

COPPER MOUNTAIN MINING CORPORATION
TIMELY DISCLOSURE AND CONFIDENTIALITY POLICY

1. PURPOSE OF THIS POLICY

The purpose of this Policy is to ensure that Copper Mountain Mining Corporation (the “**Company**”) and all persons to whom this Policy applies meet their obligations under the provisions of securities laws and stock exchange rules by establishing a process for the timely disclosure of all Material Information (as defined herein) and understand their obligations to preserve the confidentiality of Undisclosed Material Information (as defined herein) and restrict access to Undisclosed Material Information to those who need to know it.

This Policy covers disclosures in documents filed with the securities regulators and written statements made in the Company’s annual and quarterly reports, press releases, letters to shareholders, presentations by senior management, discussions with analysts and information contained on the Company’s web site and other electronic communications. It extends to oral statements made in meetings and telephone conversations with analysts and investors, interviews with the media as well as speeches, press conferences and conference calls.

The Company shall comply with the disclosure laws and policies of all securities laws applicable to the Company, the rules and policies of the Toronto Stock Exchange and so long as there are any CHESSE depository instruments of the Company listed on the Australia Stock Exchange (ASX), the disclosure requirements of the ASX Listing Rules.

2. TO WHOM THIS POLICY APPLIES

The main groups to whom this Policy apply are set forth in Schedule “A” attached hereto. Each section of this Policy that imposes restrictions and obligations will describe which groups of persons are subject to that section. References in this Policy to “any person to whom this Policy applies” or similar references are intended to include persons in all of the groups described in Schedule “A”.

3. RESPONSIBILITY FOR THIS POLICY

3.1 Structure of the Disclosure Committee

The Company has created a corporate disclosure committee (the “**Disclosure Committee**”) which is responsible for the implementation of this Policy. The Disclosure Committee shall consist of the President and Chief Executive Officer, the Chief Financial Officer and the Executive Vice President of Strategy and Corporate Development of the Company and such other persons as may be designated by the Chief Executive Officer and the Chief Financial Officer. Notwithstanding the foregoing, the composition of the

Disclosure Committee may change from time to time and the Company shall advise all persons to whom this Policy applies of any such changes. The members of the Disclosure Committee present in person or by conference call at the time a meeting is convened shall constitute a quorum for all purposes. The Disclosure Committee may adopt disclosure controls and procedures in addition to those set out herein.

As required, as determined by the President and Chief Executive Officer, the Chief Financial Officer or any director, a meeting of the Board of Directors of the Company (the "Board") may be called to review and approve disclosure of confidential information or information that is significant to the Company. In such event the Board shall have the responsibilities of the Disclosure Committee hereunder. Any meeting of the Board required hereunder, may be called on 4 hours prior notice.

3.2 **Responsibilities of the Disclosure Committee**

The Disclosure Committee shall have the responsibility to:

- (a) evaluate the necessity of making public disclosures;
- (b) review and approve, before they are Generally Disclosed (as defined herein), each Core Document (as defined herein) to assess the quality of the disclosures made in the Core Document including, but not limited to, whether the Core Document is accurate and complete in all material respects and whether disclosure in the Core Document warrants public disclosure by press release or otherwise to ensure that selective disclosure does not occur;
- (c) review and approve the guidelines and procedures to be distributed to appropriate management and other Company personnel designed to gather the information required to be disclosed in Core Documents;
- (d) establish timelines for the preparation of Core Documents, which timelines shall include critical dates and deadlines during the disclosure process relating to the preparation of drafts, the circulation of drafts to appropriate Company personnel, the Company's independent auditors, and the Audit Committee and/or other applicable Committee of the Board, the receipt of comments and the review of the comments by the Disclosure Committee. Such timetables should allow for circulation of draft Core Documents to the Chief Executive Officer, the Chief Financial Officer, the Audit Committee and/or other applicable Committee of the Board and the Board sufficiently in advance of the applicable filing deadline in order to enable such persons to review carefully the filing and discuss any questions and comments related thereto;
- (e) make determinations about whether:
 - (i) a material change has occurred;
 - (ii) selective disclosure has been or might be made; or

- (iii) a misrepresentation has been made;
- (f) if earnings/production guidance has been issued ensure any deviations from the guidance are publicly disclosed by press release as soon as any material deviations are confirmed, provided that any such disclosure is reviewed with the Board prior to any release thereof;
- (g) oversee the design and implementation of this Policy and the Company's "**disclosure controls and procedures**", which are defined as controls and procedures that are designed to ensure that information required to be disclosed by the Company in its Core Documents is recorded, processed, summarized and reported within the specified time periods;
- (h) periodically evaluate the effectiveness of the Company's disclosure controls and procedures, particularly prior to the filing of each Core Document, and assist the Chief Executive Officer and the Chief Financial Officer with their evaluation of the effectiveness of such disclosure controls and procedures. The Disclosure Committee's evaluation shall include but not be limited to assessing the adequacy of the controls and procedures in place to ensure that material information required to be disclosed in the Company's Core Documents is being recorded, processed, summarized and reported;
- (i) in its discretion, conduct interim evaluations of the Company's disclosure controls and procedures in the event of significant changes in securities regulatory requirements, Canadian GAAP, legal, or other regulatory policies, or stock exchange requirements, or if it otherwise considers such evaluations appropriate;
- (j) educate the Directors, Officers, Employees and Contractors about the matters contemplated by this Policy;
- (k) monitor the effectiveness of, and compliance with, this Policy and report to the Audit Committee of the Board on the operation of this Policy in the case of the effectiveness of the disclosure controls and procedures and the Disclosure Committee's assessment of the quality of the disclosures made in Documents, and recommend any necessary changes to this Policy;
- (l) annually review and reassess the adequacy of this Policy and, if necessary, recommend any proposed changes to the Audit Committee of the Board, for approval such that it complies with changing requirements and best practices; and
- (m) accumulate information which may be required to be reported upon or disclosed and communicated to the executive officers of the Company to allow the Company to meet its disclosure obligations on a timely basis.

3.3 Meetings of the Disclosure Committee

The Disclosure Committee shall meet informally as circumstances dictate. Any member of the Disclosure Committee may call a meeting of the Disclosure Committee, with or without notice as circumstances dictate, to consider any matter within the mandate of the Disclosure Committee. Unless otherwise set out in this Policy, or as established by the Disclosure Committee from time to time, all of the rules of procedure with respect to meetings and other activities of the Board shall apply to the Disclosure Committee.

3.4 Consulting Outside Advisors

The Disclosure Committee may consult with the Company's external legal counsel and other appropriate expert advisors as it considers necessary in connection with this Policy.

3.5 Core and Non-Core Documents

The *Securities Act* (Ontario) distinguishes between "core documents" and "non-core documents".

For the purpose of this policy, the following documents are "**Core Documents**":

- prospectuses;
- take-over bid circulars;
- issuer bid circulars;
- directors' circulars;
- rights offering circulars;
- management's discussion and analysis;
- annual information forms;
- information circulars;
- annual financial statements;
- interim financial statements; and
- material change reports.

4. INDIVIDUALS WHO ARE AUTHORIZED TO SPEAK ON BEHALF OF THE COMPANY

4.1 Unless otherwise authorized by the Disclosure Committee, only the Chief Executive Officer, the Chief Financial Officer, and the Executive Vice President of Strategy and Corporate Development (collectively, the "**Spokespersons**") are authorized to make public statements and initiate contact or communicate with financial analysts, the media and investors.

4.2 The Chief Executive Officer, Chief Financial Officer of the Company may, from time to time, designate in writing (1) other Board Members, Officers, Employees or Contractors, or (2) with the approval of the Disclosure Committee, any other person, to speak on behalf of the Company as back-ups or to respond to specific inquiries.

- 4.3 Any person to whom this Policy applies who is approached by the media, an analyst, investor or any other member of the public to comment on the business and affairs of the Company, must refer all inquiries to the Executive Vice President of Strategy and Corporate Development or the President and Chief Executive Officer and must immediately notify the Executive Vice President of Strategy and Corporate Development or President and Chief Executive Officer that the approach was made, unless otherwise authorized by the Disclosure Committee.

5. TIMELY DISCLOSURE OF MATERIAL INFORMATION

- 5.1 “**Material Information**” consists of both “**material facts**” and “**material changes**”. A “material fact” means a fact that significantly affects, or would reasonably be expected to have a significant effect on, the market price or value of the securities of the Company. A “material change” means a change in the business, operations or capital of the Company that would reasonably be expected to have a significant effect on the market price or value of any of the securities of the Company and includes a decision to implement such a change if such a decision is made by the Board or by senior management of the Company who believe that confirmation of the decision by the Board is probable.
- 5.2 Any person to whom this Policy applies who becomes aware of information that has the possibility of being Material Information must immediately disclose that information to the President and Chief Executive Officer or the Chief Financial Officer. The fact that it may not be clear or certain as to whether the information will have a significant effect on the market price or value of the securities of the Company or is otherwise Material Information should not delay this notification. This information should then be passed to the other members of the Disclosure Committee promptly and, where appropriate, to the Board. Schedule “B” attached hereto provides a non-exhaustive list of examples of Material Information.
- 5.3 Material Information is required to be disclosed immediately. The Disclosure Committee, in consultation with the Board and others as appropriate, shall determine what is deemed to be Material Information and the appropriate public disclosure. Disclosure must be corrected immediately if the Company subsequently learns that earlier disclosure by the Company contained a material error at the time it was given.
- 5.4 Press releases disclosing Material Information will be transmitted to the Toronto Stock Exchange (the “TSX”) or any other stock exchanges on which the Company’s securities may be listed, relevant regulatory bodies and major news wire services that disseminate financial news to the financial press and to daily newspapers that provide regular coverage of financial news in the areas where the Company has operations. Press releases must be pre-cleared with the TSX and any other exchange which has this requirement if issued during trading hours.

6. INTERNET CHAT ROOMS AND BULLETIN BOARDS AND MEDIA APPEARANCES

- 6.1 Board Members, officers, senior mining officials should not discuss or post any information relating to the Company or any of its subsidiaries or trading in securities of the Company in Internet chat rooms, newsgroups, bulletin boards or as part of any media appearance and should not disclose any information which has not been publicly disclosed by the Company as any such disclosure may violate disclosure rules applicable to the Company.
- 6.2 Board Members, Officers, Employees and Contractors must advise the President and Chief Executive Officer if they are aware of any discussion of information of the Company in a chat room, newsgroup, bulletin board or other media, or any media appearance.

7. RUMOURS

The Company shall not comment, affirmatively or negatively, on rumours. This also applies to rumours on the Internet. The Company's spokespersons will respond consistently to those rumours, saying "It is our policy not to comment on market rumours or speculation." If the TSX or any other stock exchange on which the Company's securities may be listed, or a securities regulatory authority requests that the Company make a statement in response to a market rumour or take any other action, the Disclosure Committee will consider the matter and make a recommendation to the President and Chief Executive Officer if any response is necessary or advisable and whether a press release is required.

8. WEBSITE

- 8.1 The Company's Chief Financial Officer is responsible for creating and maintaining the Company's website. The Company's website must be maintained in accordance with the following.
- (a) the following information must be included on the website:
- (i) all Material Information that has previously been Generally Disclosed, including, without limitation, all that is required to be filed with the Ontario Securities Commission any other securities regulatory authority in Canada on the System for Electronic Document and Retrieval ("SEDAR") or a link to those documents on SEDAR;
 - (ii) all non-Material Information that is given to analysts, institutional investors and other market professionals (such as fact sheets, fact books, slides of investor presentations, materials distributed at analyst and industry conferences);
 - (iii) web replays of shareholder meetings or analysts' conferences; and

- (iv) all press releases or a link to those press releases;
 - (b) the website must contain an e-mail link to an investor relations contact for the Company to facilitate communication with investors;
 - (c) all investor information posted on the website must indicate the date on which it was prepared or last modified and include a notice that advises the reader that the information was accurate at the time of posting, but may be superseded by subsequent disclosures;
 - (d) inaccurate information must be promptly removed from the website and a correction must be posted;
 - (e) information contained on the website must be removed or updated when it is no longer current;
 - (f) a list of all (but not less than all) analysts known to follow the Company may be posted on the investor relations page;
 - (g) all links from the Company's website must be approved by the Company's Chief Financial Officer and all links must include a notice that advises the reader that he or she is leaving the Company's website and that the Company is not responsible for the contents of the other site; and
 - (h) no links will be created from the Company's website to chat rooms, newsgroups or bulletin boards.
- 8.2 All information on the Company's website will be retained for a period of two years from the date of issue.
- 8.3 If the Company is considering a distribution of its securities, the content of the website must be reviewed with the Company's corporate counsel before and during the offering to ensure compliance with applicable securities laws.

9. CONFIDENTIALITY OF UNDISCLOSED MATERIAL INFORMATION

- 9.1 **"Undisclosed Material Information"** of the Company is Material Information about the Company that has not been **"Generally Disclosed"**; that is, disseminated to the public by way of a press release together with the passage of a reasonable amount of time (24 hours, unless otherwise advised that the period is longer or shorter, depending on the circumstances) for the public to analyze the information.
- 9.2 Any person to whom this Policy applies and who has knowledge of Undisclosed Material Information must treat the Material Information as confidential until the Material Information has been Generally Disclosed.
- 9.3 Undisclosed Material Information shall not be disclosed to anyone except in the necessary course of business. If Undisclosed Material Information has been disclosed in

the necessary course of business, anyone so informed must clearly understand that it is to be kept confidential, and, in appropriate circumstances, execute a confidentiality agreement. Schedule “C” attached hereto lists circumstances where securities regulators believe disclosure may be in the necessary course of business. When in doubt, all persons to whom this Policy applies must consult with the Chief Executive Officer of the Company to determine whether disclosure in a particular circumstance is in the necessary course of business. For greater certainty, disclosure to analysts, institutional investors, other market professionals and members of the press and other media will not be considered to be in the necessary course of business. “**Tipping**”, which refers to the disclosure of Undisclosed Material Information to third parties outside the necessary course of business, is prohibited.

9.4 In order to prevent the misuse of inadvertent disclosure of Undisclosed Material Information, the procedures set forth below should be observed at all times:

- (a) documents and files containing confidential information should be kept in a safe place to which access is restricted to individuals who "need to know" that information in the necessary course of business and code names should be used if necessary;
- (b) confidential matters should not be discussed in places where the discussion may be overheard and documents containing Undisclosed Material Information should not be read or worked on where they can be read by others and should only be taken off site when necessary;
- (c) transmission of documents containing Undisclosed Material Information by electronic means will be made only where it is reasonable to believe that the transmission can be made and received under secure conditions such as a dedicated server and that the Undisclosed Material Information will only be provided to those who reasonably need to see it; and
- (d) unnecessary copying of documents containing Undisclosed Material Information must be avoided and extra copies of documents must be promptly removed from meeting rooms and work areas at the conclusion of the meeting and must be destroyed if no longer required.

10. QUIET PERIOD

- 10.1 Each period (1) beginning on the last day of each fiscal quarter and each fiscal year, and (2) ending when the earnings for that quarter or year have been Generally Disclosed by way of a press release, will be a “**Quiet Period**”.
- 10.2 Without limited Section 5, during a Quiet Period, Spokespersons must not provide any future-oriented information relating to the business and affairs of the Company or any of its subsidiaries other than “production guidance” may be given by the Spokesperson for the Company. Spokespersons are also prohibited from providing any future oriented

information about the Company or any of its subsidiaries' prospective business, operations or capital, including future-oriented financial information (as that term is defined under applicable securities law) ("**Forward-Looking Information**") about expected revenues, net income or profit, earnings per share, expenditure levels, and other information commonly referred to as earnings guidance ("**Earnings Guidance**") or comments with respect to the financial results for the current fiscal quarter or current fiscal year.

- 10.3 Notwithstanding these restrictions, the Company may Generally Disclose Forward-Looking Information during the Quiet Period when the Forward-Looking Information constitutes Undisclosed Material Information.
- 10.4 During a Quiet Period, Spokespersons may respond to unsolicited inquiries about information either that is not Material Information or that has been Generally Disclosed.

11. AVOIDING SELECTIVE DISCLOSURE

- 11.1 When participating in shareholder meetings, news conferences, analysts' conferences and private meetings with analysts, Spokespersons must only disclose information that either (1) is not Material Information or (2) is Material Information but has previously been Generally Disclosed. For greater certainty, acceptable topics of discussion include the Company's business prospects (subject to the provisions of this Policy), the business environment, management's philosophy and long-term strategy. Specific discussions that relate to projected earnings and production details should be avoided. Any selective disclosure of Undisclosed Material Information, including Earnings Guidance, is not permitted.
- 11.2 To protect against selective disclosure, the following procedures should be followed:
 - (a) Spokespersons who are participating in shareholder meetings, news conferences, analysts' conferences and private meetings with analysts should normally script their comments and prepare answers to anticipated questions in advance of the meeting or conference; and
 - (b) those scripts should normally be reviewed by the Disclosure Committee before the meeting or conference and any Undisclosed Material Information that is contained in the script must be Generally Disclosed before the meeting or conference or deleted from the script if it is premature for the information to be Generally Disclosed.
- 11.3 After each shareholder meeting, news conference, analysts' conference or private meeting with analysts, the Company's participants should normally meet and review the disclosures made during the course of the meeting or conference to determine if any Undisclosed Material Information was unintentionally disclosed.

- 11.4 If Undisclosed Material Information was disclosed, the participants must advise a member of the Disclosure Committee, who shall take immediate steps to ensure that the information is Generally Disclosed.
- 11.5 Pending the Material Information being Generally Disclosed, the Company must contact the parties to whom the Material Information was disclosed and inform them (1) that the information is Undisclosed Material Information and (2) of their legal obligations with respect to the Material Information.

12. FORWARD-LOOKING INFORMATION

- 12.1 When reviewing analysts' reports in accordance with the procedure set out below, comments of Board Members, Officers, Employees and Contractors must be limited to identifying factual information that has been Generally Disclosed that may affect an analyst's model and pointing out inaccuracies or omissions with respect to information that has been Generally Disclosed.

Any comments must contain a disclaimer that the report was reviewed for factual accuracy only. No comfort or guidance shall be expressed on the analysts' earnings models or earnings estimates and no attempt shall be made to influence an analyst's opinion or conclusion.

- 12.2 The Company may from time to time give Earnings Guidance or any other Forward-Looking Information through voluntary disclosure by way of a press release, provided that appropriate cautionary language accompanies the information.
- 12.3 If Forward-Looking Information is Generally Disclosed:
- the information must be clearly stated to be forward-looking;
 - the factors and assumptions that were used to arrive at the Forward-Looking Information must be reasonable and clearly described; and
 - the factors that could cause actual results to differ materially must be clearly stated, and should be presented with a reasonably possible range of outcomes, a sensitivity analysis or other qualitative analysis that will assist in assessing the related risks.

Non-compliance with these policies is a serious breach of the terms and conditions of engagement and will be dealt with accordingly.

Schedule “A”

Individuals and Entities to Whom This Policy Applies

“**Board Member**” means a director of the Company.

“**Board Members, Officers, Employees and Contractors**” means a Board Member, an officer, an Employee or a Contractor. As described below, all Board Members, Officers, Employees and Contractors are also persons in a Special Relationship with the Company.

“**Contractors**” means independent contractors (who are engaged in an employee-like capacity) of the Company or any of its subsidiaries.

“**Employee**” means a full-time, part-time, contract or secondment employee of the Company or any of its subsidiaries.

“**Insider**” means:

- (1) a Board Member or a Senior Officer of the Company;
- (2) a person who beneficially owns, directly or indirectly, more than 10% of the voting securities of the Company or who exercises control or direction over more than 10% of the votes attached to the voting securities of the Company (a “**10% Shareholder**”);
- (3) a Board Member or a Senior Officer of a subsidiary of the Company; or
- (4) a Board Member or a Senior Officer of a 10% Shareholder of the Company.

As described herein, all Insiders are also (1) Board Members, Officers, Employees and Contractors and (2) persons in a Special Relationship with the Company.

“**Persons in a Special Relationship with the Company**” means:

- (1) each Board Member, Officer, Employee and Contractor;
- (2) each 10% Shareholder;
- (3) each Board Member, officer, employee or contractor of a 10% Shareholder;
- (4) each member of an operating or advisory committee of the Company or any of its subsidiaries;
- (5) each director, officer, partner and employee of a company that is engaging in any business or professional activity with the Company or its subsidiaries and who routinely comes into contact with Material Information;

- (6) each person or company that learned of Material Information with respect to the Company from a person or company described in (1) through (5) of this definition and knew or ought reasonably to have known that the other person or company was in such a special relationship; and
- (7) any spouse, live-in partner or relative of any of the individuals referred to in (1) through (6) who resides in the same household as that individual.
- (8) A company is considered to be a “**Subsidiary**” of another company if it is controlled by (1) that other company, (2) that other and one or more companies, each of which is controlled by that other, or (3) two or more companies, each of which is controlled by that other; or it is a subsidiary of a company that is that other’s subsidiary. In general, a company will control another company when the first company owns more than 50% of the outstanding voting securities of that other company.

“**Senior Officer**” means:

- (1) the chairman or a vice-chairman of the Board of the Company or any of its subsidiaries, the President, Chief Executive Officer, Chief Financial Officer, an Executive Vice-President, a Vice-President, the General Counsel, the Corporate Secretary, the Treasurer or the General Manager of the Company or any of its subsidiaries or any of their operating divisions; or
- (2) any other individual who performs functions for the Company or any of its subsidiaries similar to those normally performed by an individual occupying any of the offices listed in (1) above.

As described herein, all Senior Officers are also (1) Insiders, (2) Board Members, Officers, Employees and Contractors and (3) Persons in a Special Relationship with the Company.

Schedule “B”

Examples of Information That May Be Material (Based on National Policy 51-201 and Section 410 of the Toronto Stock Exchange Manual)

Changes in corporate structure

- changes in share ownership that may affect control of the Company
- changes in corporate structure such as reorganizations, amalgamations, or mergers
- take-over bids, issuer bids, or insider bids

Changes in capital structure

- the public or private sale of additional securities
- planned repurchases or redemptions of securities
- planned splits of common shares or offerings of warrants or rights to buy shares
- any share consolidation, share exchange, or stock dividend
- changes in the Company’s dividend payments or policies
- the possible initiation of a proxy fight
- material modifications to the rights of securityholders

Changes in financial results

- a significant increase or decrease in near-term earnings or production prospects
- unexpected changes in the financial results for any period
- shifts in financial circumstances, such as cash flow reductions, major asset write-offs or write-downs
- changes in the value or composition of the Company’s assets
- any material change in the Company’s accounting policies

Changes in business and operations

- any development that affects the Company’s resources, technology, products or markets
- a significant change in capital investment plans or corporate objectives
- a significant change in the operations of any facilities of the Company and its subsidiaries
- major labour disputes or disputes with major contractors or suppliers
- significant new contracts, products, patents, or services or significant losses of contracts or business
- significant discoveries by resource companies
- changes to the Board or executive management, including the departure of the Company’s Chairman, CEO or CFO (or persons in equivalent positions)
- the commencement of, or developments in, material legal proceedings or regulatory matters
- waivers of corporate ethics and conduct rules for officers, directors, and other key employees
- any notice that reliance on a prior audit is no longer permissible
- de-listing of the company’s securities or their movement from one quotation system or exchange to another
- significant litigation

Acquisitions and dispositions

- significant acquisitions or dispositions of assets, property or joint venture interests
- acquisitions of other companies, including a take-over bid for, or merger with, another company

Changes in credit arrangements

- the borrowing or lending of a significant amount of money
- any mortgaging or encumbering of the Company's assets
- defaults under debt obligations, agreements to restructure debt, or planned enforcement procedures by a bank or any other creditors
- changes in rating agency decisions
- significant new credit arrangements

Schedule “C”

Examples of Disclosures that may be in the Necessary Course Of Business (Reproduced from National Policy 51-201 *Disclosure Standards*)

(1) Disclosure to:

- vendors, suppliers, or strategic partners on issues such as research and development, sales and marketing, and supply contracts
- employees, officers and board members
- lenders, legal counsel, auditors, underwriters, and financial and other professional advisors to the Company
- parties to negotiations
- labour unions and industry associations
- government agencies and non-governmental regulators
- credit rating agencies (provided that the information is disclosed for the purpose of assisting the agency to formulate a credit rating and the agency’s ratings generally are or will be publicly available)

(2) Disclosures in connection with a private placement

(3) Communications with controlling shareholders, in certain circumstances