



CORPORATE GOVERNANCE COMMITTEE CHARTER **(Revised February 2022)**

I. PURPOSE

The Corporate Governance Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Copper Mountain Mining Corporation (the “**Company**”). Its primary function is to assist the Board in fulfilling its oversight responsibilities by:

- Assessing the effectiveness of the Board as a whole, the Committees of the Board and the contribution of individual directors, including considering the appropriate size of the Board;
- Reviewing the composition of the Board and ensuring it respects its independence criteria and determining whether directors are independent;
- Assessing the Company’s corporate governance policies and practices and adherence to such policies and practices;
- Proposing new nominees for appointment to the Board;
- Establishing, reviewing and amending from time to time, as necessary, the Company’s corporate governance policies;
- Proposing a Lead Director, if required, for Board approval; and
- Orienting new directors.

II. COMPOSITION, PROCEDURES AND ORGANIZATION

1. The members of the Committee and the Chair of the Committee shall be appointed annually by the Board at the first meeting of the Board following the annual general meeting of shareholders. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.
2. The Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be an “independent” director in accordance with National Policy 58-201 – *Corporate Governance Guidelines*, and each of whom shall be familiar with corporate governance practices and policies. Pursuant to Canadian corporate governance guidelines, in order to be considered “independent”, directors shall have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment.

3. The Chair of the Committee shall communicate as required with management and shareholders. Any communication with shareholders shall, if appropriate, be discussed with the President and Chief Executive Officer prior thereto.
4. If the Chair of the Committee is not present at any meeting of the Committee, one of the other members of the Committee present at the meeting shall be chosen by the Committee to preside at the meeting.
5. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.
6. The Committee shall meet at least twice per annum or more frequently as circumstances require.
7. The Committee may ask members of management or others to attend meetings or to provide information as necessary. In addition, the Committee or, at a minimum, the Chair, may meet with the Company's internal and external corporate counsel to discuss the Company's corporate governance policies and practices.
8. The quorum for the transaction of business at any meeting of the Committee shall be a majority of the number of members of the Committee or such greater number as the Committee shall by resolution determine, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. The Committee may also act by unanimous written consent of its members.
9. The Chief Executive Officer shall be available to advise the Committee, shall receive notice of all meetings of the Committee and may attend meetings at the invitation of the Chair.
10. Notice of the time and place of every meeting shall be given in writing or by e-mail communication to each member of the Committee at least forty-eight (48) hours prior to the time fixed for such meeting; provided, however, that a member may in any manner waive a notice of a meeting and attendance of a member at a meeting is a waiver of notice of the meeting, except where a member attends a meeting for the express purpose of objecting to the transaction of any business on the grounds that the meeting is not lawfully called.
11. The Chair shall develop and set the Committee's agenda, in consultation with other members of the Committee, the Board and management, as necessary. The agenda and information concerning the business to be conducted at each Committee meeting shall, to the extent practical, be communicated to the members of the Committee sufficiently in advance of each meeting to permit meaningful review.
12. The Committee shall fix its own procedure at meetings, keep records of its proceedings and report to the Board when the Committee may deem appropriate (but not later than the next meeting of the Board).

III. RESPONSIBILITIES AND DUTIES

The following functions shall be the common recurring activities of the Committee in carrying out its responsibilities as outlined in the “Purpose” section of this Charter. These functions should serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee as outlined in the “Purpose” section of this Charter.

The duties and responsibilities of the Committee shall be to:

1. Annually review this Charter and submit any recommended changes thereto for approval by the Board.
2. Review, on a periodic basis, the size and composition of the Board and review the directors’ relationships with regard to potential conflicts of interest and determine the independence of the members of the Board. The Committee will be responsible for ensuring that an appropriate number of independent directors sit on the Board. To facilitate this role, each director is required to complete an annual questionnaire disclosing the particulars of their external affiliations, business relationships and any potential conflicts of interest which could impact the directors’ independence.
3. Consider the competencies and skills the Board, as a whole, should possess.
4. Recommend suitable candidates for nomination for election as directors, including:
 - (a) Formulate criteria for candidates after considering the competencies and skills of each existing director;
 - (b) Consider the competencies, skills and other qualifications of each new nominee, including diversity, when assessing the nominee for the Board and whether or not each new nominee is able to devote sufficient time and resources to his or her duties as a Board member;
 - (c) Consider any potential conflicts of interest and independence;
 - (d) Canvass current Board members and use all available resources including external consultants for candidates; and
 - (e) Recommend to the Board proposed nominees for election to the Board at the next annual meeting of shareholders and fill any vacancies in the respective intervening period.
5. Give consideration to an appropriate size for the Board for the ensuing year.
6. Act in an advisory capacity to the Board.

7. Facilitate the independent functioning and maintain an effective relationship between the Board and management of the Company.
8. Assess, at least annually, the effectiveness of the Board as a whole, committees of the Board and the contribution of individual directors.
9. Recommend to the Board for its approval an independent director to act as Lead Director, if circumstances require one.
10. Review with the Board the Committee's recommendations concerning the Company's corporate governance practices and processes.
11. Be available as a forum for addressing the concerns of individual directors.
12. Direct preparation and review for disclosure to shareholders, as required, a report that describes the Company's corporate governance practices.
13. Approve position descriptions for the Chair and the Committee Chairs to assist with assessing their performance.
14. Recommend to directors any director education courses, or materials and/or presentations determined to be beneficial to the Board and the directors.
15. Review the Company's corporate governance policies and recommend changes to the Board for approval.
16. Ensure that any issues relating to corporate governance that are identified by the directors are raised with management.
17. Provide orientation for new Board and Committee members.
18. Review all shareholder proposals and recommend a response to the Board.

IV. OUTSIDE CONSULTANTS AND ADVISORS

The Committee, when it considers it necessary or advisable, may retain, at the Company's expense, outside consultants or advisors to assist or advise the Committee independently on any matter within its mandate. The Committee shall have the sole authority to retain and terminate any such consultants or advisors or any search firm to be used to identify director candidates, including sole authority to approve the fees and other retention terms for such persons.