



To: Independent Tailings Review Board

From: Eric Dell

Date: December 15, 2020

Re: Terms of Reference – Update 5

Following is the Terms of Reference for the Copper Mountain Mine (CMM) Independent Tailings Review Board (ITRB).

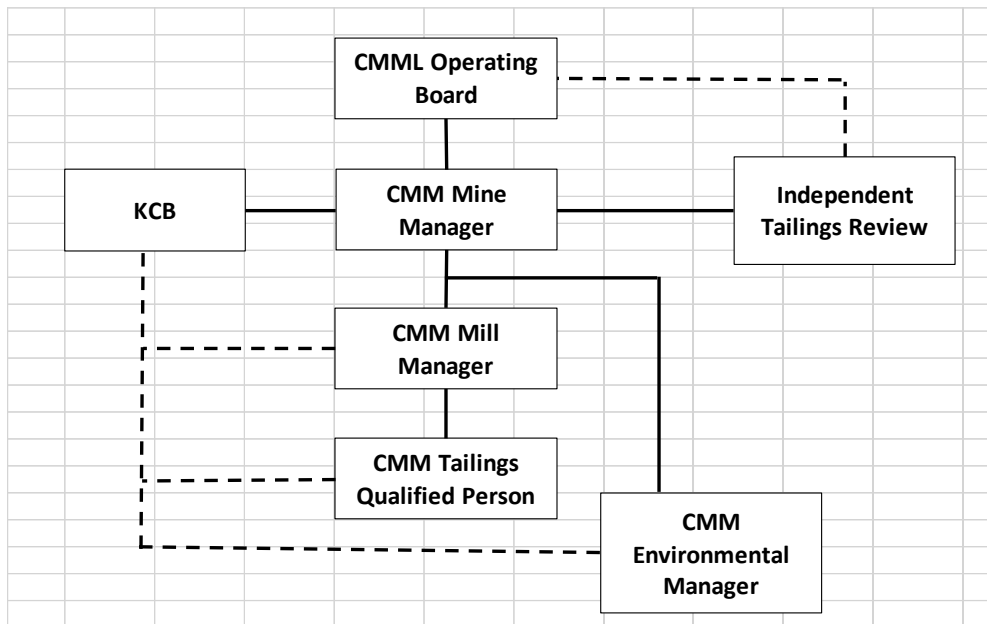
The existing Tailings Management structure includes a Designer of Record (DoR) and an Engineer of Record (EoR) for the Tailings Management Facility (TMF). The DoR is an Engineering Company (Klohn Crippen Berger, KCB) and the EoR (Andrew Witte, P.Eng. of KCB) is a qualified professional engineer representing the Engineering Company (KCB). Each year prior to March 31st, there is an updated construction plan generated as part of the Annual Review and As-built Report. This construction plan is completed by the DoR and includes an internal senior level review within the Engineering Company. The EoR is responsible to ensure the construction is completed within the design parameters.

In addition to the above design management, there is a third party Dam Safety Review (DSR) completed every 5 years as per the requirements of the BC Ministry of Energy and Mines (MEM) following the guidance set forth by the Canadian Dam Association (CDA) and Association of Professional Engineers and Geoscientists of BC (APEGBC). In the DSR, a third party Engineering Company completes a comprehensive review of the design, construction and operation of the TMF for conformance with relevant regulations and standards. The objective of the DSR is to confirm the design or identify opportunities to improve the design. KCB completed a DSR in 2016 prior to assuming the DoR responsibilities from AMEC.

Eric Dell, P.Eng. is designated as the Mine Manager for CMM under the Health, Safety and Reclamation Code for Mines in British Columbia, and is thus responsible and accountable for the safe design, construction and operation of the TMF.

The Mine Manager has designated a CMM employee (Graham Bonn, P.Eng.) as the Tailings Qualified Person (TQP). The TQP is responsible for being fully informed of all Tailings Management functions including dam design, construction, instrumentation, water balance, etc; and is the main point of contact for communication with the EoR and DoR.

The objective for the ITRB is to provide non-binding advice and guidance to the Mine Manager on the TMF. The ITRB will provide high level experienced review of the TMF to ensure robust management and conformance with relevant regulations, guidelines and industry best practices. The intention is the ITRB does not duplicate efforts of the EoR, DoR or DSR. The ITRB reports directly to the Mine Manager, with direct parallel reporting to the Copper Mountain Mine Limited (CMML) Accountable Executive, Don Strickland, P.Eng..



The ITRB presently consists of Peter Lighthall, P. Eng., Peter Campbell and Terry Eldridge, P. Eng. The ITRB members may change as required to meet the objectives of the ITRB.

The ITRB will meet at least once per year at the start of the tailings construction season to review the annual report and construction plan. However, the board may schedule to meet twice a year to include a meeting near the end of the tailings construction season. The ITRB meetings will be attended by the EoR, the TQP, the Mill Manager, the CMMC Chief Operating Officer and the Mine Manager. The TQP will provide the ITRB with relevant background reports at least 1 week prior to the meeting. The EoR will provide an update presentation of key items noted during the Annual Inspection and key issues or ongoing studies. The meeting will include a TMF site visit. The ITRB will submit a report to the Mine Manager and the Accountable Executive of the CMML Board of Directors within 3 weeks following each meeting.



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Confidential, non-public, or other information considered material to Copper Mountain that may be discussed in the ITRB meetings to provide context to technical discussions shall not be disclosed to external parties in any reporting or conversations without written consent from the Mine Manager.

In the Annual MEM Tailings Management Facility submission, the Mine Manager will note ITRB meeting dates, and any material concerns identified by the ITRB which have not been noted in the TMF Annual Review and As-Built Report.

Eric Dell
Mine Manager