



NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

When

Thursday, June 9, 2022 at 2:00 p.m. (Vancouver time)

Where

Out of an abundance of caution, to proactively deal with potential issues arising from the unprecedented public health impact of the Coronavirus Disease 2019 (COVID-19), and to limit and mitigate risks to the health and safety of our communities, shareholders (“**Shareholders**”), employees, directors and other stakeholders, we will hold our 2022 annual general and special meeting of Shareholders to be held on Thursday, June 9, 2022 (the “**Meeting**”) in a virtual only format conducted by live audio webcast.

The virtual Meeting will be accessible online at www.virtualshareholdermeeting.com/CMMC2022.

What

We will cover the following items of business:

1. To receive the audited consolidated financial statements of Copper Mountain Mining Corporation (the “**Corporation**”) for the fiscal year ended December 31, 2021, together with the auditor’s report thereon;
2. To fix the number of directors to be elected at eight;
3. To elect directors for the ensuing year;
4. To appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the auditor of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
5. To consider and, if deemed appropriate, approve the non-binding advisory resolution to accept the Corporation’s approach to executive compensation, as more particularly described and set forth in the accompanying management information circular (the “**Circular**”);
6. To consider and, if deemed appropriate, approve, with or without variation, an ordinary resolution, approving the Corporation’s 2022 Long-Term Incentive Plan (as defined in the Circular), as more particularly described and set forth in the Circular; and
7. To transact such further or other business as may properly come before the Meeting or any adjournment or adjournments thereof.

Board’s Recommendation

The Board of Directors of the Corporation unanimously recommends that Shareholders vote FOR each of the foregoing resolutions at the Meeting.

Meeting Format

The Corporation is holding the Meeting this year as a completely virtual Meeting, which will be conducted via live audio webcast, where all Shareholders regardless of geographic location will have an equal opportunity to participate at the Meeting online. Shareholders will not be able to attend the Meeting in person.

Registered Shareholders and duly appointed proxy holders will be able to attend, participate and vote at the Meeting online, all in real time, at www.virtualshareholdermeeting.com/CMMC2022, provided they are connected to the Internet and comply with all of the requirements set out in the Circular.

Beneficial Shareholders (being Shareholders who hold their Common Shares through a broker, investment dealer, bank, trust company, custodian, nominee or other intermediary) will be able to attend the Meeting virtually, ask questions and vote, all in real time, if they duly appoint themselves as their own proxy holder and comply with all of the requirements set out in the Circular relating to that appointment and registration. Failing which, any beneficial Shareholder will be able to attend the Meeting virtually as a Shareholder and will be able to ask questions but not vote at the Meeting.

Your Vote is Important

Accompanying this Notice of Meeting is the Circular, which provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to and expressly made a part of this Notice of Meeting.

You have the right to vote if you were a Shareholder as of the close of business on April 25, 2022. If you are a registered Shareholder and are unable to attend the Meeting in person, please complete, date and execute the accompanying form of proxy and deposit it with Broadridge Investor Communications Corporation (“**Broadridge**”) in accordance with the instructions on the form of proxy on or before 2:00 p.m. (Vancouver time) on June 7, 2022 or, if the Meeting is adjourned, not less than 48 hours (excluding Saturdays, Sundays and holidays) prior to any adjournment or postponement. Non-registered Shareholders should complete and return the voting instruction form or other authorization provided to them in accordance with the instructions provided therein.

Notice and Access

We are using notice and access procedures to deliver our Meeting materials to registered and beneficial Shareholders. You are receiving this Notice of Meeting with information on how you can access the Circular electronically, along with a proxy – or, in the case of non-registered Shareholders, a voting instruction form – for use in voting at the Meeting or submitting your voting instructions. Shareholders with existing instructions on their account to receive paper material will receive paper copies of Meeting materials. The Circular and proxy will be available on our website at www.CuMtn.com/investors/AGM as of April 29, 2022 and will remain on our website for one full year. You can also access the Meeting materials under the Corporation’s name at www.sedar.com.

Requesting a Paper Copy of the Circular

Upon request received at any time prior to or up to one year following the date of filing of the Circular, we will send you a paper copy of the Circular at no cost to you.

If you request it before the date of the Meeting, the Circular will be sent to you within three business days of receiving your request. To receive the Circular before the voting deadline and the date of the Meeting, we estimate that your request must be received no later than 5:00 p.m. (Vancouver time) on May 25, 2022. Please note that you will not receive another form of proxy or voting instruction form; in order to exercise your voting rights, please keep the one you received with this Notice of Meeting. If you request it on the date of the Meeting or in the year following the filing of the Circular, it will be sent to you within 10 calendar days of receiving your request.

Registered Shareholders and Beneficial (Non-Registered) Shareholders: Shareholders may request to receive paper copies of the proxy materials in connection with the Meeting, at no cost, by telephone at 1-877-451-2662 toll-free or by email at info@CuMtn.com.

Shareholders who would like more information about notice and access may contact the Corporation by telephone at 1-877-451-2662 toll-free or by email at info@CuMtn.com.

DATED at Vancouver, British Columbia, this 28th day of April, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Gilmour Clausen”

Gilmour Clausen

President and Chief Executive Officer