



## **COPPER MOUNTAIN MINING CORPORATION**

### **CODE OF BUSINESS CONDUCT AND ETHICS**

This Code of Business Conduct and Ethics (“Code”) is intended to document the principles of conduct and ethics to be followed by Copper Mountain Mining Corporation (the “Company”) and its employees, officers and directors. Its purpose is to promote honest, fair and ethical conduct, including the ethical handling of actual or apparent conflicts of interest. All employees, officers and directors are also required to adhere to the Company’s Insider Trading Policy and Share Dealing Code.

- **CONFLICTS OF INTEREST** - Employees, officers and directors of The Company shall avoid situations where their personal interest could conflict with, or even appear to conflict with, the interests of the Company and its shareholders. In the event that any potential conflict of interest arises involving an employee or an officer, the individual involved must immediately notify the Chief Executive Officer in writing and no further action may be taken unless by the Chief Executive Officer. In the event that any potential conflict of interest arises involving a director, the individual must immediately notify the Chairman of the Board of Directors and the Chief Executive Officer or, in the case of a conflict involving the Chairman of the Board, the Chairman of the Corporate Governance Committee and the Chief Executive Officer, in writing and no further action may be taken unless authorized by the Chairman of the Board or the Chairman of the Corporation Governance Committee, as applicable, and the Chief Executive Officer.
- **CONFIDENTIAL INFORMATION AND NON-DISCLOSURE**

Employees, officers and directors may have access to and become acquainted with Confidential Information of the Company and which is used in or generated by the operations of the Company and its business.

“Confidential Information” means any information identified or reasonably identifiable as confidential and proprietary information of the Company concerning the Company and its subsidiaries operating results and business not generally available to third parties consisting of but not limited to: (i) production results; (ii) significant changes in operations; (iii) compliance with covenants in major agreements; (iv) regulatory and environmental compliance; (v) delivery and sale of the Company’s production; (vi) exploration results; (vii) acquisitions of property, (viii) acquisition or divestitures; (ix) business plans, and any materials or information relating to the business of the Company or its goodwill, (x) any confidential information in any media which is owned by a third party and provided to the Company under a confidentiality agreement; and (xi) any other confidential information of the Company which is determined by a court of competent jurisdiction not to rise to the level of a trade secret under applicable law in the jurisdiction in which the Company operates.



Employees, officers and directors shall keep confidential and not disclose, directly or indirectly, to anyone or use Confidential Information during the period of employment or at any time thereafter, except as required in the course of the employment or engagement with the Company or its subsidiaries. Under no circumstances shall employees, officers or directors seek to derive benefit from such information.

- **COMMUNICATION, INTERNET AND ELECTRONIC MAIL USE POLICY** – Employees, officers and directors acknowledge and agree that the Company places certain restrictions on use of the Internet and electronic mail at the workplace and the Company’s equipment or systems or employees, officers and directors further agree not to (i) disseminate or print any Confidential Information materials or materials containing Confidential Information; (ii) either verbally, in writing or electronically use offensive or harassing statements or language that is disparaging of others based upon their race, national origin, sex, sexual orientation, age, disability, religious or political beliefs; (iii) visit “hate” or “adult only” sites; (iv) gamble or engage in any other activity in violation of applicable law; and (v) send, receive, print or otherwise disseminate Confidential Information which is owned by the Company’s except as required in the course of employment or engagement with the Company. In addition, Employees, officers and directors involved in blogging, although not hosted on the Company’s facilities and equipment of the Company, shall not make reference to the Company on a blog and must comply with this and other Company policies, particularly the “Confidential Information and Non-Disclosure” above.
- **DEALING WITH SUPPLIERS AND SERVICE PROVIDERS** - All purchases of goods and services by the Company will be made exclusively on the basis of price, quality, service and suitability to the Company's needs. Employees, officers or directors are prohibited from accepting gifts of money or receiving any type of personal kickbacks, rebates or other "under-the-table" payments. Employees, officers and directors may accept unsolicited non-monetary gifts provided they are appropriate and customary client development gifts for the industry. When in doubt, the employee, officer or director should check with the Chief Executive Officer.
- **DEALING WITH PUBLIC OFFICIALS** - No employee shall make any form of payment, direct or indirect, or provide anything of value to any public official as inducement to procuring or keeping business or having a law or regulation enacted, defeated, or violated or obtaining a license or permit.
- **EQUAL OPPORTUNITY** - There shall be no discrimination against any employee or applicant because of race, religion, color, sex, sexual orientation, age, national or ethnic origin, or physical handicap (unless demands of the position are prohibitive). The Company will maintain a work environment free of discriminatory practice of any kind.



- **HEALTH, SAFETY, AND ENVIRONMENTAL PROTECTION** - It is the Company's policy to pay due regard to the health and safety of its employees, officers, directors and others and to the state of the environment.
- **USE OF AGENTS-** Agents or other non-employees cannot be used to circumvent the law or to engage in practices that run contrary to this Code.
- **INTERNATIONAL OPERATIONS AND BUSINESS PRACTICES** - Employees, officers and directors operating outside of Canada have a special responsibility to know and obey laws and regulations of countries where they act for the Company and to conduct themselves in accordance with local business practices. The Company recognizes that laws, regulations, business practices and customs vary throughout the world and that, in certain cases, may be different from laws, regulations, business practices and customs in Canada. The Company and its employees, officers and directors shall endeavour to comply with all applicable laws including those relating to foreign corrupt practices.
- **ANNUAL RECONFIRMATION OF COMPLIANCE WITH CODE OF BUSINESS CONDUCT AND ETHICS** – It is the Company's policy that officers and directors of the Company or any subsidiary of the Company reconfirm in writing their compliance with this policy on an annual basis.