



Application for Admission to the Australian Securities Exchange Pre-Quotation Disclosure – Confirmation Statements

4 April 2018

The information in this announcement is provided by Copper Mountain Mining Corporation. (CMMC) to the Australian Securities Exchange (ASX) for release to the market in relation to the official quotation on ASX of CMMC common shares in the form of CHESS Depository Interests (CDIs).

1. Confirmation of Satisfaction of Conditions Precedent to Scheme

CMMC confirms that, in relation to the Merger Implementation Deed dated 18 November 2017 (MID) between CMMC and Altona Mining Limited (Altona), under which CMMC will acquire 100% of the ordinary shares on issue in Altona pursuant to a scheme of arrangement under Part 5.1 of the Corporations Act 2001 (Cth) (Scheme), all conditions precedent to the implementation of the Scheme, as set out in clauses 2.1 of the Scheme and clause 3.1 of the MID, have been satisfied or waived.

In particular, it is noted that:

- (a) the shareholders of Altona approved the Scheme at a meeting held on 26 March 2018;
- (b) the Federal Court of Australia made orders approving and giving effect to the Scheme on 3 April 2018 (Orders); and
- (c) the Orders were lodged with the Australian Securities & Investments Commission on 4 April 2018.

2. Indicative CDIs to be issued under the Scheme

CMMC anticipates that up to 53,550,000 CDIs will be issued to participants under the Scheme. This figure is calculated on the basis of the register of Altona shareholders following close of trading on 17 November 2017.

3. Confirmation of Agreements

CMMC confirms that the following agreements remain in full force and effect:

- (a) the MID.
- (b) the deed poll dated 9 February 2018 entered into by CMMC in favour of the "Scheme Shareholder" (as defined in the MID).

4. Confirmation of options, warrants, DSUs and DDSUs on issue

CMMC confirms that, as at the date of this announcement, it has the following options and warrants and deferred share units (DSUs) and directors deferred share units (DDSUs), issued to independent directors, on issue:

- (a) 9,964,719 options granted under CMMC's Stock Option Plan effective as at 13 June 2011 and amended on 15 May 2014 (the “**Stock Plan**”), certain of which granted in February, 2018, are subject to regulatory and other approvals.
- (b) 5,096,750 warrants issued under CMMC's Warrant Indenture dated 3 August 2016.
- (c) 2,000,000 DSUs issued under CMMC's deferred share unit plan effective as at 19 April 2013 to independent directors.
- (d) 57,339 DDSUs issued under CMMC's directors deferred share unit plan effective as at 17 September 2010 and are held by independent directors.

The following sets forth the terms of the outstanding options which were stipulated at the time of grant. Options granted under the Stock Plan are granted pursuant to the terms set forth in the Stock Plan or as determined by the Compensation Committee. Other than for specified grants when persons initially become employees, options are generally granted with a 5 year term and vest 25% on the date of grant and 25% on each of the following 3 anniversary dates of the date of grant. The following sets forth information on the options outstanding:

Number of Options Outstanding	Grant Date	Exercise Price	Number Remaining to be Vested	Expiry Date
2,090,000	February 22, 2018	\$1.28	1,567,500	February 22, 2023
120,000	June 30, 2017	\$1.05	120,000	April 6, 2022
35,000	April 24, 2017	\$0.93	26,250	April 24, 2022
1,725,000	January 13, 2017	\$1.18	862,500	January 12, 2022
250,000	February 1, 2017	\$1.23	∅	February 1, 2020
1,951,802	January 26, 2016	\$0.39	861,732	January 26, 2021
526,250	September 18, 2015	\$0.59	193,750	September 18, 2020
66,667	June 30, 2016	\$0.50	∅	June 30, 2020
3,200,000	February 20, 2014	\$1.92	∅	February 20, 2019

5. Confirmation of ASX Listing Rule Waivers and Requirements

The ASX has granted CMMC the following waivers from ASX Listing Rules, or has provided the following confirmation. Where a waiver or confirmation is listed below as having been provided on condition that CMMC provides an undertaking to the ASX to do or not do certain things, CMMC has provided such undertaking to the ASX.

Listing Rule	Waiver / Confirmation
1.1 (Condition 2)	<p>A waiver to the extent necessary to permit CMMC's constitution not to comply with the ASX Listing Rules insofar as CMMC's constitution provides that CMMC may do the following:</p> <ul style="list-style-type: none"> - Issue preference shares on terms that are inconsistent with ASX Listing Rules 6.3, 6.7 and 6.9 - Impose fees for registration of transfer of securities in a manner inconsistent with ASX Listing Rule 8.14; and - Permit CMMC's board of directors to determine the remuneration of CMMC's directors and to increase directors' fees in a manner inconsistent with ASX Listing Rule 10.17 <p>on condition that CMMC gives to the ASX an undertaking (executed in the form of a deed) that it will not do any of these things while it remains listed on the ASX and while these things remain forbidden by the ASX Listing Rules.</p>
1.1 (Condition 3)	<p>Confirmation that CMMC may issue an information memorandum that complies with the requirements of listing rule 1.4, instead of a prospectus on condition that such information memorandum incorporates the scheme booklet (Scheme Book) for the Scheme.</p>
1.1 (Condition 6)	<p>A waiver to the extent necessary to permit CMMC to apply for quotation only of those fully paid common shares (to be settled on the ASX in the form of CHESSE Depository Interests) issued into the Australian market, subject to the following conditions.</p> <ul style="list-style-type: none"> - CMMC applies for quotation of new fully paid common shares issued into the Australian market on a monthly basis, and CMMC provides to the market in a form acceptable to the ASX a monthly update of the net changes in the number of its common shares over which the CDIs are issued. - CMMC releases details of this waiver as pre-quotation disclosure.
1.1 (Condition 10)	<p>Confirmation that the ASX will not apply escrow to the securities issued by CMMC under or in connection with the Scheme.</p>
1.3.5(d) and Item 66 of the ASX Information Form and Checklist.	<p>Confirmation that CMMC's information memorandum (Information Memorandum) contains a consolidated reviewed pro forma statement of financial position for Altona and CMMC, including the investigating accountant's review, the ASX will accept this for the purposes of listing rule 1.3.5(d) and Item 66 of the ASX Information Form and Checklist.</p>

1.4.1	<p>A waiver to the extent necessary to permit the Information Memorandum not to state that it contains all information required under section 710 of the Corporations Act 2001 (Cth), subject to the following conditions.</p> <ul style="list-style-type: none"> - The Information Memorandum incorporates the Scheme Book. - CMMC and Altona release all of the documents incorporated into the Scheme Booklet by reference to the market as pre-quotation disclosure.
1.4.3	<p>Confirmation that CMMC will be taken as having complied with the requirements of Listing Rule 1.4.3 concerning signing of the Information Memorandum if it is signed by a director, secretary or local agent, on condition that every director and proposed director of CMMC has consented to the Information Memorandum being signed on their behalf.</p>
1.4.7	<p>A waiver to the extent necessary to permit the Information Memorandum not to include additional experts' consents on the condition that the Information Memorandum includes a clear statement indicating that the report is with reference to the Scheme Book.</p>
1.4.7	<p>A waiver to the extent necessary to permit CMMC to include in the Information Memorandum a statement that CMMC has not raised any capital in Australia for the 3 months before the date of issue of the Information Memorandum and will not need to raise any capital in Australia for the 3 months after the date of issue of the Information Memorandum, on condition that any fundraising document released by CMMC in the 3 months before the date of the Information Memorandum is released to ASX as pre-quotation disclosure.</p>
1.4.8	<p>A waiver to the extent necessary to permit the Information Memorandum not to include a statement that a supplementary information memorandum will be issued if CMMC becomes aware of certain matters occurring between the issue of the Information Memorandum and the date the CDIs are quoted on the ASX, on condition that:</p> <ul style="list-style-type: none"> - if, before it is admitted to the Official List of the ASX, CMMC files any disclosures of the matters set out in listing rule 1.4.8 with the TSX and/or the Canadian regulatory authorities, CMMC will at the same time provide a copy of the document to Altona for release to the ASX; and - Altona undertakes by deed to release any such documents provided by CMMC.
1.7 and Item 24 of the ASX Information Form and Checklist	<p>Confirmation for the purposes of listing rule 1.7 and item 24 of the ASX Information Form and Checklist, CMMC is not required to provide the details of all securities issued and the consideration for the same in the last five years.</p>
2.4	<p>A waiver to the extent necessary to permit CMMC to apply for quotation only of those fully paid common shares (to be settled on the ASX in the form of CHES Depositary Interests), subject to the following conditions.</p> <ul style="list-style-type: none"> - CMMC applies for quotation of fully paid common shares issued into the Australian market on a monthly basis, and CMMC provides to the

	<p>market in a form acceptable to the ASX a monthly update of the net changes in the number of its common shares over which the CDIs are issued.</p> <ul style="list-style-type: none"> - CMMC releases details of this waiver as pre-quotation disclosure.
2.8	<p>A waiver to the extent necessary to allow CMMC not to apply for quotation of fully paid common shares in CMMC transferred to the Australian subregister as a result of holders wishing to hold their securities in the form of CDIs, within 10 business days of issue of those CDIs, subject to the following conditions.</p> <ul style="list-style-type: none"> - CMMC applies for quotation of common shares transferred to the Australian subregister on a monthly basis, and CMMC provides to the market in a form acceptable to the ASX a monthly update of the net changes in the number of common shares over which CDIs are issued. - CMMC releases details of this waiver as pre-quotation disclosure.
4.2A and 4.2B	<p>A waiver to the extent necessary to permit CMMC to lodge an Appendix 4D – Half Year Report, on condition that CMMC lodges with the ASX the half-year financial statements and interim Management’s Discussion and Analysis (MD&A) that CMMC is required to lodge with the Canadian securities regulatory authorities in accordance with its obligations under the relevant Canadian laws (Canadian Reporting Requirements) at the same time that CMMC lodges those documents with those Canadian securities regulatory authorities, and at the same time CMMC gives the ASX the MD&A it must also provide a cover sheet under the heading “Results for announcement to the Market” which contains the information required by paragraph 2 of Appendix 4D.</p>
4.3A and 4.3B	<p>A waiver to the extent necessary to permit CMMC not to lodge an Appendix 4E – Preliminary Final Report for each year on condition that CMMC lodges with the ASX the annual financial statements and annual MD&A that CMMC is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian Reporting Requirements at the same time that CMMC lodges those documents with those Canadian securities regulatory authorities.</p>
4.10.9	<p>A waiver to the extent necessary that CMMC not be required to include in its annual report the names of the 20 largest holders of its quoted securities, the number of equity securities each holds, and the percentage of capital each holds.</p>
4.10 and 5.21	<p>Confirmation that the disclosures required to be included in CMMC's annual report under Listing Rule 4.10 and 5.21 can be made in CMMC’s annual information form (AIF), on condition that CMMC's financial statements and annual MD&A cross references to the relevant information in the AIF and that the AIF is made available on CMMC's website and disclosed on the ASX.</p>
5.3 and 5.5	<p>A waiver to the extent necessary to permit CMMC not to lodge quarterly activity and expenditure reports as required by the ASX Listing Rules on condition that CMMC lodges with the ASX the quarterly Financial Statements and interim MD&A that CMMC is required to lodge with the Canadian securities regulatory authorities in accordance with Canadian Reporting</p>

	Requirements at the same time that CMMC lodges those documents with those Canadian securities regulatory authorities.
6.10.3	A waiver to the extent necessary to permit CMMC to set the “specified time” to determine whether a shareholder is entitled to vote at a shareholders meeting in accordance with the requirements of the relevant Canadian legislation.
6.16, 6.19, 6.20, 6.21, 6.22 and 6.23.3	<p>A waiver to the extent necessary to permit CMMC to:</p> <ul style="list-style-type: none"> - have the stock option plan (Stock Option Plan) effective from 13 June 2011 and amended by CMMC’s board on 15 May 2014 and the existing warrant indenture (Warrant Indenture), under which 5,411,750 unlisted warrants have been issued, that do not comply with listing rules 6.16, 6.19, 6.20, 6.21, 6.22, and 6.23.3; and - have options, issued under the Stock Option Plan, and warrants, issued under the Warrant Indenture, on issue that do not specifically comply with listing rules 6.16, 6.19, 6.20, 6.21, 6.22, and 6.23.3, <p>on the following conditions:</p> <ul style="list-style-type: none"> - That the full terms of the Stock Option Plan and Warrant Indenture are released to the market as pre-quotations disclosure; - That CMMC undertakes to obtain the ASX’s approval for the implementation of any future employee or director equity compensation plan or warrant plan pursuant to which shares in CMMC will be issued; and - CMMC undertakes not to issue any further options.
7.1	<p>A waiver to the extent necessary to permit CMMC to issue securities without security holder approval, subject to the following conditions.</p> <ul style="list-style-type: none"> - CMMC remains subject to, and complies with, the rules of the Toronto Stock Exchange (TSX) with respect to the issue of new securities; - CMMC certifies to the ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of the TSX with respect to the issue of new securities; - If CMMC becomes aware of any change to the application of the TSX rules with respect to the issue of new securities, or that CMMC is no longer in compliance with the requirements of the TSX with respect to the issue of new securities, it must immediately advise the ASX; and - CMMC announces the waiver to the market as pre-quotations disclosure.
10.11	A waiver to the extent necessary to permit CMMC to issue or agree to issue securities to a related party without shareholder approval under that rule on the following conditions:

	<ul style="list-style-type: none"> - CMMC complies with the requirements imposed on CMMC under the TSX's rules; - Where CMMC seeks shareholder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting; - CMMC certifies to the ASX on an annual basis (on or about 31 March each year) that it remains subject to, has complied with, and continues to comply with, the requirements of the TSX with respect to the issue of securities to related parties; and - If CMMC becomes aware of any change to the application of the TSX's rules with respect to the issue of securities to related parties, or that CMMC is no longer in compliance with the requirements of the TSX with respect to the issue of securities to related parties, it must immediately advise the ASX.
10.14	<p>A waiver to the extent necessary to permit CMMC to allow directors (and their associates) to acquire securities under an employee incentive scheme without shareholder approval under that rule on condition that:</p> <ul style="list-style-type: none"> - CMMC complies with the requirements imposed on CMMC under the TSX listing rules in relation to the issue of securities to related parties under employee incentive schemes; - where CMMC seeks shareholder approval for the issue of securities to a related party, the votes of the related party (and its associates) not be counted and a voting exclusion statement be included in the notice of meeting; and - each year, CMMC provides the ASX with certification of continued compliance with the requirements imposed under the TSX listing rules. - If CMMC becomes aware of any change to the application of the TSX rules with respect to the issue of securities to related parties, or that CMMC is no longer in compliance with the requirements of the TSX with respect to the issue of securities to related parties, it must immediately advise the ASX.
10.17 and 10.17A	<p>A waiver to the extent necessary to permit CMMC to:</p> <ul style="list-style-type: none"> - have the deferred share unit plan (DSU Plan) and directors deferred share units plan (DDSU Plan) in effect as approved by CMMC's board on 17 September 2010 that does not comply with listing rules 10.17 and 10.17A; and - have deferred share units (DSUs) and directors deferred share units (DDSUs), issued under the DSU Plan and DDSU Plan, on issue that do not specifically comply with listing rules 10.17 and 10.17A,

	<p>on the following conditions:</p> <ul style="list-style-type: none"> - That the full terms of the DSU Plan and DDSU Plan are released to the market as pre-quotation disclosure; - That CMMC undertakes to obtain ASX approval for the implementation of any future plans which allow the issue of DSUs and/or DDSUs; and - CMMC undertakes not to issue any further DSUs and DDSUS under the DSU Plan and DDSU Plan.
10.18	A waiver to the extent necessary to permit CMMC upon a change of control to pay termination benefits to existing Company employees pursuant to the terms of CMMC's existing employment contracts.
14.2.1	<p>A waiver to the extent necessary to permit CMMC not to provide in its proxy form for holders of CDIs to vote against a resolution to elect a director or to appoint an auditor, on the following conditions:</p> <ul style="list-style-type: none"> - CMMC complies with the relevant Canadian laws as to the content of proxy forms applicable to resolutions for the election of directors and the appointment of an auditor. - The notice given by CMMC to CDI holders under the ASX Settlement Operating Rule 13.8.9 makes it clear that holders are only able to vote for the resolutions or abstain from voting, and the reasons why this is the case. - CMMC releases details of the waiver to the market as pre-quotation disclosure and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs. - Without limiting the ASX's right to vary or revoke its decision under listing rule 18.3, the waiver from listing rule 14.2.1 only applies for so long as the relevant Canadian laws prevent CMMC from permitting shareholders to vote against a resolution to elect a director or appoint an auditor.
14.3	A waiver to the extent necessary to permit CMMC to comply with the requirements of Canadian securities laws and British Columbia corporate law for nominations of directors, being at least 21 days before the date of general meetings, on condition that CMMC releases the terms of the waiver to the market as pre-quotation disclosure, and the terms of the waiver are set out in the management proxy circular provided to all holders of CDIs.
15.12	A waiver to the extent necessary to permit CMMC's constitution not to contain the provisions required by listing rules 15.12.1 to 15.12.3 inclusive, on condition that CMMC undertakes not to acquire any classified assets in circumstances under which the listing rules would require the issue of restricted securities, without the written consent of the ASX. The undertaking is to be given and executed in the form of a deed.

Appendix 9B	Subject to CMMC or Altona not entering into any transactions for the acquisition of classified assets before CMMC's admission to the official list, ASX will not apply the restrictions in Appendix 9B to CMMC's securities already on issue as at the date of CMMC's admission to the official list.
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