Measures to GAAP

Reconciliation of Cash Provided by Operating Activities (GAAP) to Free Cash Flow (non-GAAP)

The non-GAAP measure of free cash flow is calculated as net cash provided by operating activities (GAAP) less additions to properties, plants, equipment and mineral interests (GAAP). Management believes that, when presented in conjunction with comparable GAAP measures, free cash flow is useful to investors in evaluating our operating performance. The following table reconciles net cash provided by operating activities to free cash flow:

Dollars are in thousands	December 31, 2021
Net cash provided by operating activities (GAAP)	\$ 220,337
Less: Additions to properties, plants, equipment and mineral interests (GAAP)	(109,048)
Free cash flow ¹⁰	<u><u>\$ 111,289</u></u>

Reconciliation of Mine Site Cash Provided by Operating Activities (GAAP) to Mine Site Operating Cash Flow Less Capital (non-GAAP)

The non-GAAP measure of mine site operating cash flow less capital, which is a performance measure for our LTIP, is calculated as mine site cash provided by operating activities, less additions to properties, plants, equipment and mineral interests. Management believes that, when presented in conjunction with comparable GAAP measures, mine site operating cash flow less capital is useful to investors in evaluating our operating performance. The following table reconciles mine site cash provided by operating activities to mine site operating cash flow less capital:

Dollars are in thousands	December 31, 2021
Mine site cash provided by operating activities	\$ 445,927
Less: Additions to properties, plants equipment and mineral interests	(289,821)
Mine site operating cash flow less capital	<u><u>\$ 156,106</u></u>

Reconciliation of Net Income (Loss) (GAAP) to Earnings Before Interest, Taxes, Depreciation, and Amortization (non-GAAP)

The non-GAAP measure of earnings before interest, taxes, depreciation, and amortization ("EBITDA") is calculated as net income (loss) before the following items: interest expense, income tax benefit provision, and depreciation, depletion, and amortization expense. Management believes that, when presented in conjunction with comparable GAAP measures, EBITDA is useful to investors in evaluating our operating performance. The table below presents reconciliations between the GAAP measure of net loss to the non-GAAP measure EBITDA for the years ended December 31, 2021, 2020 and 2019 (in thousands).

	Year ended December 31,		
	2021	2020	2019
Net income (loss) (GAAP)	\$ 35,095	\$ (9,457)	\$ (94,909)
Interest expense	41,945	49,569	48,447
Income tax (benefit) provision	(29,569)	8,199	(18,318)
Depreciation, depletion, and amortization	172,651	155,006	196,408
EBITDA	<u><u>\$220,122</u></u>	<u><u>\$203,317</u></u>	<u><u>\$131,628</u></u>

¹⁰ Free cash flow is calculated as cash provided by operating activities (GAAP) less additions to properties, plans, equipment, and mineral interests (GAAP). Free cash flow is a measure used by management to evaluate the Company's operating performance but should not be considered as an alternative to cash flow from operations, as that term is defined by GAAP.

Reconciliation of Net Income (Loss) (GAAP) to Adjusted EBITDA Less Capital (non-GAAP)

The non-GAAP measure of Adjusted EBITDA less capital for use in STIP performance measurement is calculated as net income (loss) before the following items: interest expense, income tax benefit, depreciation, depletion, and amortization expense, acquisition costs, loss (gain) on disposition of properties, plants, equipment and mineral interests, suspension costs, foreign exchange loss (gain), unrealized loss (gain) on derivative contracts, provisional price (gains) losses, provisions for closed operations expense, stock-based compensation, unrealized losses on investments, interest and other income/expense, gain on sale of investments ("adjusted EBITDA") less capital expenditures at our operations.

The following table reconciles net loss to adjusted EBITDA less capital (in thousands):

	Year Ended December 31,	
	2021	2020
Net income (loss)	\$ 35,095	\$ (9,457)
Plus: Interest expense, net of amount capitalized	41,945	49,569
Plus: Income taxes	(29,569)	8,199
Plus: Depreciation, depletion and amortization	172,651	155,006
EBITDA	220,122	203,317
Less: Depreciation, depletion and amortization not at operating mines	(858)	(6,896)
Plus: Ramp-up and Suspension costs	23,012	24,911
Plus: Loss on disposition of properties, plants, equipment and mineral interests	87	572
Less/plus: Foreign exchange loss (gain)	(417)	4,605
Plus: Unrealized losses on derivative contracts	11,903	5,578
Less: Provisional price gains	(9,349)	(8,008)
Plus: Provision for closed operations and environmental matters	17,964	6,189
Plus: Stock-based compensation	6,081	6,458
Plus/less: Unrealized losses (gains) on investments	4,295	(10,272)
Plus: Adjustments of inventory to net realizable value	6,524	--
Plus: Foundation grant	--	1,970
Less/plus: Other	(584)	2,260
Adjusted EBITDA ¹¹	278,780	230,684
Less: Capital expenditures at operating mines	(108,855)	(99,939)
Adjusted EBITDA less capital	\$ 169,925	\$130,745

¹¹ Adjusted EBITDA is a measure used by management to evaluate the Company's operating performance but should not be considered an alternative to net income, as that term is defined by GAAP. In addition, the Company may use it when formulating performance goals and targets under its incentive program.

