

COPPER MOUNTAIN MINING CORPORATION
ADDENDUM TO MANAGEMENT PROXY CIRCULAR

Copper Mountain Mining Corporation (the “Corporation” or “Copper Mountain”) hereby gives notice to the shareholders of Copper Mountain that, in relation to its management proxy circular dated the 9th day of May, 2019 (the “Management Proxy Circular”) in respect of the Annual Meeting (the “Meeting”) of shareholders of Copper Mountain to be held on the 12th day of June, 2019, at the hour of 2:00 p.m. (Vancouver Time) at the Terminal City Club, 837 West Hastings Street, Vancouver BC, the directors of Copper Mountain have determined to amend the Management Proxy Circular as follows:

1. By inserting immediately after the text of the resolution on page 44 of the Management Proxy Circular, the following:

“The Corporation will disregard any votes cast in favour of the 2019 RSU Plan Resolution by or on behalf of:

- (a) any director of the Corporation who is eligible to participate in the 2019 RSU Plan; or*
- (b) an associate of that person (or those persons).*

However, the Corporation need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.”*

2. By inserting immediately after the text of the resolution on page 46 of the Management Proxy Circular, the following:

“The Corporation will disregard any votes cast in favour of the 2019 DSU Plan Resolution by or on behalf of:

- (a) any director of the Corporation who is eligible to participate in the 2019 DSU Plan; or*
- (b) an associate of that person (or those persons).*

However, the Corporation need not disregard a vote if:

- (c) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on the proxy form; or*
- (d) it is cast by the person chairing the meeting as proxy for a person who is entitled to vote, in accordance with a direction on the proxy form to vote as the proxy decides.”*

DATED at Vancouver, British Columbia, this 21st day of May, 2019.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Gilmour Clausen”

President and CEO