

COPPER MOUNTAIN MINING CORPORATION
CHARTER OF THE CORPORATE GOVERNANCE COMMITTEE
OF THE BOARD OF DIRECTORS

I. PURPOSE

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

- Assessing the effectiveness of the Board as a whole as well as assessing the contribution of individual members;
- Determining whether directors are unrelated;
- Assessing the Company’s governance;
- Proposing new nominees for appointment to the Board;
- Establishing and monitoring a Code of Business Conduct and Ethics;
- Proposing a Lead Director, if required, for the Board approval;
- Orienting new Directors.

II. COMPOSITION AND MEETINGS

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 the National Policy 58-201 *Corporate Governance Guidelines*, and each of whom shall be familiar with Corporate Governance Committee practices. 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 be reasonably expected to interfere with the exercise of a director’s independent judgment. If the Chairman of the Board is not independent within the meaning of National Policy 58-201, the Board shall appoint a Lead Director.

The members of the Corporate Governance Committee and its Chairman shall be elected by the Board at the annual organizational meeting of the Board, and serve for one year.

The Corporate Governance Committee shall meet at least once per annum or more frequently as circumstances require. 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 Chairman may meet with the Company's external corporate counsel to discuss the Company's Corporate Governance Committee policies and practices.

The quorum for the transaction of business at any meeting of the Corporate Governance Committee shall be a majority of the number of members of the Committee or such greater number as the Corporate Governance Committee shall by resolution determine.

Meetings of the Corporate Governance Committee shall be held from time to time as the Corporate Governance Committee or the Chairman of the Committee shall determine upon 48 hours notice to each of its members, but in any event no less than once per calendar year. The notice period may be waived by a quorum of the Committee.

III. RESPONSIBILITIES AND DUTIES

To fulfill its responsibilities and duties, the Corporate Governance Committee shall review this Charter at least annually and amend this Charter as appropriate, as well as execute the following:

A. Governance Responsibilities

1. Annual review and revision of this Charter as necessary with the approval of the Board of Directors.
2. Review on a periodic basis, the size and composition of the Board of Directors and to review the directors' relationships with regard to potential conflicts of interest and to 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:
 - (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 gender 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) Canvas current Board members for suggestions for candidates.

- (e) Recommend to the Board proposed nominees for election to the Board at the next annual meeting of Shareholders and to fill any vacancies in the respective intervening period.
- 5. Give consideration to an appropriate size for the Board for the ensuing year.
- 6. Consider and propose to the Board for its adoption a diversity policy for the Board, if determined appropriate.
- 7. Act in an advisory capacity to the Board. Facilitate the independent functioning and maintain an effective relationship between the Board of Directors and Management of the Company. Establish the frequency of Board meetings and review such frequency from time to time, as considered appropriate or as requested by the Board.
- 8. Assess the effectiveness of the Chairman's agenda and the quality of the engagement of the Board.
- 9. Assess, at least annually, the effectiveness of the Board of Directors as a whole, Committees of the Board and the contribution of individual directors.
- 10. Recommend to the Board for its approval a Lead Director, if circumstances require one.
- 11. Review on a periodic basis the mandates of the Committees of the Board and make recommendations, as deemed appropriate, with respect to such mandates; and review any recommendations to a specific Committee's mandate as proposed by that Committee and if so approved, recommend any changes to the Board for approval.
- 12. Review with the Board of Directors the Committee's judgment as to the quality of the Company's governance and suggest changes to the Company's governance practices as determined appropriate.
- 13. Be available as a forum for addressing the concerns of individual directors.
- 14. Prepare annually, for disclosure to shareholders, a report that describes the Company's corporate governance practices.
- 15. Review the Corporate Governance section disclosure of the proxy information circular of the Company well in advance of its proposed filing and dissemination for comments and recommend its approval to the Board of Directors.
- 16. Review the risk factors of the Company and its subsidiaries as included in any disclosure documents of the Company required for securities clearance.
- 17. Review, establish and recommend to the Board, if determined appropriate, a majority voting policy for Directors and, if approved, review the policy from time to time to recommend changes or amendments thereto, to the Board for approval, or if not recommended or approved, establish a position for the Company detailing why it is not approved to be included in the Company's Information Circular.

18. Recommend to the Board, if determined applicable, any advance notice policy for the election of Directors to be implemented and monitor the advance notice policy.
19. Review and recommend to the Board any changes to the Company's Code of Business Conduct and Insider Trading Policy.
20. Ensure that any issues relating to governance that are identified by the directors are raised with management.
21. Provide orientation and any required education program for new Board and Committee members and for the continued development of existing members of the Board.
22. Review all shareholder proposals and recommend a response to the Board.
23. Ensure that disclosure and securities compliance policies, including communications policies, are in place and oversee the public disclosure by the Company.
24. Review and recommend requests by directors to hire an outside consultant.
25. Authority to engage and compensate outside advisors.

B. Reporting

1. The Corporate Governance Committee is responsible for reviewing and submitting to the Board of Directors, as a whole, recommendations concerning the Company's Corporate Governance Committee performance and processes.
2. The Committee will record minutes of its meetings and report periodically to the Board of Directors.