



COPPER MOUNTAIN MINING CORPORATION

CHARTER OF THE CORPORATE SOCIAL RESPONSIBILITY COMMITTEE OF THE BOARD OF DIRECTORS

The Corporate Social Responsibility Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) is established to assist the Board in overseeing the Company’s safety, health and environmental, corporate social responsibility, including good community relations, and human rights programs, policies and performance and the corporate culture in support of same (the “**Corporate Responsibilities**”). Other functions may from time to time be added by the Board.

Purpose

Copper Mountain Mining Corporation (“**CMMC**” or the “**Company**”) is committed to developing, operating, and closing its mines in a safe and responsible manner. To do this, the Company prioritizes the health and safety of the employees and the long-term and mutually beneficial relationships with host governments, communities, indigenous peoples and its employees, while working to minimize and mitigate the social and environmental impacts of its activities. Adopting a partnership approach will put the Company in a stronger position to earn the trust of its stakeholders and to support its operations throughout the life of the mines, thereby helping to create and protect shareholder value.

Membership

The Committee will be comprised of no fewer than three directors (the “**Member**”). The Board will appoint one of the Members as Committee Chair.

The Committee may form and delegate authority to subcommittees when and where appropriate.

Any Member may be removed from office or replaced at any time by the Board and shall cease to be a Member upon ceasing to be a director. Each Member shall hold office until the close of the next annual meeting of shareholders of the Company, or until the Member ceases to be a director, resigns, or is removed or replaced, whichever first occurs.

Meetings

The Committee shall meet as frequently as required but at least twice each year at such times and locations determined by the Committee Chair. The Committee is governed by the rules regarding meetings (including virtual meetings), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board. The Committee is authorized and empowered to adopt its own rules of procedure not



inconsistent with (a) any provision of this Charter, (b) any provision of the incorporating documents of CMMC, or (c) applicable law.

In the absence of the Committee Chair from any meeting, the Members shall elect a chair from those in attendance to act as chair of that meeting.

The Committee Chair shall appoint a secretary for each meeting of the Committee and shall maintain minutes of all meetings and record the deliberations of the Committee.

Reporting

Following the meetings of the Committee, the Committee Chair shall report to the Board on matters related to the Committee's functions and responsibilities.

Committee Responsibilities

1. The Committee's responsibilities with respect to safety and health matters include:
 - (a) reviewing the Company's safety and health programs, including corporate safety and health policies and standards;
 - (b) reviewing safety and health compliance issues;
 - (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the safety and health field and evaluates their impact on the Company; and
 - (d) reviewing the Company's safety and health performance and incident reports to assess the effectiveness of the safety and health program.

2. The Committee's responsibilities with respect to environmental matters include:
 - (a) reviewing the Company's environmental management program, including corporate environmental policies and standards;
 - (b) reviewing environmental compliance issues;
 - (c) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the environmental field and evaluates their impact on the Company;
 - (d) reviewing the Company's environmental performance and incident reports to assess the effectiveness of the environmental management program; and



- (e) reviewing the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.
3. The Committee's responsibilities with respect to corporate social responsibility matters include:
- (a) reviewing the Company's corporate social responsibility program, including significant sustainable development, community relations, relations with indigenous peoples and security policies and standards;
 - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the corporate social responsibility field and evaluates their impact on the Company; and
 - (c) reviewing the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.
4. The Committee's responsibilities with respect to human rights matters include:
- (a) reviewing the Company's human rights program, including human rights policies and standards;
 - (b) satisfying itself that management of the Company monitors trends and reviews current and emerging issues in the human rights field and evaluates their impact on the Company; and
 - (c) reviewing the Company's human rights performance to assess the effectiveness of the human rights program.
5. The Committee's responsibilities also include:
- (a) reviewing with management: (i) the establishment of appropriate systems, standards, and procedures for any aspect of Corporate Responsibility, and (ii) compliance with applicable laws, rules, regulations, and standards of corporate conduct, as the Committee determines appropriate;
 - (b) reviewing with management and with the Audit Committee of the Board, if required, as they relate to any aspect of Corporate Responsibility: (i) programs with respect to risk assessment and risk management; (ii) activities taken to monitor and mitigate risks; (iii) the effect of relevant regulatory initiatives and trends; and (iv) all material claims, demands, and legal proceedings against the Company;
 - (c) reviewing with management the potential effect that any new major exploration, development, operating, or new business activity may have relating to any aspect of Corporate Responsibility;



- (d) reviewing with management the Company's record of performance on Corporate Responsibility, along with any proposed actions based on the record of performance;
- (e) reporting regularly to the Board and, where appropriate, making recommendations to management of the Company and/or to the Board;
- (f) reviewing and assessing the Committee mandate and recommending any proposed changes to the Corporate Governance Committee of the Board; and
- (g) evaluating the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate.

Position Description for the Committee Chair

Outlined below is the position description for the Committee Chair.

The Chair manages the affairs of the Committee, including overseeing its effective operation and its undertaking of all oversight functions as set out in this Charter.

The primary responsibilities of the Chair include:

- providing effective Committee leadership, overseeing all aspects of the direction and administration of the Committee in fulfilling its mandate;
- overseeing the mandate, structure, composition, membership and activities delegated to the Committee;
- reporting the results of each Committee meeting at the next Board meeting and make available to each Director copies of the Committee meetings' materials and minutes, as requested;
- scheduling Committee meetings in consultation with the Chairman of the Board, other Committee members, and the appropriate members of management;
- setting the agenda for Committee meetings in consultation with the appropriate members of management;
- chairing all Committee meetings;
- communicating with appropriate members of management in fulfilling the mandate of the Committee;
- confirming that Committee members are receiving written information and are exposed to presentations from management consistent with fulfilling the mandate of the Committee;



- allotting sufficient time during Committee meetings to fully discuss agenda items of relevance and importance to Directors;
- retaining, in consultation with the Chairman of the Board, expert consultants on behalf of the Committee, as needed; and
- overseeing the assessment of the performance of the Committee annually.

Powers

The Committee shall have the authority, including approval of fees and other retention terms, to obtain advice and assistance from outside legal or other advisors in its sole discretion, at the expense of the Company, which shall provide adequate funding for such purposes. The Company shall also provide the Committee with adequate funding for the ordinary administrative expenses of the Committee. The Committee shall have unrestricted access to information and management, including private meetings, as it considers necessary or appropriate to discharge its duties and responsibilities. The Committee may, in its discretion, delegate all or a portion of its duties and responsibilities to a subcommittee of the Committee.