



CORPORATE SOCIAL RESPONSIBILITY COMMITTEE CHARTER **(Revised February 2022)**

I. PURPOSE

The Corporate Social Responsibility Committee (the “**Committee**”) is a committee of the Board of Directors (the “**Board**”) of Copper Mountain Mining Corporation (the “**Company**”). It has been established to assist the Board in overseeing and assessing 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.

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, a majority of whom shall be an “independent” director in accordance with National Policy 58-201 – *Corporate Governance Guidelines*. 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. 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.
4. The Corporate Secretary of the Company shall be the Secretary of the Committee, unless otherwise determined by the Committee.
5. The Committee shall meet at least twice per annum or more frequently as circumstances require.
6. The Committee may ask members of management or others to attend meetings or to provide information as necessary.
7. 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.

8. 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.
9. 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.
10. 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. Safety and Health

- (a) Review the Company's safety and health programs, including corporate safety and health policies and standards;
- (b) Review safety and health compliance issues;
- (c) Satisfy 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) Review the Company's safety and health performance and incident reports to assess the effectiveness of the safety and health program.

2. Environmental

- (a) Review the Company's environmental management program, including corporate environmental policies and standards;
- (b) Review environmental compliance issues;
- (c) Satisfy 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) Review the Company's environmental performance and incident reports to assess the effectiveness of the environmental management program; and
- (e) Review the scope of potential environmental liabilities and the adequacy of the environmental management system to manage these liabilities.

3. Corporate Social Responsibility

- (a) Review the Company's corporate social responsibility program, including significant sustainable development, community relations, relations with Indigenous peoples and security policies and standards;
- (b) Satisfy 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) Review the Company's corporate social responsibility performance to assess the effectiveness of the corporate social responsibility program.

4. Human Rights

- (a) Review the Company's human rights program, including human rights policies and standards;
- (b) Satisfy 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) Review the Company's human rights performance to assess the effectiveness of the human rights program.

5. Other

- (a) Review with management: (i) the establishment of appropriate systems, standards, and procedures for any aspect of corporate responsibility; (ii) compliance with applicable laws, rules, regulations, and standards of corporate conduct, as the Committee determines appropriate; (iii) the potential effect that any new major

exploration, development, operating, or new business activity may have relating to any aspect of corporate responsibility; and (iv) the Company's record of performance on corporate responsibility, along with any proposed actions based on the record of performance;

- (b) Report regularly to the Board and, where appropriate, make recommendations to management of the Company and/or to the Board;
- (c) Annually review this Charter and submit any recommended changes thereto for approval by the Board; and
- (d) Evaluate the functioning of the Committee on an annual basis, including with reference to the discharge of its mandate.

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, including sole authority to approve the fees and other retention terms for such persons.