

COPPER MOUNTAIN MINING CORPORATION
POSITION DESCRIPTION OF THE LEAD DIRECTOR
OF THE BOARD OF DIRECTORS

General

The Board of Directors will appoint a lead Director (the “Lead Director”) from among the independent directors of the Corporation when deemed appropriate to reinforce the independence of the Board.

The purpose of this document is to establish the terms of reference for the Lead Director of the Corporation.

The Lead Director will serve during the pleasure of the Board of Directors and, in any event, only so long as that person shall be a director of the Corporation.

The Lead Director provides a source of leadership for the Board of Directors complementary to that of the Chairman of the Board of Directors.

The Lead Director shall be entitled to request materials and receive notice of and attend all meetings of committees of the Corporation.

Responsibilities

In order to enhance and protect the independence of the Board, the following responsibilities of the Lead Director shall be shared with the Chairman of the Board, or shall be the entire responsibility of the Lead Director if such responsibility has been delegated by the Chairman of the Board to the Lead Director:

- ◆ Chairing all meetings of the Board of Directors in a manner that promotes meaningful discussion.
- ◆ Providing leadership to the Board to enhance the Board’s effectiveness, including:
 - Together with the assistance of the Corporate Governance Committee, ensuring that the responsibilities of the Board are well understood by both the Board and management, and that the boundaries between Board and management responsibilities are clearly understood and respected to facilitate independent functioning and maintain an effective relationship between the Board and management;
 - Ensuring that the Board works as a cohesive team with open communication;
 - Ensuring that the resources available to the Board (in particular timely and relevant information) are adequate to support its work;

- Together with the Corporate Governance Committee, ensuring that a process is in place by which the effectiveness of the Board and its committees (including size and composition) is assessed at least annually; and
 - Together with the Corporate Governance Committee, ensuring that a process is in place by which the contribution of individual directors to the effectiveness of the board and committees is assessed at least annually.
- ◆ Ensure the proper functioning of the Board, as it relates to:
 - Assisting the Chairman of the Board of Directors to prepare the agenda of the Board meetings;
 - Providing input to the Chairman of the Board of Directors concerning procedures to ensure that the Board can conduct its work effectively and efficiently, including committee structure and composition, scheduling, and management of meetings;
 - Ensuring meetings are appropriate in terms of frequency, length and content;
 - Ensuring that, where functions are delegated to appropriate committees, the functions are carried out and results are reported to the Board;
 - Ensuring that a succession planning process is in place to appoint the Chief Executive Officer when necessary; and
 - ◆ Working with the Chairman of the Board of Directors to ensure that relationships between the Board and management are conducted in a professional and constructive manner. This involves working with the Chairman of the Board of Directors to ensure that the conduct of Board meetings provides adequate time for serious discussion of relevant issues and that the Corporation is building a healthy governance culture.
 - ◆ Chair meetings of independent Board of Director members without management present and act as liaison between the independent directors and the Chairman of the Board on sensitive issues.