ANNUAL INFORMATION FORM

COPPER MOUNTAIN MINING CORPORATION

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For the year ended December 31, 2017

(Dated as of March 29, 2018)

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Incorporation of Financial Statements and Technical Reports

Incorporated by reference into this annual information form (the "Annual Information Form" or "AIF") are the audited consolidated financial statements and Management Discussion and Analysis for Copper Mountain Mining Corporation (the "Company" or "Copper Mountain") for the fiscal years ended December 31, 2017 and 2016, together with the auditor's report thereon and the Annual Information Form dated March 30, 2017. The financial statements are available for review on the SEDAR website at www.sedar.com. All financial information in this Annual Information Form is prepared in accordance with generally accepted accounting principles in Canada ("Canadian GAAP") using Canadian dollars.

Currency and Exchange Rates

All dollar amounts in this AIF refer to Canadian dollars unless otherwise indicated. "US$" is used to indicate United States dollar values. The noon rate of exchange on March 29, 2018 as reported by the Bank of Canada for the conversion of Canadian dollars into United States ("US") dollars was Cdn$1.00 equals US$0.7751 The following table shows the conversion of Cdn dollars into US dollars as reported by the Bank of Canada.

Years Ended December 31

	2017	2016	2015	2014	2013	2012
High	US$0.8245	US$0.8002	US$0.8527	US $0.9399	US $1.0165	US $1.0327
Low	US $0.7276	US $0.6821	US $0.7148	US $0.8579	US $0.9342	US $0.9618
Average	US $0.7788	US $0.7548	US $0.7843	US $0.9053	US $0.9710	US $1.0004

Historical Copper Prices

The following table shows the variation in the average daily London Metals Exchange spot copper price in US dollars per pound as reported by Metalprices.com for the following years.

Years Ended December 31

	2017	2016	2015	2014	2013	2012
High	US $3.27	US $2.69	US $2.92	US $3.34	US $3.74	US $3.84
Low	US $2.48	US $1.96	US $2.05	US $2.87	US $3.01	US $3.36
Average	US $2.80	US $2.20	US $2.49	US $3.11	US $3.32	US $3.61

Metric Equivalents

For ease of reference, the following factors for converting Imperial measurements into metric equivalents are provided:

To convert from Metric	**To Imperial**	**Multiply by**
Hectares	Acres	2.47105
Metres	Feet	3.28084
Kilometres	Miles	0.62137
Tonnes	Tons	1.10231
Grams/Tonne	Ounces (troy)/ton	0.03215

Cautionary Statement Regarding Forward-Looking Information

This AIF may contain certain "forward looking statements" and "forward looking information" (collectively, "forward-looking information") within the meaning of applicable Canadian and United States securities legislation. All information contained in this AIF, other than statements of current and historical fact, is forward-looking information. Often, but not always, forward-looking information can be identified by the use of words such as "plans", "expects", "budget", "guidance", "scheduled", "estimates", "forecasts", "strategy", "target", "intends", "objective", "goal", "understands", "anticipates" and "believes" (and variations of these or similar words) and statements that certain actions, events or results "may", "could", "would", "should", "might" "occur" or "be achieved" or "will be taken" (and variations of these or similar expressions). All of the forward-looking information in this AIF is qualified by this cautionary note.

Forward looking information includes, but is not limited to, statements with respect to the anticipated timing, mechanics, completion and settlement of the Offer (as defined below) to acquire all of the issued and outstanding shares of Altona Mining Limited ("Altona"), the market for and listing of the common shares we may issue pursuant to the Offer, the value of our common shares that may be received as consideration under the Offer, our ability to complete the transactions contemplated by the Offer, the development and financing of Altona's Cloncurry Copper Project (the "Cloncurry Copper Project"), the purpose of the Offer, the completion of any compulsory acquisition or subsequent acquisition transaction in connection with the Offer and any commitment to acquire outstanding shares of Altona, our objectives, strategies, intentions, expectations and guidance and future financial and operating performance and prospects, production at our Copper Mountain Mine and additional funding under our equipment financing transaction with Komatsu International (Canada) Inc. or expectations with respect to additional credit facilities, the anticipated effect of external factors on revenue, such as commodity prices, anticipated exploration and new development expenditures at Copper Mountain and activities and the possible success of such activities, estimation of mineral reserves and resources, mine life projections, timing and amount of estimated future production, reclamation costs, economic outlook, government regulation of mining operations, and business and acquisition strategies.

Forward-looking information is not, and cannot be, a guarantee of future results or events. Forward-looking information is based on, among other things, opinions, assumptions, estimates and analyses that, while considered reasonable by us at the date the forward-looking information is provided, inherently are subject to significant risks, uncertainties, contingencies and other factors that may cause actual results and events to be materially different from those expressed or implied by the forward-looking information.

Although the Company believes the expectations expressed in such forward-looking information are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in the forward-looking statements.

Factors that could cause the actual results to differ materially from those in forward-looking information include, but are not limited to: general business, economic, competitive, political and social uncertainties; the limited operating history of the Company; actual results of reclamation activities; conclusions of economic evaluations; fluctuations in the value of the Canadian dollar relative to the United States dollar; changes in project parameters as plans continue to be refined; failure of equipment or process to operate as anticipated; changes in labor costs and other costs and availability of equipment or processes to operate as anticipated; accidents, labor disputes and other risks of the mining industry, including but not limited to environmental hazards, cave-ins, pit-wall failures, flooding, rock bursts and other acts of God or unfavorable operating conditions and losses, detrimental events that interfere with transportation of concentrate or the smelters ability to accept concentrate, including declaration of Force Majeure events, insurrection or war; delays in obtaining governmental approvals or revocation of governmental approvals; title risks and Aboriginal land claims; delays or unavailability in financing or in the completion of development or construction activities; failure to comply with restrictions and covenants in senior loan agreements, actual results of current exploration activities; volatility in Company's publicly traded securities; and the factors discussed in the section entitled "Risk Factors" in the Company's annual information form and in the Company's continuous disclosure filings available under its profile on SEDAR at www.sedar.com. Investors are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements. Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Cautionary Note to Investors Concerning Estimates of Measured and Indicated Resources. This discussion uses the terms "measured resources" and "indicated resources". The Company advises investors that while those terms are recognized and required by Canadian regulations, the U.S. Securities and Exchange Commission does not recognize them. **Investors are cautioned not to assume that any part or all of mineral deposits in these categories will ever be converted into reserves."**

Information concerning Altona. Except as otherwise expressly indicated herein, the information concerning Altona contained in this AIF has been taken from and is based solely upon Altona's public disclosure on file with the relevant securities regulatory authorities. Altona has not reviewed this document and has not confirmed the accuracy and completeness of the information in respect of Altona contained in this AIF. Although we have no knowledge that would indicate that any information or statements contained in this AIF concerning Altona taken from, or based upon, such public disclosure contain any untrue statement of a material fact or omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made, none of our directors or officers have verified the accuracy or completeness of such information or statements or are aware of any failure by Altona to disclose events or facts which may have occurred or which may affect the significance or accuracy of any such information or statements. We have no means of verifying the accuracy or completeness of any of the information contained herein that is derived from Altona's publicly available documents or records or whether there has been any failure by Altona to disclose events that may have occurred or may affect the significance or accuracy of any information. Except as otherwise indicated, information concerning Altona is given based on information in Altona's public disclosure available as of the date of the Offer.

Glossary of Terms

Except as otherwise defined, the following terms, when used in this AIF, shall have the following meanings:

"Altona"	Altona Mining Limited is an Australian copper exploration and development company dual listed on the Australian Stock Exchange and the Frankfurt Stock Exchange that was incorporated under the security laws of Australia.
"Business Corporations Act"	*Business Corporations Act* (British Columbia), S.B.C. 2002, c. 57, as amended, including the regulations promulgated hereunder.
"Common Share"	A common share without par value of the Company.
"Company" or "Copper Mountain"	Copper Mountain Mining Corporation, including, unless the context otherwise requires, the Company's subsidiary, Copper Mountain Mine (BC) Ltd.
"Copper Mountain Mine" or "Mine"	The 135 Crown granted mineral claims, 156 located mineral claims, 14 mining leases, and 12 fee simple properties covering an area of 6,702.1 hectares or 67 square kilometres, located 15km south of Princeton, British Columbia, and certain assets situated on such property.
"CMM"	Copper Mountain Mine (BC) Ltd, the Company's subsidiary.
"Cu"	Copper
"Exchange"	TSX Exchange.
"m"	Metre
"mineral reserve"	The economically mineable part of a measured or indicated mineral resource demonstrated by at least a preliminary feasibility study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" used in this AIF are Canadian mining terms as defined in accordance with NI 43-101 under the guidelines set out in the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM"), Standards on Mineral Resource and Mineral Reserves Definitions and guidelines adopted by the CIM Council on August 20, 2000 (the "CIM Standards").
"mineral resource"	A concentration or occurrence of natural, solid, inorganic or fossilized organic material in or on the earth's crust in such form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a mineral resource are known, estimated or interpreted from specific geological evidence and knowledge. The term "mineral resource" covers mineralization and natural material of intrinsic economic interest which has been identified and estimated through exploration and sampling and within which mineral reserves may subsequently be defined by the consideration and application of technical, economic, legal, environmental, socio-economic and governmental factors. The phrase "reasonable prospects for economic extraction" implies a judgment by the Qualified Person in respect of the technical and economic factors likely to influence the prospect of economic extraction. A mineral resource is an inventory of mineralization that under realistically assumed and justifiable technical and economic conditions might become economically extractable. The term "mineral

	resource" used in this AIF is a Canadian mining term as defined in accordance with NI 43-101 – under the guidelines set out in the CIM Standards.
"mineralization"	Mineral-bearing rock; the minerals may have been either a part of the original rock unit or injected at a later time.
"mineralized"	Metallic mineral-bearing material; the minerals may have been either a part of the original rock unit or injected at a later time.
"MMC"	Mitsubishi Materials Corporation
"NI 43-101"	Canadian National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* of the Canadian Securities Regulators.
"ounces"	Troy ounces.
"Qualified Person"	An individual who, in accordance with NI 43-101: (a) is an engineer or geoscientist with at least five years of experience in mineral exploration, mine development or operation or mineral project assessment, or any combination of these; (b) has experience relevant to the subject matter of the mineral project and the technical report; and (c) is a member in good standing of a recognized professional association.
"Similco"	Similco Mines Ltd., the Company's subsidiary. Name changed to Copper Mountain Mine (BC) Ltd on July 1, 2012.
"SFL"	Similco Finance Ltd., the Company's subsidiary.
"ton" or "T"	A short ton (2,000 pounds).
"tonne" or t	A metric tonne (2,204 lbs)
"Tpd"	Short ton per day.
"tpd"	Metric tonne per day.

Resource Category (Classifications) Used in this AIF

The discussion of mineral deposit classifications in this AIF adheres to the resource/reserve definitions and classification criteria developed by the Canadian Institute of Mining and Metallurgy in 2000 and updated in 2005 ("CIM 2005"). There are two broad categories dependant on whether the economic viability has been established: "mineral resources" are used where economic viability has not yet been established and "mineral reserves" are used where economic viability has been demonstrated. Resources are subdivided into categories depending upon the confidence level of the estimate based on the level of detail of sampling and geological understanding of the deposit. The categories, from lowest to highest confidence are inferred mineral resource, indicated mineral resource and measured mineral resource. Reserves are similarly sub-divided by order of confidence into probable (lowest) and proven (highest). These classifications can be more particularly described as follows:

A "**Mineral Resource**" is a concentration or occurrence of diamonds, natural solid inorganic material, or natural solid fossilized organic material including base and precious metals, coal, and industrial minerals

in or on Earth's crust in such a form and quantity and of such a grade or quality that it has reasonable prospects for economic extraction. The location, quantity, grade, geological characteristics and continuity of a Mineral Resource are known, estimated or interpreted from a specific geological evidence and knowledge.
An "**Inferred Mineral Resource"** is that part of a Mineral Resource for which quantity and grade or quality can be estimated on the basis of geological evidence and limited sampling and reasonably assumed, but not verified, geological and grade continuity. The estimate is based on limited information and sampling gathered through appropriate techniques from locations such as outcrops, trenches, workings and drill holes.

An "**Indicated Mineral Resource**" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics can be estimated with a level of confidence sufficient to allow the appropriate application of technical and economic parameters, to support mine planning and evaluation of the economic viability of the deposit. The estimate is based on detailed and reliable exploration and testing information gather through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough for geological and grade continuity to be reasonably assumed.

A "**Measured Mineral Resource**" is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are so well established that they can be estimated with confidence sufficient to allow the appropriate application of technical and economic parameters, to support production planning and evaluation of economic viability of the deposit. The estimate is based on detailed and reliable exploration, sampling and testing information gathered through appropriate techniques from locations such as outcrops, trenches, pits, workings and drill holes that are spaced closely enough to confirm both geological and grade continuity.

A "**Mineral Reserve**" is the economically mineable part of a Measure or Indicated Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This study must include adequate information on mining, processing, metallurgical, economic and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified. A Mineral Reserve includes diluting materials and allowances for losses that may occur when the material is mined.

A "**Probable Mineral Reserve**" is the economically minable part of an Indicated, and in some circumstances, a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information n mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time of reporting, that economic extraction can be justified.

A "**Proven Mineral Reserve**" is the economically mineable part of a Measured Mineral Resource demonstrated by at least a Preliminary Feasibility Study. This Study must include adequate information on mining, processing, metallurgical, economic, and other relevant factors that demonstrate, at the time reporting, that economic extraction is justified.

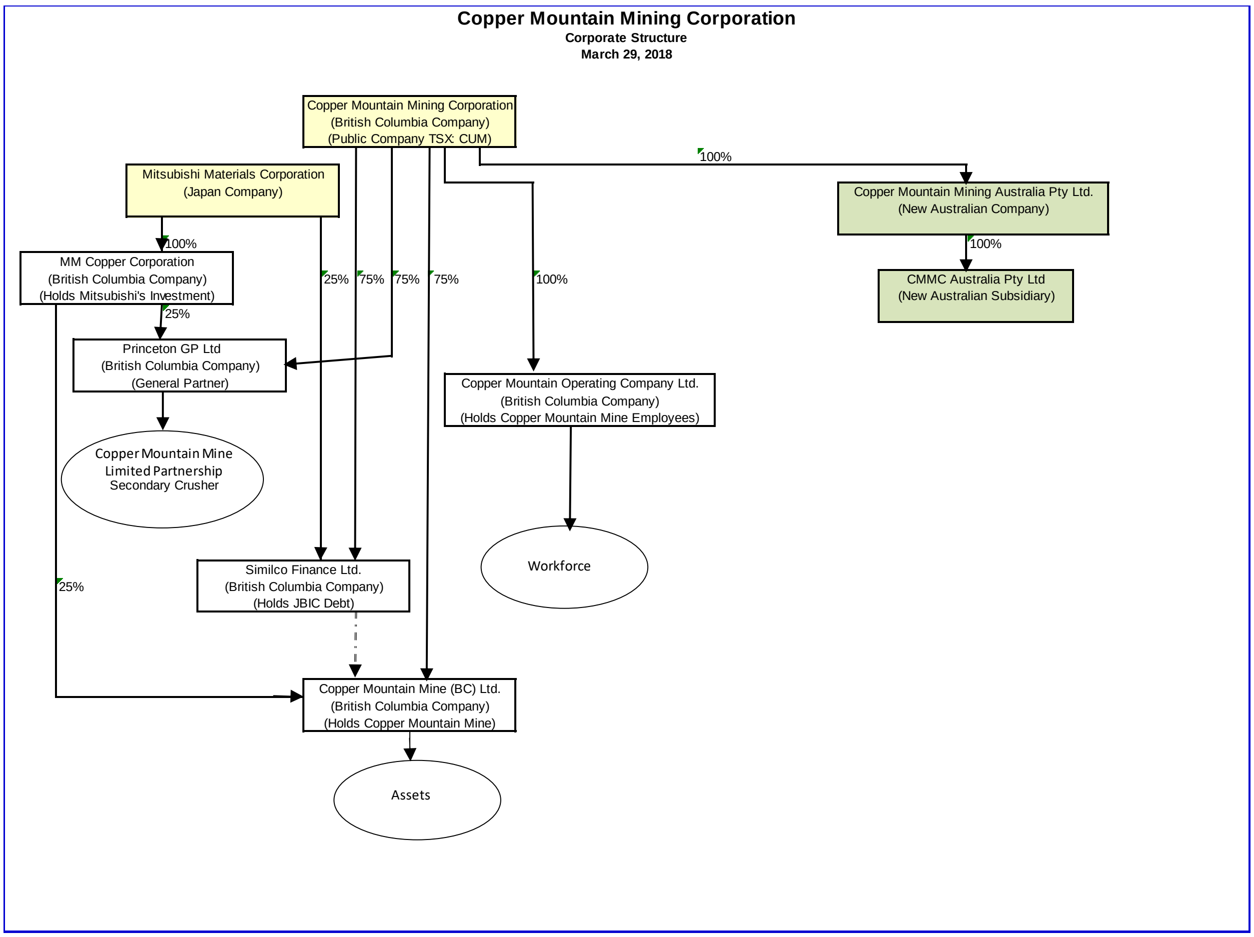
ITEM 3 CORPORATE STRUCTURE

Name and Incorporation
Copper Mountain Mining Corporation was incorporated pursuant to the provisions of the Business Corporations Act on April 20, 2006.

The head office of the Company is located at Suite 1700-700 West Pender Street, Vancouver, British Columbia, V6C 1G8 and the registered office of the Company is located at Suite 2600-700 West Georgia Street, Vancouver, British Columbia, V7Y 1B3. The Company's Common Shares are listed on the TSE Exchange under the symbol "CMMC".

Intercorporate Relationships
The Company has six subsidiaries. One subsidiary, Copper Mountain Mine (BC) Ltd., through which the Company owns a 75% interest in the Copper Mountain mine. Mitsubishi Materials Corporation owns the other 25% ownership in the Copper Mountain mine through their wholly owned subsidiary MM Copper Corporation. CMM was created

pursuant to the laws of the Province of British Columbia on November 1, 1996, pursuant to the amalgamation of Similco Mines Ltd. (incorporated in British Columbia on April 20, 1988) and Similco Resources Ltd. (incorporated in British Columbia on September 8, 1994). Another subsidiary is SFL and is owned 75% by the Company, and was created solely for the purpose of facilitating the financing of the Copper Mountain mine. SFL was created pursuant to the laws of the Province of British Columbia on January 7, 2010. Another subsidiary is Princeton GP Ltd. ("PGP") and is owned 75% by the Company, and was created solely to act as the general partner for the partnership that hold the assets of the secondary crusher facility constructed in 2014. The Company owns 75% of the Partnership and MM Copper Corporation own the remaining 25%. PGP was created pursuant to the laws of the Province of British Columbia on April 11, 2014. The other subsidiary is Copper Mountain Operating Company Ltd. ("CMOC") which is owned 100% by the Company, and was created solely for the purpose of facilitating the development of the Copper Mountain mine. CMOC was created pursuant to the laws of the Province of British Columbia on May 1, 2010. Two other subsidiaries were formed in early 2018 to facilitate the acquisition of Altona, they are Copper Mountain Mining Australia Pty Ltd and CMMC Australia Pty Ltd. Please see chart below for schematic of corporate structure.



ITEM 4 GENERAL DEVELOPMENT OF THE BUSINESS

Three-Year History

The principle business activity of the Company for the past three years has been to advance the operation of the Copper Mountain mine which constitutes a majority of the assets and activity disclosed by the Company's consolidated financial statements summarized below. The consolidated financial statements below have been prepared in accordance with International Financial Reporting Standards ("IFRS"), and are expressed in thousands of Canadian dollars except for per share and share amounts.

The Copper Mountain mine site is located approximately 20 km southwest of Princeton, British Columbia and is approximately 300 km from the Port of Vancouver. The Company initiated construction in the fall of 2009 with the pouring of concrete foundations and on April 1, 2010 the final mine development permit was received and construction commenced with steel erected at the site. By the end of May 2011 the Company had completed construction on the new 35,000 tpd concentrator, primary crusher, truck maintenance shop with commissioning activities in the concentrator underway. By July 2011, production at the new mine began and by September 2011 the mine had shipped its first shipment of concentrate to a smelter in Japan.

During 2012, the Company continued to optimize the operation at the mine and resolve a number of supplier related equipment issues at the mine site leaving mill availability and mill throughput as the final remaining issue to attaining design capacity. During 2013 the mine implemented a number of short term secondary crushing strategies that significantly improved mill throughput and by year end the Company had completed a $30 million equity financing to fund its share of a new $40 million permanent secondary crusher. The Company completed construction on the permanent secondary crusher in July 2014 and by the end of 2014 the mill was operating at design capacity. The secondary crusher addition was very positive and the average 2015 mill throughput was 35,100 tpd, slightly above the 35,000 tpd design criteria. During 2016 the Company continued to optimize the operation of the mill and during 2016 the mill throughput averaged 38,900 tpd. During 2017 mill production was limited as a result of a planned SAG Mill bull gear replacement that required 12 days of down time in April. Post replacement of the SAG Mill bull gear the mill throughput averaged 40,200 tpd. In 2017 the mine produced 88.3 million pounds of copper equivalent, consisting of 75.8 million pounds of copper, 23,600 ounces of gold, and 277,000 ounces of silver.

Late in 2017, the Company announced its intention to acquire Altona, an Australian listed company who's main asset is the Eva Copper Project in Queensland, Australia found within a dominant 397,000 hectare land package in a highly prospective mineralized belt. On March 26, 2018 the Company held a Special Meeting to approve the acquisition of Altona and shareholders of the Company voted in favour of the acquisition which is expected to close in mid April 2018.

Significant Acquisitions

The only significant acquisitions made by the Company since its incorporation was the acquisition and development of the Copper Mountain Project through the acquisition of Similco in December 2006 and the acquisition of Altona Mining Limited which is expected to close in mid April 2018.

ITEM 5 DESCRIPTION OF THE BUSINESS

General - Overview

The Company is engaged in the business of mineral exploration, development and operation of mineral deposits. The Company's major property, at this time, is the 75% owned Copper Mountain mine located near Princeton, British Columbia, (see Figure 1). The Copper Mountain Mine is a conventional open pit, truck and shovel operation that has a 35,000 tpd concentrator that produces a copper concentrate with gold and silver credits. (**See Figure 2 on page 12).**

Figure 1 – Property Location Map

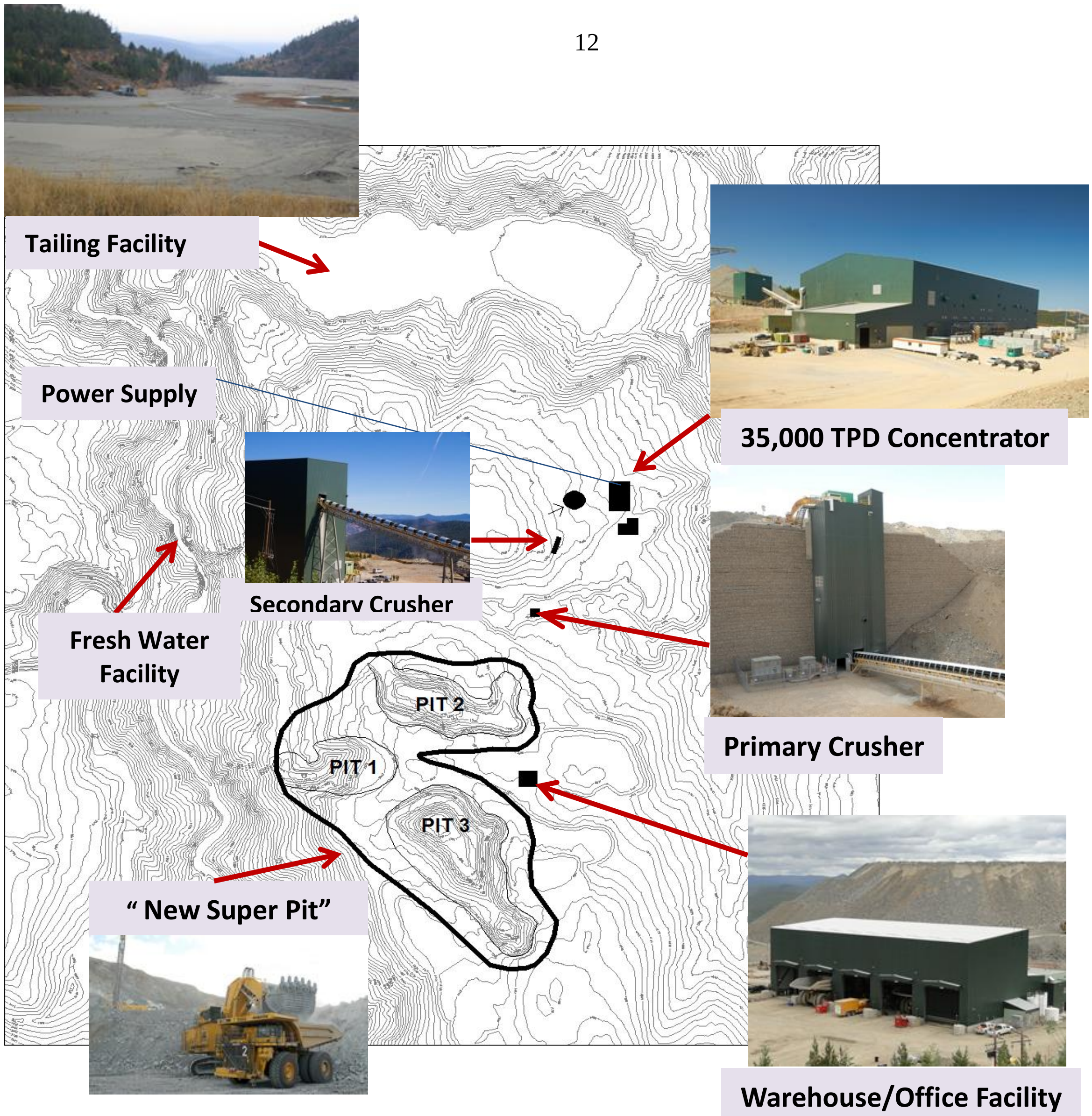


Figure 2 – Development Plan

The primary crusher and 35,000 tpd concentrator were built close to the existing three pits and the ultimate planned new super pit. The mine site and is connected to the BC Hydro grid via a 138 kv power line and obtains its make-up-water from a 5,500 gpm fresh water facility. The truck maintenance shop was built adjacent to the existing warehouse to service the mining fleet. The $500 million development utilizes the existing tailings management facility already established on site. Copper concentrate from the mine is trucked to the port of Vancouver where it is placed in a 15,000 tonne capacity storage shed prior to loading onto ocean going vessels for transport to Japan.

The mine is a conventional open pit, truck and shovel operation. Mining is divided into multiple development phases with sequential pushbacks in each of the pits. This development sequence is designed to maximize the discounted cash flow which is reflected in the planned pit phases. In order to maximize the head grade being delivered to the concentrator in the initial years, the Company is processing ore greater than 0.18% Cu, while ore that is less than 0.18% Cu but greater than 0.1% Cu is being mined and stockpiled (low-grade stockpile) for processing in later years.

During the 2017 year the mill processed a total of 14.1 million tonnes of ore grading 0.317% copper to produce 75.8 million pounds of copper, 23,600 ounces of gold, and 277,000 ounces of silver.

During 2017, the Company completed a total of thirteen shipments of copper concentrate containing approximately 73.9 million pounds of copper, 23,800 ounces of gold, and 264,800 ounces of silver which generated $304 million in revenue net of treatment and refining charges and pricing adjustments. Gold and silver revenues accounted for about 14% of gross revenues during the year.

The Company currently has 460 operating employees engaged at the mine site and has maintained its excellent safety record of no loss time accidents.

Property Description, Location and Access

The Copper Mountain Project is situated 20 km south of Princeton, British Columbia and 300 km east of Vancouver (Lat. 49 20’ N; Long. 120 31’ W). The National Topographic System map sheet is 92H/7E. Access to the Copper Mountain mine is via a 28km paved road from the town of Princeton to the mine gate. Almost all of the Project area is accessible by highways, paved access road. The property consists of 135 Crown granted mineral claims, 176 located mineral claims, 15 mining leases, and 12 fee simple properties covering an area of 6,702.1 hectares or 67 square kilometres. Approximately 22% of the claim area is subject to certain production royalties (from 1% to 5%). The claims which have royalties are generally peripheral to the active mining areas and are not in the Company’s current mine plans, except for the Virginia Pit, which was mined out in 2016. There are five individual claims north and south of the mined pits which are only partially owned by Copper Mountain (50% to 93.75%). The Company has no royalty obligations and has full ownership of the claims covering the super-pit.

The total claim area straddles the Similkameen River with the Ingerbelle deposit on the west side of the river and the Copper Mountain deposits on the east side of the river. The Ingerbelle side of the property is immediately adjacent to the Hope-Princeton Highway (Hwy. 3) and has numerous roads from previous mining activity. The original mill complex is located on the Ingerbelle side west side and was connected to the Copper Mountain side by a conveyor system. Much of the milling equipment has been removed.

History

The Copper Mountain area has a long history of exploration and production, beginning with initial exploration in the late 1890’s. Successful production was attained in 1923 as an underground mine and continued with minor shut-downs through to 1957 and is referred to as the underground phase. Open pit mining began in 1972 and continued, intermittently through to late 1996 and is termed the open pit phase. An exploration drilling program was carried out in 1997 and thereafter the property was dormant until the Company purchased the property and resumed exploration in January 2007.

A few attempts at initiating production were made during the period from 1892 to 1922 but were unsuccessful. In 1923, Granby Consolidated Mining, Smelting and Power Company (“Granby”) acquired the property, built a milling facility in Allenby adjacent to Princeton and extracted 31.5 million tonnes of ore with an average recovered grade of 1.08% copper, primarily from underground excavations. The Granby mining period was from 1925 to 1930 and 1937 to 1957 in, and below, what are now the Pit 1 and Pit 3 areas. Ore was transported from an adit on the east wall of the Similkameen River canyon and transported by rail to the concentrator near the town of Allenby. Mining operations were suspended in 1957, partly due to low metal prices and partly due to escalating transportation charges by the owners of the rail line.

Modern exploration activity began in 1966 when Newmont Mining Corporation of Canada (“Newmont”) optioned claims opposite the historical Granby Mine on the west side of the Similkameen River. Newmont carried out geological mapping, soil sampling and geophysics which resulting in bulldozer trenching delineating a significant mineralized zone. Subsequent drilling defined sufficient resources to contemplate production. During this same time, Granby was drilling off open pit reserves on Copper Mountain. In late 1967, Newmont purchased Granby’s entire mining interest in the district, including a tailings impoundment area. Newmont continued exploration including an underground bulk sample from the Ingerbelle deposit. Production commenced from the Ingerbelle deposit in 1972 at 13,600 T/day, and in 1974 the mill was expanded to 20,000 T/day.

In 1979, development of mineable reserves on the Copper Mountain side of the project commenced with the installation of a new primary crusher and conveyer system. Initial production on the Copper Mountain side was from Pit 2 with additional production from Pit 3 in 1983. Newmont sold its Copper Mountain assets as part of a corporate re-structuring. The entire property was sold to Cassiar Mining Corporation (later to become Princeton Mining Corp. (“PMC”)) in 1988 and operated under the name Similco Mines Ltd. Similco continued mining from Pits 3 and 1 and later added a small tonnage from the Virginia Pit. Total production from the camp to 1993 is 1.7 billion pounds of copper, 8.4 million ounces of silver and 0.62 million ounces of gold.

In November of 1993, Similco was shut down due to low metal prices and the property was placed on care and maintenance. An improving copper price, combined with a favourable US-Canadian dollar exchange rate, allowed the mine to re-open in August 1994. The mine was closed in late 1996 due to falling metal prices and the Company purchased the mine in late December 2006. In 2007 and 2008 the Company conducted an extensive exploration program and delineated a five-billion-pound copper resource. In 2009, MMC, through a wholly owned subsidiary acquired a 25% interest in the project. An agreement with MMC included debt financing for the development and a life of mine off-take agreement at LME pricing. Shortly after signing the agreement with MMC the Company received the required permit approvals and started construction of new facilities in 2010 and by June 2011construction was complete and the mine was back in production.

Geological Setting

The Copper Mountain Project is an alkalic porphyry copper-gold camp and is part of a northerly trending Mesozoic tectonostratigraphic terrain termed Quesnellia, composed of a volcanic arc with overlying sedimentary sequences, all of which were built on top of a deformed, oceanic sedimentary-volcanic complex (Harper Ranch and Okanogan sub-terrains). Quesnellia was formed off-shore to the southwest of continental North America and accreted, with other terrains, onto North America in late Mesozoic times. The principle rock formation of Quesnellia is the Late Triassic Nicola Group, a predominately subaqueous island-arc assemblage composed of volcanic and lesser sedimentary rocks that have been intruded by early Jurassic alkalic, calc-alkalic and zoned mafic (Alaska-type) plutons and batholiths.

The Nicola Group rocks have a stratigraphic thickness of approximately 7.5km and form a 25km wide band that extends from the Canada-U.S. border north to beyond Kamloops Lake. This band has been divided into four lithologic assemblages that are commonly bounded by sub-parallel fault systems. The ‘western belt’ is a steeply dipping, east-facing assemblage of sub-aqueous felsic to mafic rocks of calc-alkaline affinity that grade upwards into volcanoclastic rocks.

The Copper Mountain alkalic porphyry copper-gold camp occurs in the ‘eastern volcanic belt’ of the Nicola Group. These volcanic strata are intruded by a suite of early Jurassic alkalic dykes, sills, irregular plugs and zoned plutons of the Copper Mountain suite, but other than local contact effects and alteration associated with mineralization, the stratified rocks are relatively fresh having undergone only lower greenschist metamorphism.

Mineralization

As a broad simplification, mineralization at Copper Mountain consists of structurally controlled, multi-directional veins and vein stock works. Mineralization includes four types, as follows: 1) disseminated and stock work chalcopyrite, bornite, chalcocite and pyrite in altered Nicola and LHIC rocks; 2) hematite-magnetite-chalcopyrite replacements and/or veins; 3) bornite-chalcocite-chalcopyrite associated with pegmatite type veins and 4) magnetite breccias. Each mineralization type can be found in all pit areas, but each pit is unique with respect to the relative quantities and character of mineralization type. The alteration that is associated with each mineralization type has some degree of variation as well. Each pit area also has distinctive Cu:Ag:Au ratios which may reflect the relative abundance of mineralization/alteration type or zonation caused by a camp scale thermal regime.

Exploration History

There is little documentation of the early exploration history (pre-1950’s) on the property and most of this information must be inferred. Evidence of early workings such as trenches and adits, indicate that early prospecting (1900-1940’s) must have been fairly significant. By the mid 1950’s Granby was using diamond drilling in addition to percussion drilling for exploration. During their exploration and production drilling, Granby located most known zones of mineralization, with possible exception of the Virginia and Alabama zones, but did not define significant resources in all locations. Most of Granby’s exploration work took place along the Copper Mountain Fault where grades were sufficient to support underground mining. Exploration was also conducted on the Voigt zone but this deposit was never developed.

Although Granby developed some small areas of open pit ore at a few locations during the later stages of the mine life, their equipment was ill-suited for efficient open pit mining and most of their exploration was directed towards development of underground resources. Newmont initiated exploration on claims on the western side of the Similkameen River and successfully delineated the Ingerbelle deposit. Following acquisition of Granby’s Copper Mountain property, Newmont applied the same exploration techniques that had been successful in discovering the Ingerbelle deposit, namely Induced Polarization geophysical surveys and extensive diamond drilling. Newmont’s IP surveys covered a significant part of the area east of the Copper Mountain fault between Pits 1 and 3 and resulted in focused exploration in the Pit 2 area. Most of Newmont's drilling on Copper Mountain was in the Pit 1 and Pit 2 areas.

Similco Mines carried out diamond drill programs during the periods of 1989-1991 and from 1993-1997. The early drill programs were carried out in the area extending from the eastern end of Pit 2 to the northeast through the Mill Zone across the Lost Horse Gulch and into the eastern end of the Alabama Zone. All holes encountered some mineralization with the most success coming from what would become the Virginia deposit. Drilling in the Alabama area yielded favourable results, resulting in an inferred resource being estimated for the Alabama area by the mine operators. Drilling in the Ingerbelle area in 1994 and 1995 defined additional resources extending easterly, and at depth from the Ingerbelle deposit; the 'low-strip' part of these newly defined resources were mined through 1996. A 61 hole, 11,800 metre drill program was undertaken in late 1996 and early 1997 to see if additional resources could be defined in the areas surrounding Pit 2 and Pit 3 and these results are incorporated into the Company's resources.

Precious metals were not routinely analyzed for in the historical data and consequently were not included in estimates of historical resources. Precious metal contents are reasonably well known from production records and grades can be back-calculated using assumed metallurgical recoveries. The ratio of silver to gold varies, somewhat systematically, from north to south, and in general, historical precious metal payments received from smelters generally averaged about 12% of the concentrate's value, however, at current metal prices the value of precious metals within the concentrate is higher.

An extensive amount of both exploration and production drilling has been carried out on the Copper Mountain mine. The exploration database compiled and verified by the Company contains approximately 6,200 drill holes or 'data strings' representing a total of approximately 1.32 million feet (404,000 m). Within this database there are more than 100,000 assays or analyses. It is estimated that between 30% and 40% of the volume represented by the drilling has been mined out. Drilling can be divided into three phases: 1) drilling by Granby during the underground era, 2) drilling by Newmont during the open-pit era, 3) drilling by Princeton (Similco Mines Inc.) up to 1996.

1. Granby initiated exploration and production in the 1930's and maintained very good records of drill locations, results and logs. All the Granby drill data was incorporated into the Copper Mountain data base and used by past operators in reserve estimates and production planning for Pits 1, 2 and 3. Although none of the Granby era core has remained useable for verification today, the high level of correlation between reserves supported by Granby drill data and mill-head grades mined from Pits 1 and 3 suggest that both the location and copper assays of the Granby data were generally of high quality. Granby drilled more than 850 holes on the property, with the highest concentration in the Pit 3 area where underground mining took place. A significant feature of the Granby drill-holes is that much of the underground drilling was in flat or horizontal holes, which provides excellent data for mineralization occurring in dominantly vertical structures.

2. Newmont began exploration on the western side of the Similkameen River which led to the discovery of the Ingerbelle deposit. Newmont relied almost exclusively on vertical drill holes in the Ingerbelle, Pit 1 and Pit 2 deposits, which tended to lead to overestimates of resource grades and underestimates of tonnage. Newmont carried out limited exploration drilling on other exploration targets around the property through the 1980's.

3. Similco Mines carried out exploration drill programs periodically during its mining operations, most notably during the periods of 1989-91, and 1994-1997. Most of these programs were focused in a few small areas and lead to the definition of reserves in the Virginia deposit and resources in the Alabama deposit, although numerous other areas also received some attention.

The Company initiated an exploration program in early 2007 immediately after acquiring and compiling available historical data, including the recovery of historical digital data from the mine site. Figure 4 shows a schematic diagram of Copper Mountain in early 2007 showing historical open pits, areas of known mineralization and areas designated for future exploration.

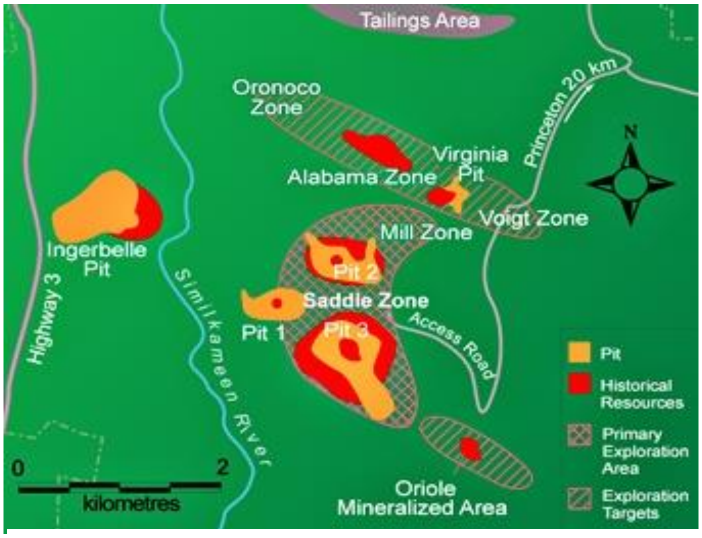


Figure 4 – Schematic Diagram of Copper Mountain Showing Historical Open Pits

During 2007 and 2008 the Company drilled 419 holes in the Pit 2, Pit 3 and Saddle zone areas for a total of 106,000 metres. The updated resource estimate is based on data from over 5,700 historical drill holes totalling approximately 373,000 metres, as well as the data from the 2007 and 2008 exploration programs. The updated resource estimated was prepared by Giroux Consultants Ltd. of Vancouver, British Columbia, an independent qualified person as defined by Canada's National Instrument 43-101 and is included in this document under the section titled Mineral Resource and Mineral Reserve Estimation.

During 2010 and 2011 the Company completed a two phased 18,400 meter drill program. Phase I was designed to provide more drill information for detailed mine design, while Phase II was focused on the deep drilling of geophysical targets below the Pits to better understand the total resource potential and to assist in long term mine planning. Significant drill results have been presented in press releases which are available on the company's website. Percussion and diamond drilling in the Oriole area were also completed during this time to better define complex lithologies and mineralized. The Company has incorporated these results into the mine plan.

Current Exploration

Exploration in 2016 and 2015 was minimal in keeping with mine site cost controls. In 2015 two small exploratory drill programs were undertaken. Four drill holes for a total of 1,500m were completed in the Virginia Pit area, to test for mineralization south of the design pit, and to depth, below the known mineralization, in the planned pit area. No economic mineralization was defined by the drilling. In addition, during 2015 five short holes in the Saddle zone (area where Pits 2 and 3 merge) were drilled to provide additional information for long-term pit design. In 2016 the mine completed a small 5,000 meter Pit 2-West expansion program that resulted in a reserve upgrade of approximately one year's production. The 2016 program was followed up in 2017 with an 8,900m diamond drilling program to further expand the resources on the western side of the pit 2 area, test mineralization at depth at the eastern end of Pit 2, and perform infill drilling in the saddle area. In addition, a 5,000 meter program was completed on the New Ingerbelle deposit to validate and confirm historical data which has the potential to add an extra 8 to 10 years to the mine life of the operation. Additional drilling in both the Pit 2 west extension and the New Ingerbelle deposit is planned for 2018.

Sampling and Analytical Procedure

Historical sample preparations and analyses were completed by large, international mining companies, who used on-site sampling and assaying laboratories for their samples taken in the project area during times when mining operations were active. No reports or data detailing the methods of sample preparation or full analytical methods used, quality control measures utilized by Granby or Newmont were available to the Company for review. However, in the case of the Princeton and Similco exploration programs, quality control of sampling and analyses was provided by taking the pulp of approximately every 20th sample and having them analyzed at a commercial laboratory. The mine lab analyses were then compared to the commercial laboratory analyses and if 95% of the samples were within +/- 10% of one another and there were no systematic biases detected then the original analyses were accepted. There is no documentation of the mine lab failing this test. Details of sample security (as required in NI 43-101) are not available, but as the samples did not leave the mine property this is unlikely to have been an issue. As the profitability of the mine would be dependant upon quality sampling and analytical work there is no reason to suspect any irregularities within the historical samples.

The Company's drill programs have been under the supervision of Peter Holbek, VP of Exploration. Under his guidance, drill core was collected from the drills and placed in core boxes while an exploration drilling program was in progress and the full core boxes were delivered to the core logging area on the Copper Mountain mine site. A geological technician or geologist would then lay out the core boxes on core tables and check and mark footages on the boxes. Aluminium tags with drill hole identification; box number and footage were prepared and nailed to the front of the core boxes. The geologist would then log the core and determine where samples will be taken. The samples lengths were marked on the core in red grease pen and recorded in the assay tag book. Assay tags were inserted in the core box at the beginning of the sample interval and the core was photographed with a digital camera. The core was then moved to racks in the cutting area where it was sawn in half with a diamond saw. The technicians then take one half of the sawn core and placed in plastic bags with the assay tags. Sample lengths are almost always 3m, but smaller samples may be used for discreet vein-type mineralization. The bagged samples are delivered to the mine lab daily, and are stored inside the laboratory until processing, which is usually within 24 hours. Pulps from all samples which assay 0.1% Cu or greater are retained and shipped to Pioneer Laboratories in Vancouver, for precious metal analyses. Additionally, Pioneer analyses every tenth sample for copper and these values are used to compare to those from the mine laboratory.

Mineral Resource and Mineral Reserve Estimation

Methodology for mineral resource and reserve estimations is provided in the company's most recent NI: 43-101 Technical Report filed dated March 30, 2015. Subsequently, the resource and reserve block models have been updated to include new drilling on the western end of Pit 2 in 2016 and in the Pit 1 and Saddle area in 2017. Some changes were also made to the silver and gold regression equations based on new data and changes to mineralization domains. An updated resource model and subsequent NI: 43-101 Technical Report is currently being undertaken and is due to be released towards the end of Q2, 2018. The resource and reserve values provided in the table below are estimated by using the updated block model and intersecting it with the surveyed mine topography from the end of 2017. All resources are constrained by a Whittle optimized pit shell generated using current mining costs and a US $4.00 copper price. Resources are inclusive of reserves, and are from all mineralized areas, including the Ingerbelle deposit, located on the west side of the Similkameen River.. Reserves are estimated by summing all Measured and Indicated resource blocks within the current pit designs. The current pit design does not include the New Ingerbelle area as this area has not been converted to reserves at this point.

The Copper Mountain Mine mineral reserves and resources stated are as of December 31, 2017.

Table 1 - Resource Summary

Resource 0.18% Cu c/o	**Tonnage M t**	**Cu %**	**Ag g/t**	**Au g/t**	**Cu Eq1 %**	**Copper M lbs**	**Silver M oz**	**Gold M oz**
M & I	**205**	**0.33**	**1.31**	**0.11**	**0.40**	**1,487**	**8.68**	**0.70**
Inferred	**220**	**0.28**	**0.79***	**0.14***	**0.36**	**1,336**	**5.61**	**1.02**
0.12% Cu c/o								
M & I	**329**	**0.26**	**1.02**	**0.09**	**0.32**	**1,889**	**10.74**	**0.93**
Inferred	**412**	**0.22**	**0.63***	**0.12***	**0.28**	**1,962**	**8.36**	**1.52**

*Copper Eq[1]: Prices used for copper equivalent are US$3.30/lb Copper, US$1400/oz Gold and US$23/oz Silver with metallurgical recoveries of 84% for Copper, 70% for Gold and 55% for Silver. Standard treatment and refining costs applied. *Inferred resources includes mineralization in the Ingerbelle deposit where gold and silver grades have been estimated based on correlation to copper grades from historical production data; these grades are significantly lower for Ag and higher for Au when compared to Copper Mountain grades. Numbers may not add due to rounding.*

Table 2 – Reserve Summary

Reserves 0.18% Cu c/o	**Tonnage** M t	**Cu** %	**Ag** g/t	**Au** g/t	**Cu Eq[1]** %	**Copper** M lbs	**Silver** M oz	**Gold** M oz
Proven	46*	0.36	1.48	0.11	0.43	368	2.18	0.16
Probable	57	0.30	1.19	0.11	0.37	379	2.17	0.20
P & P	103*	0.33	1.32	0.11	0.40	747	4.35	0.36

Reserves 0.12% Cu c/o	**Tonnage** M t	**Cu** %	**Ag** g/t	**Au** g/t	**Cu Eq[1]** %	**Copper** M lbs	**Silver** M oz	**Gold** M oz
Proven	63	0.31	1.22	0.10	0.37	424	2.46	0.19
Probable	91	0.25	0.94	0.09	0.30	492	2.75	0.25
P & P	154	0.27	1.05	0.09	0.33	916	5.21	0.44
Low Grade Stockpile	44	0.16	-	-	n/a	150	-	-

***Does not include an approximate 6.5Mt stockpile at and estimated 0.23% Cu grade.**
The resource and reserve estimation was completed by Copper Mountain exploration and mine staff under the supervision of Peter Holbek, P.Geo., Vice President of Exploration and a Qualified Person under National Instrument 43-101. Mr. Holbek has verified the methods used to determine grade and tonnage in the geological model, and mine plan. Reserves and Resources were updated as of December 31st, 2017

Mining Operations
The Company's mining equipment fleet consists of two Komatsu PC 8000 hydraulic shovels, a Hitachi EX 5500 hydraulic shovel, a Komatsu PC 4000 hydraulic shovel, seventeen Komatsu 240 ton capacity haul trucks, six Euclid 260 ton haul trucks, a Komatsu WA 1200 loader, five Komatsu D375 dozers, and three Caterpillar 16G graders and a fleet of support equipment typical of an operation of this size.

Mining activities continued to be focused in the Pit #2, Saddle and Oriole areas for the fourth quarter of 2017 with a majority of ore coming from the Pit #2 area. Oriole accounted for about 8% of the ore processed during the period. During the year a total of 72.6 million tonnes of material was mined, including 26.2 million tonnes of ore and 46.4 million tonnes of waste for a strip ratio of 1.77:1. High equipment mechanical availability was maintained during the quarter which helped contribute to the above average mining rates of 198,900 tonnes per day moved, well above our 2017 mining guidance rate of 180,000 tonnes per day moved. Mining costs per tonne during the year was $1.69 per tonne moved.

During the year the mill processed a total of 14.1 million tonnes of ore grading 0.317% copper to produce 75.8 million pounds of copper, 23,600 ounces of gold, and 277,000 ounces of silver. Mill recoveries were 77.2% for the year while mill operating time was 90.3%. Mill throughput increased during the second half of the year as planned, after the replacement of the SAG bull gear. The mill achieved an average throughput rate of 38,600 tpd for the 2017 year.

Production 2017 and 2016
The following table sets out the major operating parameters for the mine for the three months and years ended December 31, 2017 and 2016.

Mine Production Information	**Three months ended December 31,**		**Year ended December 31,**	
Copper Mountain Mine (100% Basis)	***2017***	***2016***	***2017***	***2016***
Mine:				
Total tonnes mined (000's)[1]	*18,998*	*17,477*	*75,598*	*68,780*
Ore tonnes mined (000's)	*7,370*	*6,073*	*26,204*	*23,421*

[1] Excludes ore re-handle from stockpile

Waste tonnes (000's)	*11,628*	*11,404*	*46,393*	*45,359*
Stripping ratio	*1.58*	*1.88*	*1.77*	*1.94*
Mill:				
Tonnes milled (000's)	*3,692*	*3,791*	*14,086*	*14,238*
Feed Grade (Cu%)	*0.32%*	*0.31%*	*0.32%*	*0.32%*
Recovery (%)	*75.1%*	*79.4%*	*77.2%*	*81.6%*
Operating time (%)	*93.4%*	*93.7%*	*90.3%*	*92.1%*
Tonnes milled (tpd)[2]	*40,130*	*41,200*	*38,600*	*38,900*

Mine Production Information	**Three months ended December 31,**		**Year ended December 31,**	
Copper Mountain Mine (100% Basis)	***2017***	***2016***	***2017***	***2016***
Production:				
Copper production (000's lbs)	*19,500*	*20,800*	*75,800*	*82,900*
Gold production (oz)	*5,200*	*7,100*	*23,600*	*30,800*
Silver production (oz)	*70,400*	*71,100*	*277,000*	*291,900*
Site cash costs per pound of copper produced (net of precious metal credits) (US$)	*$1.60*	*$1.30*	*$1.38*	*$1.17*
Total cash costs per pound of copper sold (net of precious metal credits) (US$)[8]	*$2.05*	*$1.69*	*$1.81*	*$1.60*

Contracts and Markets

Copper Mountain's copper concentrate has no significant deleterious elements. All of Copper Mountain's copper concentrate is sold for the life of the mine under agreement to MMC and is sold at prices based on London Metal Exchange ("LME") quotations. Precious metal pricing is fixed based on the average price of the LME following the month of arrival of the concentrate at the smelter. Copper pricing is fixed based on the average price of the LME, either one month or three months following the month of arrival of the concentrate at the smelter, depending on which period was declared by MMC at the start of the year. During 2017, Mitsubishi elected to fix copper pricing three months after the month of arrival.

Environmental Consideration

There have been no material environmental incidents at the Copper Mountain Mine during 2017. The M-29 Permit, covering the operation and reclamation obligations of the Company was last amended on July 7, 2015 to include the Oriole Pit and the Virginia Pit in the mine plan. The reclamation plan includes a water management and monitoring program and establishment of vegetation on all areas in order to meet land use objectives of returning the land to its

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[2] Tonnes per day

original use. Decommissioning and restoration costs are estimated to cost approximately $7.0 million and the Company has fully funded this estimated cost by posting a reclamation bond with the Government of British Columbia in the amount of $8.2 million.

Risk Factors

The operations of the Company are speculative due to the high-risk nature of its business, which are the acquisition, financing, exploration, development and operation of mining properties. The risks below are not the only ones facing the Company. Additional risks not currently known to the Company, or that the Company currently deems immaterial may also impair the Company's operations. The order in which the following risk factors appear does not necessarily reflect management's opinion of their order or priority.

*General***:** The Company is in the business of exploring and developing mineral properties, which is a highly speculative endeavour. Prospective purchasers should evaluate carefully the following risk factors prior to purchasing any of the Company's securities.

Limited Operating History: The Company's ability to produce copper is subject to the continued successful operation of the Copper Mountain mine in accordance with the annual budget. Although the annual budgets are completed with the Company's knowledge of the prior operating history of the Mine, and the operating history of other mines in the region, actual operating results of the Copper Mountain mine may differ materially from those anticipated.

The profitable operations of the Copper Mountain mine are subject to a number of uncertainties. The following events, among others, could affect the profitability or economic feasibility of the Copper Mountain mine:

- unanticipated changes in grade and tonnage of ore to be mined and processed;
- unanticipated adverse geotechnical conditions;
- incorrect data on which engineering assumptions are made;
- costs of constructing and operating a mine;
- unanticipated transportation costs;
- government regulations (including regulations to prices, royalties, duties, taxes, permitting, restrictions on production; quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands);
- fluctuations in commodity prices and exchange rates; and
- accidents, labour action and force majeure events of Copper Mountain Project and that of other parties to material contracts with Copper Mountain Project.

It is not unusual in mining operations to experience unexpected problems during the early years, and delays can often occur.

*Financing Risks***:** In 2010, Copper Mountain, through its subsidiary Company, entered into the senior loan agreement with The Bank of Tokyo-Mitsubishi UFJ, Ltd. and Mizuho Corporate Bank Ltd., and others for the senior loan for the principal purpose of funding completion of the construction and commissioning of the Copper Mountain Project (the "**Senior Loan Agreement**").

The Senior Loan Agreement contains covenants and imposes restrictions on the subsidiary's ability to complete certain transactions. For example, the Senior Loan Agreement required that the subsidiary obtain bank approval for any leases over US $5 million, operate the mine in accordance with the agreed mine plan, and comply with material project agreements. The Senior Loan Agreement also restricts the subsidiary from paying any dividends or making any other distributions to its shareholders, incurring additional indebtedness or entering into any hedging arrangements other than those expressly permitted by the Senior Loan Agreement. While the subsidiary is currently in compliance with all such covenants and restrictions, a breach by the subsidiary of any covenant or restriction in the Senior Loan Agreement will constitute an event of default under the Senior Loan Agreement, entitling the lenders thereunder to accelerate the payment of amounts due there under. The Company and MMC have guaranteed certain loan related deposit accounts of the Copper Mountain mine that total approximately $13 million. The Senior Loan is secured by all of the subsidiary's assets. An obligation to repay the amount owing under the Senior Loan Agreement before its stated maturity could have an adverse effect on the Company and its financial position.

Exploration and Development Risks: Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by the Company may be affected by numerous factors that are beyond the control of the Company and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in the Company not receiving an adequate return of investment capital. All of the claims to which the Company has a right to acquire an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favourable exploration results are obtained.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that future exploration activities of the Company's mineral properties will result in any discoveries of commercial bodies of ore. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Lack of Availability of Resources: Mining exploration requires ready access to mining equipment such as drills, and crews to operate that equipment. There can be no assurance that such resources will be available to the Company on a timely basis or at a reasonable cost. Failure to obtain these resources when needed may result in delays in the Company's exploration programs.

Requirement for Additional Financing: The development and exploration of additional company projects depends upon the Company's ability to obtain financing through equity financing, joint ventures, debt financing, or other means. There is no assurance that the Company will be successful in obtaining required financing as and when needed. Volatile markets for precious and base metals may make it difficult or impossible for the Company to obtain equity financing or debt financing on favourable terms or at all. Failure to obtain additional financing on a timely basis may cause the Company to postpone its development plans, forfeit rights in some or all of its properties or reduce or terminate some or all of its operations.

Uninsurable Risks: The Company's business is subject to a number of risks and hazards generally, including adverse environmental conditions, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, changes in the regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Company's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as it considers to be reasonable, its insurance may not cover all the potential risks associated with a mining company's operations. The Company may also be unable to maintain insurance to cover these risks at economically feasible premiums. Insurance coverage may not continue to be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and production is not generally available to the Company or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards which may not be insured against or which the Company may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Environmental Regulations, Permits and Licenses: By purchasing the Copper Mountain mine, the Company has assumed certain pre-existing site reclamation obligations in respect of the Copper Mountain mine. These costs are reflected in the Company's financial statements that are incorporated by reference into this AIF.

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. The Company intends to comply fully with all environmental regulations. The current or future operations of the Company, including development activities and commencement of production on its properties, require permits from various federal, provincial and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters.

Such operations and exploration activities are also subject to substantial regulation under applicable laws by governmental agencies that may require the Company to obtain permits from various governmental agencies. There can be no assurance, however, that all permits that the Company may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis or that such laws and regulations will not have an adverse effect on any mining project which the Company might undertake.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

To the best of the Company's knowledge, it is operating in compliance with all applicable environmental rules and regulations.

Mineral Exploration and Mining Carry Inherent Risks: Mining operations are subject all hazards that are normally encountered in exploration, development and production. These include unexpected geological formations, rock falls, flooding, dam wall failure and other incidents or conditions which could result in damage to plant or equipment or the environment and which could impact production throughput. Although it is intended to take adequate precautions to minimize risk, there is a possibility of a material adverse impact on the Company's operations and its financial results.

Title Risks: Although the Company has exercised the usual due diligence with respect to determining title to properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company's mineral property interests may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. Surveys have not been carried out on all of the Company's mineral properties in accordance with the laws of the jurisdiction in which such properties are situated; therefore, their existence and area could be in doubt. Until competing interests in the mineral lands have been determined, the Company can give no assurance as to the validity of title of the Company to those lands or the size of such mineral lands.

The Company has reviewed the land title searches for its Crown granted mineral claims. These searches contain "remarks" which purport to describe the nature of the undersurface rights held by the Company however these remarks are not binding or definitive. A full review of the original Crown grants and all subsequent transfer documents would be required in order to determine the definitive rights of the Company to undersurface rights. This review has not been conducted at this time.

Four Crown granted claims within the overall lands held by the Company are owned only partially by the Company (with ownership between 50% and 93.75% of certain Crown granted claims). Most of these claims are outside of the historical mining plan area. However, the pit plan could partially extend into a small Crown granted claim in which the Company only has a 50% interest. If the Company wishes to proceed with the development of the pit on that claim, it will have to negotiate with the owner of the other 50% of the claim for the terms of further development of the portion of the pit which is on that claim. At present, there are no agreements with the co-owner of the claim. In addition, certain claims are subject to production royalties ranging from 1% to 5%. The current development plan does not extend onto any claims which are subject to these royalties.

Aboriginal Land Claims: Many lands in British Columbia are or could become subject to aboriginal lands claim to title, which could adversely affect the Company's title to its properties. While the Company actively consults with all groups which may be adversely affected by the Company's activities, including aboriginal groups, there can be no assurance that satisfactory agreements can be reached.

Competition: The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical facilities. Competition could adversely affect the Company's ability to acquire additional suitable properties or prospects in the future.

Management: The success of the Company is currently largely dependent on the performance of its board of directors and its' senior management. The loss of the services of these persons will have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its board of directors and management or other qualified personnel required to operate its business. Failure to do so could have material adverse affect on the Company and its prospects.

Metal Prices are Volatile: The mining industry is intensely competitive and there is no assurance that, even if commercial quantities of a mineral resource are discovered, a profitable market will exist for the sale of the same. There can be no assurance that metal prices will be such that the Company's properties can be mined at a profit. Factors beyond the control of the Company may affect the marketability of any minerals discovered. Metal prices are subject to volatile price changes from a variety of factors including international economic and political trends, expectations of inflation, global and regional demand, currency exchange fluctuations, interest rates and global or regional consumption patterns, speculative activities and increased production due to improved mining and production methods. The supply of, and demand for, the Company's principal products and exploration targets, gold, copper and silver, is affected by various factors, including political events, economic conditions and production costs.

Infrastructure: Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants which affect capital and operating costs. Unusual or infrequent weather phenomena, terrorism, sabotage, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

Conflict of Interests: Certain of the directors and officers of the Company are directors or officers of, or have significant shareholdings in, other mineral resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate or may wish to participate, the directors of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. Such other companies may also compete with the Company for the acquisition of mineral property rights. In the event that any such conflict of interest arises, a director or officer who has such a conflict will disclose the conflict to a meeting of the directors of the Company and, if the conflict involves a director, the director will abstain from voting for or against the approval of such a participation or such terms. In appropriate cases, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the Company making the assignment. In accordance with the provisions of the Business Corporations Act the directors and officers of the Company are required to act honestly in good faith, with a view to the best interests of the Company. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, the directors will primarily consider the potential benefits to the Company, the degree of risk to which the Company may be exposed and its financial position at that time.

Acquisition of Additional Mineral Properties: If the Company loses or abandons its interest in its properties, there is no assurance that it will be able to acquire another mineral property of merit or that such an acquisition would be approved by the Exchange. There is also no guarantee that the Exchange will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise, should the Company wish to acquire any additional properties.

Key Personnel: Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, it will require additional key financial, administrative, mining, marketing and public relations personnel as well as additional staff on the operations side. Although the Company believes that it will be successful in attracting and retaining qualified personnel, there can be no assurance of such success.

Dilution: There are a number of outstanding options and warrants pursuant to which additional Common Shares may be issued in the future. Exercise of such options and warrants may result in dilution to the Company's shareholders. In addition, if the Company raises additional funds through the sale of equity securities, shareholders may have their investment further diluted.

Operations Dependent on Revenues and Financings: The continued operation of the Company will be dependent upon its ability to generate operating revenues and to procure additional financing. There can be no assurance that any such revenues can be generated or that other financing can be obtained. If the Company is unable to generate such revenues or obtain such additional financing, any investment in the Company may be lost. In such event, the probability of resale of the shares purchased would be diminished.

Price Volatility of Publicly Traded Securities: In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the market prices of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. It may be anticipated that any quoted market for the Common Shares will be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

ITEM 6 DIVIDEND RECORD AND POLICY

The Company has not paid any dividends since incorporation and does not anticipate declaring any dividends on its Common Shares in the foreseeable future. The directors of the Company will determine if and when dividends should be declared and paid in the future based on the Company's financial position at the relevant time.

ITEM 7 DESCRIPTION OF CAPITAL STRUCTURE

The Company has an authorized share capital of an unlimited number of Common Shares without par value of which 134,285,192 common Shares were issued and outstanding as fully paid and non-assessable as of December 31, 2017. Each Common Share is entitled to one vote and to participate equally in any dividends declared or on a distribution of assets or a winding up of the Company.

As at March 29, 2018, an aggregate of 134,318,458 Common Shares were issued and outstanding. An additional 8,604,234 Common Shares are issuable upon the exercise of outstanding stock options.

The last equity financing completed by the Company was in the summer of 2016, when the Company closed a Cdn $7.5 million bought deal financing on August 3, 2016. The underwriter at that time was Haywood Securities Ltd (the "Underwriter"). The offering consisted of the issue of 13,593,000 common shares at a price of Cdn $0.55 per share, resulting in Cdn $7,476,150 in gross proceeds to the Company. In addition there were 6,796,500 warrants issued with the bought deal financing, of which 5,096,750 are outstanding as of March 29, 2018.

Senior Credit Facility

In July 2010, the Company entered into a senior credit facility ("the SCF") with a consortium of Japanese banks for the development of the Copper Mountain mine. The maximum amount available under the SCF was US$162,000,000 and this was fully drawn during the year to fund the construction of the mine and carries a variable interest rate of LIBOR plus 2%. As at December 31, 2017 the SCF has a principal amount outstanding of US$105,300,000 as shown in note 9 of December 31, 2017 financial statements.

The SCF is repayable in 24 semi-annual instalments commencing December 15, 2011, with 40% of the principal balance due in the final two years before maturity on June 15, 2023. The instalments are payable on a fixed schedule, subject to mandatory prepayment based on the cash flows relating to the project. The SCF is collateralized by all the assets of the Copper Mountain Mine and is insured by Nippon Export and Investment Insurance. In addition, the Company and MMC have jointly guaranteed the amounts owing to the debt service reserve account and the capex reserve account until June 30, 2018.

Term Loan

In May 2010, the Company entered into the term loan ("the Term Loan") with the Japan Bank for International Corporation. The maximum amount available under the Term Loan was US$160,000,000. The Term Loan carries a variable interest rate of LIBOR plus 0.551% and matures February 10, 2022. The Term Loan is unsecured and repayable in increasing instalments every six months and commenced in February 2012, with the majority of the loan falling due in the last six instalment dates of the Term Loan. As at December 31, 2017 the term loan had a principal amount outstanding of US$124,800,000 as shown in note 9 of December 31, 2016 financial statements. Subsequent to the end of the year, the Company paid an additional amount of US$9,600,000 against the principle, reducing the loan to US$115,200,000 as of March 29, 2018. The Term Loan is fully guaranteed by MMC in exchange for a fee of 0.2% per annum.

ITEM 8 MARKET FOR SECURITIES

The Common Shares are currently listed on the Exchange under the trading symbol CMMC. The following table lists the price ranges (high and low) for the Common Shares as quoted on the Exchange and the traded volume on a monthly basis from January 1, 2017 to March 29, 2018.

Period	Price (Cdn$)		Monthly Volume
	High	Low	
March 1 – 29, 2018	$1.33	$1.09	8,405,556
February 2018	$1.36	$1.18	13,642,732

January 2018	$1.62	$1.24	10,042,670
December 2017	$1.65	$1.31	9,240,323
November 2017	$1.85	$1.46	10,838,595
October 2017	$1.60	$1.26	12,547,562
September 2017	$1.42	$1.11	11,821,320
August 2017	$1.23	$0.95	15,830,401
July 2017	$1.06	$0.75	5,307,587
June 2017	$0.87	$0.72	2,872,163
May 2017	$0.97	$0.74	5,054,342
April 2017	$1.11	$0.89	5,053,600
March 2017	$1.24	$0.93	10,102,632
February 2017	$1.32	$1.13	15,173,266
January 2017	$1.25	$0.94	17,115,789

ITEM 9 ESCROWED SECURITIES

None

ITEM 10 DIRECTORS AND OFFICERS

Name, Address and Occupation

The names, province or state, country of residence, positions held and principal business occupations in which each of the Company's current directors and executive officers of the Company has been engaged during the immediately preceding five years is as follows:

Name and Province and Country of Residence	Position and Term with the Company
James O'Rourke, P.Eng, OBC British Columbia, Canada	Director, President and Chief Executive Officer since April 20, 2006
Rodney Shier, B.Com, CPA, CA British Columbia, Canada	Director, Chief Financial Officer and Corporate Secretary since April 20, 2006
Donald Strickland, Bsc. (Hons) P.Eng British Columbia, Canada	Vice President and Chief Operating Officer since January 2018
Peter Holbek, Bsc. (Hons) M.Sc, P.Geo British Columbia, Canada	Vice President, Exploration since November 2006
Bill Mracek, P.Eng British Columbia, Canada	Vice President, Mining since January 2012

Name and Province and Country of Residence	Position and Term with the Company
Bruce Aunger(1) (3), **CPA, CA** British Columbia, Canada	Director since Feb 10, 2011
Al Cloke(3) (2) British Columbia, Canada	Director since August 9, 2010
Marin Katusa(1) (3), **B.Sc** British Columbia, Canada	Director since April 4, 2007
Carl Renzoni(1) (2), **B.Sc (Hons)** Ontario, Canada	Director since March 18, 2008
John Tapics(1)(2), **B.Sc, P.Eng** Ontario, Canada	Director since April 20, 2006

(1)Denotes member of the Audit Committee;

(2)Denotes member of the Corporate Governance Committee.

(3)Denotes member of the Compensation Committee;

As at the date of this AIF, the directors and executive officers of the Company as a group beneficially own, directly or indirectly, or exercise control or direction over approximately 7.5 million Common Shares, representing 5.60% of the issued Common Shares. In addition, such individuals hold stock options to acquire an additional 7.2 million Common Shares.

Each of the Directors of the Company will hold office until the next annual general meeting of the shareholders of the Company pursuant to the Business Corporations Act, or unless his office is earlier vacated in accordance with the Articles of the Company, or with the provisions of the Business Corporations Act.

Principal Occupations and Other Information about Copper Mountain's Directors and Management

James O'Rourke, P.Eng – President, Chief Executive Officer and Director
James C. (Jim) O`Rourke was appointed President and Chief Executive Officer of the Company on its incorporation on April 20, 2006. As the President and Chief Executive Officer of the Company, Mr. O'Rourke has overall responsibility for management of the day-to-day affairs of the Company including maintaining and developing strategic plans for the Company and successfully implementing such plans, providing leadership to the Company's staff, coordinating the preparation of an annual business plan and providing timely, strategic, operation and reporting information to the Board.

Mr. O'Rourke graduated in 1964 with a B.A. Sc. degree in Mining Engineering from the University of British Columbia. Mr. O'Rourke has been President of Huckleberry Mines Ltd., an open pit copper mining company, from December 2003 to May 2007 and continued as Executive Advisor and Director until 2016. Mr. O'Rourke was President of Princeton Mining Corporation ("Princeton") from 1987 to 1997 and continued as Chairman from February 1997 to January 1998. Mr. O'Rourke was inducted into the Canadian Mining Hall of Fame in January 2013, was the recipient of the Order of British Columbia in 2011, the recipient of the Mining Person of the Year award for British Columbia in 2010, and in 2005 the recipient of the E.A.Scholtz award for excellence in mine development.

Rodney Shier, B.Com, CPA, CA – Chief Financial Officer, Corporate Secretary and Director
Rodney A. Shier was appointed Chief Financial Officer and Corporate Secretary of the Company on April 20, 2006. As Chief Financial Officer, Mr. Shier's responsibilities include coordinating all aspects of the Company's financial operations, controls and financial disclosure, in addition to overseeing all aspects of the Company's investor relations activities. As Corporate Secretary, Mr. Shier is responsible for maintaining the Company's governance and corporate records, coordinating Board and management meetings and providing support to other members of the senior management team and the Board.

Mr. Shier graduated in 1986 with a Bachelor of Commerce degree from the University of British Columbia and earned his Chartered Accountant designation in 1990 while articling at the international accounting firm of

PricewaterhouseCoopers where he worked overseas for two years. Mr. Shier has over twenty years experience as a corporate officer and director to a number of publicly-traded mining companies. Mr. Shier is a member of the Institute of Chartered Accountants of British Columbia and the 2013 recipient of the E.A.Scholtz award for excellence in mine development in British Columbia.

Don Strickland, B.Sc. (Hons), P.Eng – VP Operations
Don Strickland graduated from Queens university with a B.Sc.(hons) in Materials Science and Metallurgical Engineering (1993) and has over 25 years Canadian as well as international mining experience. Mr. Strickland has gained extensive experience in mineral processing, project development and mine management while working with Placer Dome, Barrick Gold Corp and Yukon Zinc. Mr. Strickland is a senior executive with proven leadership, team building skills with a track record of success.

Peter Holbek, BSc. (Hons) M.Sc., P.Geo – VP Exploration
Peter Holbek was appointed as Vice President Exploration of the Company on April 4, 2007. As Vice President Exploration, Mr. Holbek is responsible for the overall exploration program being conducted by the Company. Mr. Holbek graduated from The University of British Columbia with a Bachelor of Science degree (hons.) in 1980, and a Master of Science degree in 1988, and has 25 years experience in mineral exploration and mine development. Prior to joining Copper Mountain, he served as Vice President, Exploration for Atna Resources Ltd. for six years and prior to that as Exploration Manager and mine geologist for Princeton Mining Ltd. From 1984 to 1993 he was employed as senior exploration geologist for Esso Minerals Canada and subsequently, Homestake Canada Ltd, and in 2013 was the recipient of the E.A.Scholtz award for excellence in mine development.

William (Bill) Mracek, P.Eng - VP Mining
Bill Mracek graduated from University of Saskatchewan with a Bachelor of Engineering degree in Mechanical Engineering and is a professional engineer registered in the Province of Ontario. Mr. Mracek has 40 years of practical and management experience in both underground and surface mines across Canada. Prior to joining Copper Mountain he was Vice President and General Manager at Thompson Creek’s Endako mine and Vice President and General Manager for Huckleberry Mines Ltd.

Bruce Aunger, CPA, CA – Director
Mr. Aunger is a Chartered Accountant and senior executive with proven leadership and team building skills. Mr. Aunger is Chief Financial Officer and Executive Vice-President of Madison Venture Corporation and has been since 1988. Mr. Aunger serves as Secretary of Glacier Media, Inc. and GVIC Communications Corp. He was employed by Arthur Andersen, Chartered Accountants, for 11 years and served as a partner for 7 years. He has many years experience in the accounting, financial, taxation and financing fields. Mr. Aunger obtained a BA degree in Commerce from Simon Fraser University and is a citizen and resident of Canada.

Al Cloke – Director
Mr. Cloke has been a director of the Company since August 9, 2010. Mr. Cloke is a senior executive with proven leadership, team building and market development skills with a track record of successfully managing the profitable growth of mining distribution businesses. Mr. Cloke has worked 40 years in and as a supplier to the mining industry. Mr. Cloke was involved in the growth of the oil sands in Fort McMurray, the coal business in the Elk Valley and Northeast coal. Past responsibilities and achievements are, President of Bucyrus Canada Limited and President CEO and partner of Transwest Dynequip Limited, sold to Sumitomo Corporation. He was chosen British Columbia Mining Industry “Person of the Year” in 1995 and General Chairman of the CIM convention in Vancouver in 1997. Mr. Cloke served on the Board of the Coal Association of Canada and the Board of Hillsborough Resources. He was Chairman of B.C. Children’s Hospital, Mining for Miracles campaign and co founder of Fishing for Kids and Hooked on Miracles fundraising events for the mining industry and B.C. Children’s Hospital. He is currently President of Cloke Holdings Ltd, and on the Boards of Copper Mountain Mine and Copper Mountain Mining Corporation. Mr. Cloke is a citizen and resident of Canada.

Marin Katusa, B.Sc – Director
Mr. Katusa has been a director of the Company since April 4, 2007. Mr. Katusa is the author of the New York Times best seller The Colder War and his extensive relationships within the Canadian financial community is a valuable asset in the realization of the Company’s commitment to become a world class copper producer. Mr. Katusa graduated from the University of British Columbia with a Bachelor of Science degree and a Bachelor degree in Education. Mr.

Katusa is a manager of some of the largest funds focussed on the junior resource sector (KCR Fund, KCO Fund and KC50 Fund). Mr. Katusa is a citizen and resident of Canada.

Carl Renzoni, B.Sc (Hons) – Director
Mr. Renzoni has been a director of the Company since March 18, 2008. Mr. Renzoni is a retired investment banker who worked at BMO Nesbitt Burns Inc. from June 1969 and more recently as a Managing Director up until his retirement in November 2001. Mr. Renzoni brings over 30 years of experience in the securities business specializing in the mining industry and has extensive knowledge of all aspects of corporate finance including mergers and acquisitions. Mr. Renzoni was a director of: Meridian Gold Inc until its takeover by Yamana Gold Inc in October 2007 and was a Director of Peru Copper until its takeover by the Aluminum Corporation of China for $840 million in June 2007. Mr. Renzoni is a Director of Yamana Gold Inc since October 2007. Mr. Renzoni received a Bachelor of Science degree (hons.) in Geology from Queen's University in Kingston, Ontario in 1963. Mr. Renzoni is a citizen and resident of Canada.

John Tapics, B.Sc., P.Eng – Director
Mr. Tapics has been a director of the Company since April 20, 2006. Mr. Tapics graduated in 1975 with a B.Sc degree in mining engineering from Queen’s University and has over 25 years of mine planning and operations experience. Mr Tapics was the Vice President/Executive Vice President at TransAlta Corporation and responsible for Highvale and Whitewood Mines from 1990 to 1998.

From November 2005 to June 2013, Mr. Tapics was President & Chief Executive Officer of Compliance Energy Corporation, a mining company. Mr. Tapics became a director of Compliance Energy Corporation in April 2006. From October 2001 to February 2005, Mr. Tapics held the positions of President and Chief Executive Officer of the Alberta Electric System Operator and the Balancing Pool of Alberta, statutory corporations responsible for operating the electrical system of Alberta and managing certain power purchase arrangements on behalf of Albertans; respectively. Mr. Tapics was a Director of Prairie Mines & Royalty Ltd. an entity that produced over 36 million tonnes of coal per year. Mr. Tapics has also served as a director of the Coal Association of Canada, the British Columbia Mining Association, the Canadian Electricity Association and the Western Power Institute and the Alberta Chamber of Resources. Mr. Tapics was the 1993 recipient of the Canadian Institute of Mining’s Presidents' Role Model Medal and is a past CIM District 5 Proficiency Medal winner.

Advisors

Robert Young, BSc. P. Eng. – Advisor
Robert J. (Bob) Young graduated in 1962 with a Bachelor of Applied Science degree in geological engineering from the University of British Columbia. Mr. Young joined Placer Development in the January of 1960 and spent the next 32 years with that company. The first seventeen years were spent doing mine geology, both underground and open pit as well as gaining experience in mine operations and evaluation. Mr. Young then left the mine operations and went to exploration, working mostly on target evaluations and as a project manager in South America, Africa and Southeast Asia. Mr. Young left Placer in 1992 and joined Teck Corporation as manager of their South American office located in Santiago, Chile. After 4 years there Mr. Young returned to Teck’s Vancouver office, working on international evaluations until his retirement in June of 1999.

Roman Shklanka, PhD. Geo, Bcomm – Advisor
Roman Shklanka received his Doctorate in geology from Stanford University and a Master of Arts and Bachelor of Commerce degrees from the University of Saskatchewan. He is a Fellow of the Geological Association of Canada and Member of the Canadian Institute of Mining and Metallurgy. Mr. Shklanka is an international mineral explorationist with over 40 years of experience in the mining industry. He has been successful in identifying and developing major deposits around the world and was the PDAC’s 2006 co-receiver of the Viola Macmillan Developer’s Award. In 2009 Mr. Shklanka was inducted into the Canadian Mining Hall of Fame.

From 1969 to 1990, Dr. Shklanka was with the Placer Development Ltd. organization, working in a variety of capacities, including General Manager of Exploration for Placer Development Ltd. and Vice President for Exploration for Placer Dome Inc. Dr. Shklanka was associated with Sutton Resources Ltd. as Vice Chairman (1993-95) and as Chairman from 1995-99. The Issuer was acquired in 1999 by Barrick Gold Corp. He was also Chairman of Canico Resource Corp. which was developing one of the world’s major nickel deposit when it was acquired by Companhia

Vale Rio Doce in 2005. Currently he is Chairman of Polaris Minerals Corporation (T.PLS), International Barytex Resources Ltd. (V.IBX), and Pacific Imperial Mines (V.PPM).

Cease Trade Orders, Bankruptcies Penalties or Sanctions
Except as set out below, no director or executive officer of the Company is, as at the date of this AIF, or was within 10 years before the date of this AIF, a director, executive officer of any company (including the Company), that while that person was acting in that capacity,

(a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while the director or executive officer was acting in the capacity as director or executive officer; or

(b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or

(c) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, which resulted from an event that occurred while that person was acting in the capacity as director or executive officer.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company:

(a) is, as at the date of this AIF, or has been within the 10 years before the date of this AIF, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

(b) has, within 10 years before the date of this AIF, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

No director or executive officer of the Company, and no shareholder holding a sufficient number of securities of the Company to affect materially the control of the Company has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

The foregoing information, not being within the knowledge of the Company, has been furnished by the respective directors, officers and shareholders holding a sufficient number of securities of the Company to affect materially the control of the Company.

Conflicts of Interest
There are potential conflicts of interest to which the directors and officers of the Company will be subject in connection with the operations of the Company. In particular, certain of the directors and officers of the Company are involved in managerial and/or director positions with other companies whose operations may, from time to time, be in direct

competition with those of the Company. Conflicts, if any, will be subject to the procedures and remedies available under the Business Corporations Act. The Business Corporations Act provides that in the event that a director has an interest in a contract or proposed contract or agreement, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement unless otherwise provided by the Business Corporations Act. See "Risk Factors – Conflicts of Interest" for further details.

ITEM 11 PROMOTERS

None

ITEM 12 LEGAL PROCEEDINGS AND REGULATORY ACTIONS

To the knowledge of Company's management, there are no material legal proceedings or regulatory actions outstanding, to which the Company is a party, or to which any of its property is subject to during the financial year ended December 31, 2017, and no such proceedings or regulatory actions are known to the Company to be threatened or pending, as of the date hereof, other than disclosed in the Company's financial statements for the year ended December 31, 2017.

ITEM 13 INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as disclosed below and elsewhere in this AIF, no director or executive officer of the Company and to the knowledge of management of the Company any person or company that is the direct or indirect beneficial owner of, or who exercises control or direction over, more than 10% of any class or series of the Company's outstanding voting securities or any associate or affiliate of any of the persons or companies referred to above, to the knowledge of management of the Company, has any material interest, direct or indirect, in any transaction within the last three recently completed financial years materially affected or will materially affect the Company or any of its subsidiaries.

ITEM 14 TRANSFER AGENT AND REGISTRAR

The Company's transfer agent and registrar is Computershare Investor Services Inc., 2nd Floor, 510 Burrard Street, Vancouver, British Columbia, Canada.

ITEM 15 MATERIAL CONTRACTS

Other than the agreement to acquire Altona Mining Limited, the Company has not entered into material contracts other than those entered into in the ordinary course of business in operating the Copper Mountain mine. During the year ended December 31, 2010 the Company's subsidiary entered into material contracts for the project debt financing for the Copper Mountain mine. The terms of these material contracts are disclosed in note 9 to the Company's consolidated financial statements for the year ended December 31, 2017.

ITEM 16 INTERESTS OF EXPERTS

The following persons prepared or certified a statement, report or valuation described or included in a filing, or referenced in a filing made by the Company under National Instrument 51-102 – *Continuous Disclosure Obligations* prescribed by the Canadian Securities Administrators, during or relating to the Company's most recently completed financial year ended December 31, 2017:

Name	Expert with Respect to	# of Securities Held
PricewaterhouseCoopers LLP Chartered Accountants	PricewaterhouseCoopers LLP, Chartered Accountants, are the Company's auditors and have prepared an opinion with respect to the Company's consolidated financial statements as at and for the year ended December 31, 2016. PricewaterhouseCoopers LLP report that they are	Nil

	independent of the Company in accordance with the rules of professional conduct of the Institute of Chartered Accountants of British Columbia.	

ITEM 17 ADDITIONAL INFORMATION

Additional information relating to the Company is available under the Company's profile on the SEDAR website at www.sedar.com.

The following documents can be obtained upon request from Copper Mountain's communication department by calling (604) 682-2992:

(i) This Annual Information Form, together with any document incorporated herein by reference;

(ii) The Annual Report of the Company and any interim financial statements filed with Securities Commissions subsequent to the audited financial statements for the Company's most recently completed financial year.

Additional information, including directors' and officers' remuneration and indebtedness, principle holders of the Company's securities and securities authorized for issuance under equity compensation plans, will be contained in the Company's information circular for its upcoming annual general meeting of shareholders to be held on June 14, 2017. Additional financial information is presented in the Company's annual audited consolidated financial statements and related management discussion and analysis for the year ended December 31,2017.

ITEM 18 ADDITIONAL DISCLOSURE FOR COMPANIES NOT SENDING INFORMATION CIRCULARS

Not applicable.

ITEM 19 CONTROLS AND PROCEDURES

Internal Controls Over Financial Reporting

The Company's management, including the Chief Executive Officer and the Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting, and evaluating the effectiveness of the Company's internal control over financial reporting as at each fiscal year end. Management has used the Committee of Sponsoring Organizations of the Treadway Commission (COSO) framework to evaluate the effectiveness of the Company's internal control over financial reporting as at December 31, 2017.

During the year ended December 31, 2017 the Company's management, including the Chief Executive Officer and the Chief Financial Officer, has evaluated the effectiveness of the design and operation of the disclosure controls and procedures and the internal controls over financial reporting ("ICFR") and concluded that there has been no material change in the Company's internal controls during the year ended on December 31, 2017, that has materially affected, or is reasonably likely to materially affect, the Company's ICFR.

Disclosure Controls

Disclosure controls and procedures are designed to provide reasonable assurance that material information is gathered and reported to senior management, including the Chief Executive Officer and the Chief Financial Officer, as appropriate, to permit timely discussions regarding public disclosures. As at December 31, 2017, under the supervision and with the participation of the Company's management, including the Chief Executive Officer and the Chief Financial Officer, the Company conducted an evaluation of the effectiveness of the design and operation of the Company's disclosure controls and procedures. Based on this evaluation, the Chief executive Officer and the Chief Financial Officer have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures were effective.

ITEM 20 AUDIT COMMITTEE

Audit Committee Charter and Composition of Audit Committee
The Audit Committee has adopted a charter that sets out its mandate and responsibilities, and is attached to this AIF as Appendix A.

The Audit Committee, consisting of Bruce Aunger, Marin Katusa, John Tapics, and Carl Renzoni, review all financial statements of the Company prior to their publication, review audits, considers the adequacy of audit procedures, recommends the appointment of independent auditors, review and approves the professional services to be rendered by them and review fees for audit services. The charter has set criteria for membership which all members of the Audit Committee are required to meet consistent with National Instrument 52-110 *Audit Committees* and other applicable regulatory requirements. The Audit Committee, as needed, meets separately (without management present) with the Company's auditors to discuss the various aspects of the Company's financial statements and the independent audit.

Each Audit Committee member is an independent director and is financially literate. Mr. Aunger, the Audit Committee's chairman, is a Chartered Accountant and hence a financial expert.

Relevant Education and Experience
Disclosure respecting the education and experience of the Audit Committee is provided in their biographies above. As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

- the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- reviewing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- internal controls and procedures for financial reporting.

Reliance on Certain Exemptions
The Company's auditors, PricewaterhouseCoopers LLP, Chartered Accountants, have not provided any material non-audit services.

Pre-Approval Policies and Procedures for Non-Audit Services
The Audit Committee also approves for the engagements of non-audit services.

Code of Ethics
The Company has adopted a code of ethics that applies to all personnel of the Company. A copy of the Code of Ethics, which is included as a part of the Company's Governance Policies and Procedures Manual is available by writing to the Corporate Secretary.

Principal Accountant Fees and Services
The following table discloses the aggregate fees billed for each of the last two fiscal years for professional services rendered by the Company's audit firm for various services.

Services:	Year ended December 31, 2017	Year ended December 31, 2016
Audit Fees	$256,400	$184,500
Non Audit Fees	$139,000	$52,000
	$395.400	$238,500

ITEM 21 OFF BALANCE SHEET ARRANEMENTS

None.

COPPER MOUNTAIN MINING CORPORATION

CHARTER OF THE AUDIT COMMITTEE OF THE BOARD OF DIRECTORS

I. PURPOSE

The Audit Committee shall provide assistance to the Board of Directors of Copper Mountain Mining Corporation (the "Company") in fulfilling its financial reporting and control responsibilities to the shareholders of the Company and the investment community. The external auditors will report directly to the Audit Committee. The Audit Committee's primary duties and responsibilities are to:

- Oversee the accounting and financial reporting processes of the Company, and the audit of its financial statements, including: (i) the integrity of the Company's financial statements; (ii) the Company's compliance with legal and regulatory requirements; and (iii) the independent auditors' qualifications and independence.
- Serve as an independent and objective party to monitor the Company's financial reporting processes and internal control systems.
- Review and appraise the audit activities of the Company's independent auditors.
- Provide open lines of communication among the independent auditors, financial and senior management, and the Board of Directors for financial reporting and control matters, and meet periodically with management and with the independent auditors.

II. COMPOSITION

The Audit Committee shall be comprised of at least three directors. Each Committee member shall be an "independent director" within the meaning of Multilateral Instrument 52-110 – *Audit Committees* ("MI 52-110"), as may be amended from time to time. Pursuant to MI 52-110, a member will be considered "independent" if he has no direct or indirect, material relationship with the Company. MI 52-110 sets forth certain relationships which deem one not to be independent. In addition, the composition of the Audit Committee shall comply with the rules and regulations of the Toronto Stock Exchange and any other stock exchange on which the shares of the Company may be listed, subject to any waivers or exceptions granted by such stock exchange.

All members shall, to the satisfaction of the Board of Directors, be financially literate in accordance with the requirements of the MI 52-110 (i.e. have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements). At least one member shall have accounting or related financial management expertise to qualify as a "financial expert". A person will qualify as "financial expert" if he or she possesses the following attributes:

1. an understanding of financial statements and generally accepted accounting principles used by the Company to prepare its financial statements;
2. an ability to assess the general application of such principles in connection with the accounting for estimates, accruals and reserves;
3. experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities;
4. an understanding of internal controls and procedures for financial reporting; and
5. an understanding of audit committee functions.

The Committee members will be elected annually at the first meeting of the Board of Directors following the annual general meeting of shareholders.

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

III. RESPONSIBILITIES AND POWERS

Responsibilities and powers of the Audit Committee include:

- Annual review and revision of this Charter as necessary with the approval of the Board of Directors provided that this Charter may be amended and restated from time to time without the approval of the Board of Directors to ensure that that the composition of the Audit Committee and the Responsibilities and Powers of the Audit Committee comply with applicable laws and stock exchange rules.

- Making recommendations to the Board of Directors regarding the selection, the appointment, evaluation, fees and compensation and, if necessary, the replacement of the independent auditors, and assisting in resolving any disagreements between management and the independent auditors regarding financial reporting.

- Recommending to the Board for Approval the appropriate audit engagement fees and the funding for payment of the independent auditors' compensation and any advisors retained by the Audit Committee.

- Ensuring that the auditors report directly to the Audit Committee and are made accountable to the Board and the Audit Committee, as representatives of the shareholders to whom the auditors are ultimately responsible.

- Confirming the independence of the auditors, which will require receipt from the auditors of a formal written statement delineating all relationships between the auditors and the Company and any other factors that might affect the independence of the auditors and reviewing and discussing with the auditors any significant relationships and other factors identified in the statement. Reporting to the Board of Directors its conclusions on the independence of the auditors and the basis for these conclusions.

- Overseeing the work of the independent auditors engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services.

- Ensuring that the independent auditors are prohibited from providing the following non-audit services and determining which other non-audit services the independent auditors are prohibited from providing:

    - bookkeeping or other services related to the accounting records or financial statements of the Company;

    - financial information systems design and implementation;

    - appraisal or valuation services, fairness opinions, or contribution-in-kind reports;

    - actuarial services;

    - internal audit outsourcing services;

    - management functions or human resources;

    - broker or dealer, investment adviser or investment banking services;

    - legal services and expert services unrelated to the audit; and

    - any other services which the Public Company Accounting Oversight Board determines to be impermissible.

- Pre-approving all audit services, internal control related services and approving any permissible non-audit engagements of the independent auditors, in accordance with applicable legislation.

- Meeting with the auditors and financial management of the Company to review the scope of the proposed audit for the current year, and the audit procedures to be used.

- Meeting annually with auditors in "in camera" sessions to discuss reasonableness of the financial reporting process, system of internal control, significant comments and recommendations and management's performance.

- Reviewing with management and the independent auditors:

  - the Company's annual financial statements (and interim financial statements as applicable) and related footnotes, management's discussion and analysis and the annual information form, for the purpose of recommending approval by the Board of Directors prior to its release, and ensuring that:

    - management has reviewed the audited financial statements with the audit committee, including significant judgments affecting the financial statements

    - the members of the Committee have discussed among themselves, without management or the independent auditors present, the information disclosed to the Committee

    - the Committee has received the assurance of both financial management and the independent auditors that the Company's financial statements are fairly presented in conformity with Canadian GAAP or International Financial Reporting Standards (IFRS), as applicable, in all material respects

  - Any significant changes required in the independent auditors' audit plan and any serious issues with management regarding the audit.

  - the Company's internal controls report and the independent auditors' certification of the report, and review disclosures made to the Committee by the CEO and CFO about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

  - Other matters related to the conduct of the audit that are to be communicated to the Committee under generally accepted auditing standards.

- Satisfying itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, other than the public disclosure described in the preceding paragraph, and assessing the adequacy of such procedures periodically.

- Reviewing with the independent auditors and management the adequacy and effectiveness of the financial and accounting controls of the Company.

- Establishing procedures: (i) for receiving, handling and retaining of complaints received by the Company regarding accounting, internal controls, or auditing matters, and (ii) for employees to submit confidential anonymous concerns regarding questionable accounting or auditing matters.

- Reviewing with the independent auditors any audit problems or difficulties and management's response and resolving disagreements between management and the auditors and reviewing and discussing material written communications between management and the independent auditors, such as any management letter of schedule of unadjusted differences.

- Making inquires of management and the independent auditors to identify significant business, political, financial and control risks and exposures and assess the steps management has taken to minimize such risk to the Company.

- Making inquires of management and the independent auditors to identify significant business, political, financial, litigation and control risks and exposures and assess the steps management has taken to minimize such risk to the Company.

- Reviewing at least quarterly and assessing the overall process for identifying principal business, political, financial, litigation and control risks and providing its views on the effectiveness of this process to the Board.

- Reviewing and/or investigating any financial, internal control, or risk management related issue or activity of the Company and reporting to the Board of Directors at its next regular meeting all such action it has taken since the previous report.

- Reviewing at least quarterly compliance by the Company and its subsidiaries with all covenants under credit agreements.

- Ensuring that the disclosure of the process followed by the Board of Directors and its committees, in the oversight of the Company's management of principal business risks, is complete and fairly presented.

- Reviewing and approving for recommendation to the Board the Company's annual operating and capital budgets, and any amendments thereto, from time-to-time.

  - Reviewing quarterly the financial reports of the Company to ensure that any material deviation from budget or any material indication that actual results will fail to meet budget expectations, are addressed.

  - Reviewing quarterly the status of capital and major operating projects of the Company.

- Reviewing and approving for recommendation to the Board details of specific proposed financings.

- Obtaining reports from management, the Company's independent auditors that the Company is in conformity with legal requirements and the Company's Code of Business Conduct and Ethics and reviewing reports and disclosures of insider and affiliated party transactions.

- Discussing any earnings press releases and press releases with respect to production and compliance with the credit agreement covenants as well as financial information and earnings guidance provided to analysts and rating agencies.

- Ensuring adequate procedures are in place for review of the Company's disclosure of financial and production information and compliance with credit agreement covenants and assess the adequacy of these procedures at least once per year.

- Reviewing of confirmation of compliance with the Company's policies on internal controls, conflicts of interests, ethics, foreign corrupt practice, etc.

- Ensuring that the Company's Annual Information Form and the Company's Management Information Circular contains the disclosure as required by law, including that required by MI 52-110, and in particular the risks and uncertainties contained therein.

- Reviewing with financial management and the independent auditors interim financial information, including interim financial statements, management discussion and analysis and financial press releases for the purpose of recommending approval by the Board of Directors prior to its release.

- At least annually obtaining and reviewing a report prepared by the independent auditors describing (i) the auditors' internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the auditors, or by any inquiry of investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the auditors, and any steps taken to deal with any such issues; and (iii) all relationships between the independent auditors and the Company (to assess auditors' independence).

- Reviewing the financial information included in any prospectus or information circular prior to its release and, as appropriate, recommend to the Board of Directors whether such prospectus or information circular should be approved.

- Reviewing and approving hiring policies for employees or former employees of the past and present independent auditors.

- Reviewing disclosure by management in the event that management deviates from existing approved policies and procedures which disclosure must also must be contained in financial reporting sub-certification forms.

- Engaging independent counsel and other advisors, without seeking approval of the Board of Directors or management, if the Committee determines such advisors are necessary to assist the Committee in carrying out its duties and setting and paying for any counsel or advisors employed by the Audit Committee for such purpose. The Committee shall advise the Board of Directors and management of such engagement.

- Discussing with the Company's legal counsel legal matters that may have a material impact on the financial statements, disclosure in management's disclosure and analysis or of the Company's compliance policies and internal controls.

- On at least an annual basis, reviewing with the Company's Chief Financial Officer any legal matters that could have a significant impact on the organization's financial statements or risk profile, and the Company's compliance with applicable laws and regulations.

- Establishing procedures for (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters and (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

- Overseeing compliance with the Company's Code of Business Conduct and Whistleblower Policy and reporting the Board of Directors with respect thereto.

- Conducting special investigations, independent of the Board of Directors or management, relating to financial and non-financial related matters concerning the Company and/or any one or more of its directors, officers, employees, consultants and/or independent contractors, if determined by the Committee to be in the best interests of the Company and its Shareholders. The Committee shall advise the Board of Directors with respect to the initiations of such investigations and shall periodically report any findings such investigation to the Board of Directors.

- Reporting annually to the shareholders in the Company's Annual Information Form on the carrying out of its responsibilities under this charter and on other matters as required by applicable securities regulatory authorities.

IV. MEETINGS

The Audit Committee will meet regularly at times necessary to perform the duties described above in a timely manner, but not less than four times a year and any time the Company proposes to issue a press release with its quarterly or annual earnings information. Meetings may be held at any time deemed appropriate by the Committee.

The Audit Committee shall meet periodically in separate executive sessions with management (including the Chief Financial Officer), the internal auditors and the independent auditor, and have such other direct and independent interaction with such persons from time to time as the members of the Audit Committee deem appropriate. The Audit

Committee may request any officer or employee of the Company or the Company's outside counsel or independent auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

The independent auditors will have direct access to the Committee at their own initiative.

The Chairman of the Committee will report periodically the Committee's findings and recommendations to the Board of Directors.