

COPPER MOUNTAIN MINING CORPORATION

Corporate Responsibility Committee Charter

The Corporate 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 Chairman.

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 Chairman. 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 Chairman from any meeting, the Members shall elect a chair from those in attendance to act as chairman of that meeting.

The Committee Chairman 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 Chairman 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 to 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, if required, as they relate to any aspect to 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 to 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; and
- (g) evaluating the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate.

Responsibilities of Committee Chair

The fundamental responsibility of the Committee Chair is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities include:

- (a) working with the Chairman of the Board and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

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.