

COPPER MOUNTAIN MINING CORPORATION

INSIDER TRADING POLICY AND SHARE DEALING CODE

I. INTRODUCTION

This Insider Trading Policy and Share Dealing Code (the “Policy”) has been adopted by the Board of Directors of Copper Mountain Mining Corporation (the “Company”). The Policy incorporates the rules on trading and dealings in securities included in applicable securities legislation and the rules of the Toronto Stock Exchange (the “TSX”).

Canadian securities laws prohibit the misstatement of, or failure to disclose, a material fact in connection with the purchase or sale of securities. A summary of the insider reporting obligations and trading restrictions under Canadian law is set out in Appendix 1 to the Policy.

As a consequence of these provisions, if an individual who possesses material information not known to the public buys or sells the Company’s securities without adequate disclosure, the person who bought from or sold to the “insider” may sue for damages, and an administrative or regulatory agency (i.e., the Ontario Securities Commission or the Toronto Stock Exchange) may institute injunctive, criminal or quasi-criminal proceedings or seek a civil penalty of up to three times the trading gain or losses avoided against the “insider” (such individual is referred to as an “insider” because he has “inside” information; he may be someone other than an officer or director).

Moreover, liability may be imposed on an insider who leaks non-public information to others who use it in their trading activities. The receiver of the tip, the “tippee”, is also subject to liability for trading on confidential information received from an insider.

It should be emphasized that the obligations imposed by these disclosure requirements may result in personal liability to management and directors, who have the responsibility for taking reasonable steps to ensure that their company complies with existing disclosure requirements.

For further information regarding these guidelines, please contact the Chief Financial Officer of the Company.

II. POLICY AND CODE

1. All directors, officers and employees of the Company and its subsidiaries must comply with the provisions of applicable securities laws and the rules of the TSX from time to time in force in relation to trading and dealings in the Company’s securities.
2. The Policy applies equally to trading and dealings in the Company’s securities to be made by or on behalf of any person within the director’s, officer’s or employee’s family.

II. GUIDELINES REGARDING TRADING OR DEALINGS IN COMPANY SECURITIES

1. Inside Information. No officer, director or employee of the Company or any of its subsidiaries may trade, sell, purchase or otherwise monetize the Company's securities if such person has knowledge of material information concerning the Company which has not been generally disclosed to the investing public. In general, this will require waiting for 24 (twenty four) hours after release of the information by the Company. Material information is information that affects, or would reasonably be expected to have a significant effect on the market price or value of any of the Company's securities. Examples of material information include, but are not limited to:

- major acquisitions or dispositions by the Company
- the signing of important contracts involving the Company or the loss of important contracts;
- exploration, mining, permitting, environmental or financial matters;
- significant changes with respect to operations at the Company's facilities and properties;
- significant exploration results; or
- significant changes in management at senior levels or on the board of directors.

No employee shall pass on material information to other people before the material fact or material change has been generally disclosed (i.e. no "tipping"). There is an exception from this restriction on tipping which applies if material information is provided to another person "in the necessary course of business". Such circumstances would include disclosure of material information to the Company's bankers, lawyers and other persons having a business association with the Company where it is necessary to make such disclosure. Please contact the Chief Financial Officer before making any such disclosure.

2. Blackout Period. No officer, director or employee shall trade, without prior clearance by the Chief Executive Officer, during any period designated as a "Blackout Period". "Blackout Period" shall be designated by the Chief Executive Officer or the Chief Financial Officer, from time to time, regardless of whether such officer, director or employee possesses inside information. An officer, director or employee may purchase or sell securities during a Blackout Period with the prior written consent of the Chief Executive Officer provided that paragraph 1 above does not apply. The Chief Executive Officer will grant permission to purchase and sell securities during a Blackout Period only in the case of unusual, exceptional circumstances. Unusual, exceptional circumstances may include the sale of securities in the case of severe financial hardship or where the timing of the sale is critical for significant tax planning purposes.
3. Trading Windows. Assuming that neither of paragraphs 1 or 2 above applies, trading and dealings in securities of the Company will generally be appropriate for officers, directors and employees only during the period commencing one full business day after a release of quarterly or annual results which includes adequate comment on new developments

during the period and ending on the date which is one week preceding the release of quarterly or annual results.

APPENDIX 1

Insider Reporting Obligations and Trading Restrictions under Canadian law

The legislation governing the insiders of the Company includes the *Business Corporations Act* (British Columbia), the *Securities Act* (British Columbia) and the securities legislation of the other provinces of Canada.

Insiders

"Insider" means, generally, with respect to the various insider reporting requirements:-

- (a) any director or senior officer of the Company or of any corporation which is an insider or subsidiary of the Company;
- (b) every subsidiary company of the Company (including affiliated corporations);
- (c) the Company itself if it has purchased, redeemed or otherwise acquired securities issued by it (unless they were cancelled and returned to treasury);
- (d) the Company itself when it purchases or otherwise acquires or sells shares issued by any of its affiliated corporations; or
- (e) any person or company, or any director or officer of such company, who beneficially owns, directly or indirectly, or who exercises control or direction over, or a combination of both with respect to, more than 10% of the voting securities of the Company.

Insider Trading Reporting Obligations

A person who is a reporting insider of the Company must, within 5 calendar days of becoming an insider, file an insider report on www.sedi.com in the required form effective the date on which the person became an insider disclosing any direct or indirect beneficial ownership or control or direction over securities of the Company (provided however that it is not necessary for an individual who has become an insider to file a "nil" insider report).

In addition, report insiders must file an insider report disclosing a change in such insider's securities holdings (including the grant or exercise of stock options). Insider reports disclosing changes in an insider's securities holdings must be filed on www.sedi.com within 5 calendar days after the date of a trade, or within such shorter period as may be prescribed.

Trading Based On Undisclosed Material Information

The legislation generally prohibits a "person or company in a special relationship" with the Company from purchasing or selling securities of the Company with knowledge of a material fact or material change with respect to the Company that has not been generally disclosed and which would significantly affect, or would reasonably be expected to have a significant effect on, the market price or value of such securities were it publicly known.

The legislation requires that any material change that occurs in the affairs of the Company be disclosed by the Company.

The prohibitions against trading based on undisclosed material information apply to "persons or companies in a special relationship" with the Company. This phrase is defined as being, among other things:

- (a) a person or company that is an "insider", "affiliate" or "associate" of the Company;
- (b) a person or company that is engaging in or proposes to engage in any business or professional activity with or on behalf of the Company;
- (c) a person who is a director, officer or employee of the Company or of a person or company described in paragraphs (a) or (b) above;
- (d) a person or company that learned of the material fact or material change with respect to the Company while the person or company was a person or company described in paragraphs (a), (b) or (c) above; or
- (e) a person or company that learns of a material fact or material change with respect to the Company from any other person or company described in paragraphs (a) to (d) herein and knows or ought reasonably to have known that the other person or company is a person or company in such a relationship.

The prohibitions not only create liability for a person effecting a trade based on undisclosed material information, but they also create liability for "tipping" others of such information and the use of such information by those receiving such information ("tippees").

The prohibitions in place against trading based on undisclosed material information generally apply to the following three situations:

1. Persons and companies in a special relationship with the Company may not buy or sell securities of the Company with knowledge of any undisclosed material fact or material change.
2. Neither the Company nor persons or companies in a special relationship with the Company may inform, other than in the necessary course of business, another person or company of any undisclosed material fact or material change.
3. No person or company proposing to make a takeover bid for the Company's securities, to become a party to a reorganisation, amalgamation, merger, arrangement or similar business combination with the Company, or to acquire a substantial portion of the property of the Company, may inform another person or company of any undisclosed material fact or material change with respect to the Company, except where the information is given in the necessary course of business to effect the takeover bid, business combination or acquisition.

Liability

The legislation provides a number of sanctions to enforce compliance with its provisions and to punish non-compliance, including application to the courts for an order directing an insider to comply with, or to restrain from acting in breach of, the provisions of the legislation, and cease trade orders by securities regulatory authorities.

Among other things, the legislation imposes criminal and civil liability upon an insider and every person or company in a special relationship with the Company who purchases or sells securities of the Company with knowledge of a material fact or material change with respect to the Company that has not been generally disclosed. For the purpose of civil liability, the definition of an "insider" includes all employees of the Company and persons retained by the Company, such as the Company's lawyers and accountants.

Any person in a special relationship with the Company who discloses the inside information is also accountable to the Company for any benefit or advantage received or receivable by him as a result of the purchase, sale or communication. Criminal sanctions and civil liability may also be imposed on any insider or other person or company in a special relationship with the Company for "tipping". For the purposes of civil liability, the informant may be liable to pay damages suffered by the seller or purchaser, as the case may be, in connection with any trade resulting from the tip. The informant may also be liable to account to the Company for gains realised by "tippees" in connection with any trade resulting from the tip.

A person will not be found to have contravened the prohibitions against insider trading in certain limited circumstances. Generally, a person will not be liable if the person proves that he reasonably believed that the material fact or material change had been generally disclosed.

APPENDIX II

SEDI - Insider Reporting

1. What is an insider?

The term “reporting insider” is defined in section 1.1 of National Instrument 55-104, Insider Reporting Requirement and Exemptions (“NI 55-104”) and generally includes a director or CEO, CFO or COO of a reporting issuer or a person that has beneficial ownership or control or direction over more than 10% of the voting securities of the issuer.

2. What must Insiders report?

You must report your initial securities holdings when you become a reporting insider of a reporting issuer and any subsequent change in your direct or indirect beneficial ownership or control or direction over securities of the issuer or over derivatives and other financial instruments or other arrangements that may affect your economic exposure.

You are the beneficial owner of securities if you have an equitable right to them, whether or not they are registered in your name. Equitable or beneficial ownership is in contrast to legal ownership. A legal owner has title to the securities, although legal title may carry no rights to the property. Equitable or beneficial ownership means that while you may not have title to the securities, you have rights to the securities which are the normal incidents of owning the securities.

You have control or direction over securities if you, directly or indirectly, through any contract, arrangement, understanding, relationship or otherwise have or share:

- voting power, which includes the power to vote, or direct the voting of, the securities, and/or
- investment power, which includes the power to acquire or dispose, or to direct the acquisition or disposition of the securities.

3. What are my requirements on SEDI as an Insider?

As a reporting insider you are required to register on SEDI, create an insider profile (Form 55-102F1), and report any transaction within 5 calendar days (dispositions by control persons must be reported within 3 calendar days).

A “control person” is:

- (a) a person or company who holds a sufficient number of the Common Shares to affect materially the control of the Company, and, if a person or company holds more than 20 percent of the voting rights attached to all outstanding Common Shares, the person or company is deemed, in the absence of evidence to the contrary, to hold a sufficient number of the voting rights to affect materially the control of the Company, or
- (b) each person or company in a combination of persons or companies, acting in concert by virtue of an agreement, arrangement, commitment or understanding, which holds in total a sufficient number of the Common Shares of the Company to affect materially the control of the Company, and, if a combination of persons or companies holds more than 20 percent of the Common Shares, the combination of persons or companies is deemed, in the absence of evidence to the contrary, to hold a sufficient number of the voting rights to affect materially the control of the Company.

4. What is the deadline for filing insider reports and what if the deadline falls on a weekend or statutory holiday?

The deadline for filing Insider Reports is 5 calendar days after the transaction took place (or 10 days after the date that the person became a reporting insider if it is an initial report). A control person must file an insider report within 3 calendar days of a disposition if the person is relying on the first trade exemption set out in section 2.8 of National Instrument 45-102 and within 5 calendar days of an acquisition. If the 5th day falls on a weekend or statutory holiday, the Insider Report must be filed by the close of the next business day.

5. How do I report insider transactions?

Insider transactions with respect to SEDAR Issuers must be filed within 5 calendar days using SEDI, an Internet-based insider reporting system. For instructions on how to register and file using SEDI, please see the SEDI User Guide.

6. Are filed insider reports available on the internet?

Insider reporting transactions can be accessed via SEDI (System for Electronic Disclosure by Insiders)

7. Do insiders with a nil position have to file a profile on SEDI?

No. Insiders may wish to file a profile initially to facilitate filing but there is no obligation to file a profile until it is needed.

8. What is the filing fee for an insider report? Is there a penalty for filing a late report?

There is no fee for filing an insider report on time. Reports that are filed late are subject to a \$50 filing fee for each transaction that is reported late.