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## CODE OF BUSINESS CONDUCT AND ETHICS

Copper Mountain Mining Corporation (the “Company”) is committed to conducting its business ethically and legally. This Code and the specific related policies and practices will be used in identifying and managing ethical situations and in making ethical business decisions that adhere to these commitments.

### **Compliance with Laws and Regulations**

All employees, contractors, consultants (the “Employees”), officers (the “Officers”) and directors (the “Directors”) will comply with the laws, rules and regulations applicable to the Company and will comply with the requirements of applicable securities regulatory authorities and stock exchanges.

### **Conflicts of Interest**

Employees, Officers and Directors will avoid situations where personal interests could conflict or could appear to conflict with duties and responsibilities or the interests of the Company. A conflict of interest may occur where involvement in any activity, with or without the involvement of a related party, prevents the proper performance of the Employee, Officer or Director’s duties to the Company or creates or appears to create, a situation where judgement or ability to act in the best interest of the Company is affected.

When faced with an actual or potential conflict of interest situation. Employees must consult their supervisor and Officers and Directors must follow obligations as set out in relevant statutes and Company by-laws and must inform the Chair of the Board of Directors of any such conflict. Supervisors will ensure that Employees are not involved in any decision or operation where a conflict is present. The Chair of the Board will ensure that Officers and Directors are not involved in any decision or operation related to a conflict.

### **Corporate Opportunities**

Employees, Officers and Directors are prohibited from taking opportunities discovered through the use of corporate property, information or position, using corporate property, information or position for personal gain, and competing with the Company.

### **Confidentiality and Disclosure**

Confidential information includes all non-public information that might be of use to competitors, or harmful to the Company or its customers, if disclosed. Confidential information must not be disclosed unless specific authorization is given to do so or such disclosure is legally mandated. Knowledge of confidential information about another company gained in the course of work duties or director duties at the Company must be protected in the same manner as confidential information about the Company.

Employees, Officers and Directors will not speak on behalf of the Company unless authorized to do so.

Taking advantage of, or benefiting from, information obtained at work or as a director of the Company that is not available to the public is not permitted. Friends, relatives or associates must not benefit from such information. Acquiring or disposing of securities, whether directly or through another person, where “insider” information is known and not yet publicly disclosed is prohibited.

These confidentiality obligations remain in effect even when a person has ceased to be an Employee, Officer or Director of the Company.

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## **Inducements and Gifts**

Unlawful or unethical behavior in the workplace of the Company is not accepted, including soliciting, accepting, or paying bribed or other illicit payments for any purpose. Situations where judgement might be influenced or appears to be influenced by improper considerations must be avoided. Payment or acceptance of any “kickbacks” from an external party is prohibited.

## **Political Activities**

Employees, Officers and Directors may choose to become involved in political activities as long as they undertake these activities on their own behalf. Employees, Officers and Directors may, on a personal level, give to any political party or candidate, but reimbursement by the Company is prohibited.

## **Fair Dealing**

Employees, Officers and Directors must endeavour to deal fairly with the Company’s customers, contractors, consultants, industry partners, employees and any other stakeholders, and must not take unfair advantage of anyone through manipulation, concealment, abuse of privileged information, misrepresentation of material facts, or any other unfair-dealing practice.

## **Protection and Proper Use of Assets**

The Company’s information, data, office equipment, tools, vehicles, supplies, facilities and services must be used only for authorized business purposes and used, maintained, accounted for and disposed of properly and with care. Unauthorized removal or destruction of the Company’s assets is strictly prohibited.

## **Accuracy of Books and Records**

The books and records of the Company must reflect in reasonable detail its transactions in a timely, fair and accurate financial manner to, among other things, permit the preparation of accurate financial statements in accordance with generally accepted accounting principles.

All business transactions that Employees, Officers and Directors have participated on behalf of the Company must be properly authorized, properly recorded and supported by accurate documentation in reasonable detail.

## **Accounting, Auditing or Disclosure Concerns**

The Company is required to provide full, fair, accurate, timely and understandable disclosure in reports and documents that are filed with, or submitted to, securities regulatory authorities and the Toronto Stock Exchange.

Employees, Officers and Directors have a duty to submit any good faith questions and concerns regarding questionable accounting, auditing, or disclosure matters or controls.

No information may be concealed from the Company's external auditors, internal auditors, the Board of Directors or the Audit Committee of the Board of Directors. It is illegal to fraudulently influence, coerce, manipulate or mislead an external auditor who is auditing the Company's financial statements.

### **Other Arrangements**

Prior to any Director commencing an assignment, arrangement, or other duties for the Company, the arrangement is required to be disclosed to the Chair of the Board and approved by the Board of Directors.

### **Observance of the Code of Business Conduct and Ethics**

All Employees, Officers and Directors are personally accountable for learning, endorsing and promoting this Code and applying it to their own conduct and field of work. All Employees, Officers and Directors will be asked to review this Code and confirm on a regular basis, through written or electronic declaration, that they understand their individual responsibilities and will conform to the requirements of the Code.

Employees with questions about this Code or specific situations are encouraged to refer the matter to their supervisor. Officers and Directors with questions about this Code or specific situations are encouraged to refer the matter to the Chair of the Board of Directors.

Violation of this Code by an Employee, Officer or Director may subject such person to disciplinary action, including termination.

### **Waivers**

Any waiver of this Code for Employees may be granted only by the President. Any waiver of this Code for Officer and Directors may only be made by the Board of Directors.