

ALTA COPPER CORP.
EMPLOYEE AND INSIDER TRADING POLICY

Introduction

Under Canadian securities and corporate legislation as well as the policies of the Toronto Stock Exchange (the "TSX") the purchase or sale of securities of a public company by persons who use information which has not been generally disclosed to the public is illegal and may result in such persons, as well as Alta Copper Corp. (the "Company"), incurring substantial liability.

You should read this Policy in conjunction with the *Business Corporations Act* (British Columbia), the *Criminal Code* (Canada), the *Securities Act* (British Columbia) and National Instrument 55-104, *Insider Reporting Requirements and Exemptions*.

The purpose of the following guidelines is to ensure that the Company avoids any activity (or the appearance of any activity) based on an improper use of confidential information.

The guidelines apply to:

- (a) insiders of the Company (defined below);
- (b) employees of the Company or any of its subsidiaries ("Employees"),
- (c) other persons in a special relationship with the Company (as defined in Schedule A), and
- (d) an associate, including any relative, the spouse or a relative of the spouse of any person described in (a), (b) or (c) (see Schedule A for definition of associate), and
- (e) persons who receive material information from any person described in (a), (b), (c) or (d).

Insiders of the Company include the following persons ("Insiders"):

- (a) officers and directors of the Company,
- (b) officers and directors of a person that is itself an Insider or subsidiary of the Company; and
- (c) persons that have direct or indirect beneficial ownership of, and/or control or have direction over, more than 10% of the voting securities of the Company.
- (d) the spouse (as defined in Schedule A) of any person described in (a), (b) or (c) that has direct or indirect beneficial ownership of securities of the Company.

This policy shall be provided to all Insiders, Employees and persons in a special relationship with the Company and such persons shall be reminded of the provisions of this policy on a regular basis. This policy shall be updated on a regular basis and such updates shall be brought to the attention of all Insiders, Employees and persons in a special relationship with the Company.

General Guidelines

The policy contains five general guidelines:

1. An Insider or an Employee or a person in a special relationship with the Company should not trade in securities of the Company at any time, if he or she, is in possession of material information about the Company that has not been generally disclosed to the public. Generally speaking, "material information" means information that:
 - (a) is in relation to the affairs, business, operations, assets or ownership of the Company; and
 - (b) would reasonably be expected to have a significant effect on the market price or value of the Company's securities.
2. Information provided to non-Insider Employees should be limited to non-material information whenever possible.
3. The Chief Executive Officer and/or Executive Chair shall determine what information is material and when and how such information shall be disclosed to the public. When the Chief Executive Officer and/or Executive Chair is not available, the Chief Financial Officer shall determine what information is material and when and how such information shall be disclosed. At all times the Chief Executive Officer and/or Executive Chair may be assisted by the senior management of the Company in determining what constitutes material information.
4. The number of Employees with access to material information must be limited to as few as possible. Those Employees who are granted access to material information or come across material information must not divulge such material information to any person other than as approved by the Chief Executive Officer and/or Executive Chair and senior management of the Company.
5. The consequences of the violation of this policy, which will in most cases also constitute a violation of applicable securities laws, may include termination of employment with the Company and further civil and criminal penalties.

Specific Rules

A. Insiders, Employees and Persons in a Special Relationship with the Company

1. No trading by Insiders, Employees or persons in a special relationship with the Company who have access to material information that has not been generally disclosed to the public should take place in securities of the Company for five trading days prior to and two trading days following the release of the Company's annual and interim financial statements (the "Closed Period").
2. If an Insider or an Employee or a person in a special relationship with the Company has a

pressing need to sell any securities of the Company during the Closed Periods, the proposed transaction should first be approved by the Executive Chair of the Company, the Chief Executive Officer or the Chief Financial Officer, in writing.

3. If an Insider or an Employee or a person in a special relationship with the Company knows that the Company is about to make a news release of material information, at any time, that person should not trade in the Company's securities from the time of acquiring such knowledge of the release until the information has been fully disclosed to the public and a reasonable period of time has passed (48 hours) for the information to be disseminated to the public.

4. No Insider nor Employee nor any person in a special relationship with the Company may inform another person of any material information about the Company before the material information has been generally disclosed to the public.

5. No Insider or Employee or any person in a special relationship with the Company may at any time sell short the securities of the Company or buy and sell put or call options on the securities of the Company.

6. In order to avoid possible inadvertent conflict with these guidelines, standing sell orders or standing purchase orders should not be left with a broker.

7. When an Insider or an Employee or a person in a special relationship with the Company desires to trade in the securities of the Company, he or she must respect the blackout periods. In addition, he or she must advise the Executive Chair, Chief Executive Officer or Chief Financial Officer when he or she desires to sell so that in the event several Insiders have chosen to sell at the same time, a coordinated effort can be made to minimize the impact on the Company's share price. The Executive Chair, Chief Executive Officer or Chief Financial Officer will notify Insiders, Employees and persons in a special relationship with the Company of blackout periods.

8. All Insiders, Employees and persons in a special relationship with the Company must report details of their trading in the securities of the Company to the Executive Chair, Chief Executive Officer or Chief Financial Officer of the Company, who shall be responsible for reviewing to ensure that such persons have complied with all Company policy and disclosure rules.

9. All Insiders must maintain up-to-date filing of their trades with the appropriate authorities. Canadian regulatory authorities have implemented the System for Electronic Disclosure by Insiders ("SEDI"). SEDI facilitates the filing and public dissemination of "insider reports" in electronic format via the Internet. Insiders who are required by Canadian securities laws to file insider reports must use this website to make these filings. Insider reports must be filed within five days of the date on which the trade occurs. The onus for complying with the insider filing requirements remains with the individual.

B. Non-Insider Employees

1. Financial information provided to non-Insider Employees should be restricted to operational statements related to the Employees business unit. A non-Insider Employee should not have access to operating statements from other business units nor should the Employee have access to corporate financial results.
2. If other business unit or corporate financial information is required to be communicated to a non- Insider Employee the Executive Chair, Chief Executive Officer or Chief Financial Officer should discuss prior to disclosure of such information.
3. A non-Insider Employee who comes into possession of Company information which he or she believes to be confidential and material should immediately contact the Executive Chair, Chief Executive Officer or Chief Financial Officer directly.

C. Determination of what constitutes Material Information

1. The Executive Chair, Chief Executive Officer or Chief Financial Officer of the Company together with senior management shall determine what information is material and therefore must be disclosed to the public. If any Employee is unsure as to whether information in their possession is material, they should ask the Executive Chair, Chief Executive Officer or Chief Financial Officer for clarification.
2. The Company is not required to interpret the impact of external political, economic and social developments on its affairs, unless those developments have a direct impact on its business and affairs and is uncharacteristic of the effect generally experienced by other companies engaged in the same business or industry.
3. Announcements of an intention to proceed with a transaction or activity shall not be made until a decision has been made to proceed with such action by the board of directors of the Company or by senior management with the expectation of the board of directors of the Company or by senior management with the expectation of the concurrence of the board of directors. Updates on any proposed transaction should be announced at least every thirty days following the announcement of the transaction unless a different period of time has been specified for the updates. Prompt disclosure is also required whenever there is a material change to the proposed transaction or to the previously disclosed information.
4. The following is a (non-exhaustive) list of developments which will likely, although not absolutely always, require prompt disclosure:
 - (a) Changes in share ownership that may affect control of the Company.
 - (b) Changes in corporate structure, such as reorganizations, amalgamations, etc.
 - (c) Take-over bids or issuer bids.
 - (d) Major corporate acquisitions or dispositions.

- (e) Changes in capital structure.
- (f) Borrowing of a significant amount of funds.
- (g) Public or private sale of additional securities.
- (h) Development of new products and developments affecting the Company's resources, technology, products or market.
- (i) Entering into or loss of significant contracts.
- (j) Firm evidence of significant increases or decreases in near-term earnings prospects.
- (k) Changes in capital investment plans or corporate objectives.
- (l) Significant changes in management.
- (m) Significant litigation.
- (n) Major labour disputes or disputes with major contractors or suppliers.
- (o) Events of default under financing or other agreements.
- (p) Any other developments relating to the business and affairs of the Company that would reasonably be expected to significantly affect the market price or value of any of the Company's securities or that would reasonably be expected to have a significant influence on a reasonable investor's investment decisions.

Forecasts of earnings and other financial forecasts need not be disclosed, but where a significant increase or decrease in earnings is indicated in the near future, such as in the next fiscal quarter, this fact must be disclosed. Forecasts should not be provided on a selective basis to certain investors not involved in the management of the affairs of the Company. If disclosed, they should be generally disclosed via news release.

This list is not exhaustive, other events and other developments may be considered to be material information as well.

5. The Executive Chair, Chief Executive Officer and/or Chief Financial Officer of the Company together with senior management shall determine when and how the material information is to be disclosed. If the Executive Chair and/or Chief Executive Officer is unavailable, the responsibility for determining what constitutes material information shall fall to the Chief Financial Officer.
6. In order to assist the Executive Chair, Chief Executive Officer and/or Chief Financial Officer in their duties regarding the disclosure of material information, the Company shall maintain a file containing all relevant public information about the Company. This file shall include news releases, brokerage research reports and debriefing notes following analyst contacts. The Executive Chair, Chief Executive Officer and/or Chief Financial Officer shall have access to this file at all times.
7. Except in exceptional circumstances, no representative of the Company shall comment on material corporate developments other than the Executive Chair, Chief Executive Officer and/or Chief Financial Officer.

8. Material information must be released immediately, except in unusual circumstances. If material information is to be released during trading hours the Company must notify Investment Industry Regulatory Organization of Canada ("IIROC Market Surveillance"), the company which the TSX has retained as its agent to monitor the continuous disclosure of its issuers, prior to the issuance of a news release. IIROC Market Surveillance may then determine whether or not trading in the Company's securities should be halted.
9. Whether during trading hours or not, IIROC Market Surveillance must be provided with a copy of a news release for its review and approval must be received prior to release by the Company when disclosing the following:
 - (a) a reverse take-over, change of business or other reorganization of the Company;
 - (b) a major transaction involving the Company, including corporate acquisitions or dispositions;
 - (c) a change of control of the Company; and
 - (d) the announcement of future oriented financial information or other operating projections.IIROC Market Surveillance must be provided with a copy of all news releases issued by the Company after they are released.
10. A news release must be transmitted to the media by the quickest possible method and which provides the widest possible dissemination. Any news services used by the Company to disseminate material information must meet the following criteria:
 - (a) it must disseminate the full text of the release to the national financial press and to daily newspapers that provide regular coverage of financial news;
 - (b) it must disseminate to all members of the TSX;
 - (c) it must disseminate to all relevant regulatory bodies.
11. The Executive Chair, Chief Executive Officer or Chief Financial Officer and senior management shall also determine the content of any news release issued by the Company. Contents of announcements of material information shall be factual and balanced, neither over-emphasizing favourable news or under-emphasizing unfavourable news. Unfavourable news must be disclosed just as promptly and completely as favourable news. News releases should contain sufficient detail to enable media personnel and investors to appreciate the true substance and importance of the information so that investors may make informed investment decisions.

D. Maintaining Confidentiality of Information

1. The number of people with access to confidential information must be as few as possible. Confidential information must not be disclosed to any person other than in the necessary course of business. If information must be disclosed in the course of business, all persons to

whom the confidential information has been disclosed must be made aware of the fact that the information is to be kept confidential. Confidential documents should be kept locked up whenever possible. Code names may be used in certain instances to describe very sensitive projects of the Company. Confidential documents must not be accessible through technology such as shared servers.

2. Any Employees who are privy to confidential information must not discuss such information with outside persons or other Employees, save those Employees who are specifically permitted to have access to confidential information by the Executive Chair, Chief Executive Officer and/or Chief Financial Officer and senior management of the Company. Employees who overhear confidential information or learn confidential information in any other accidental way must not divulge this information to any other persons.

E. Consequences of Violation of this Policy

1. Any violation of this policy may result in immediate termination of employment with the Company.
2. In addition to possible termination of employment by the Company, an Employee who violates this policy may face criminal and civil penalties.

This Policy was approved and adopted by the Board of Directors of Alta Copper with immediate effect on May 12, 2025.

Please sign and return the Acknowledgment of Receipt of the Insider Trading Policy set out in Schedule B.

SCHEDULE A

“Associate”, where used to indicate a relationship with any person or company, means,

- (a) any partner, other than a limited partner, of that person or company,
- (b) any trust or estate in which such person or company has a substantial beneficial interest or for which such person or company serves as trustee or in a similar capacity,
- (c) any company of which such person or company beneficially owns or controls, directly or indirectly, voting securities carrying more than 10 per cent of the voting rights attached to all outstanding voting securities of the Company,
- (d) any relative of that person, including the spouse of such person or a relative of such person’s spouse, if the relative has the same home as that person.

“Spouse” means a person who:

- (a) is married to another person, and is not living separate and apart, within the meaning of the *Divorce Act* (Canada), from the other person, or
- (b) is living and cohabiting with another person in a marriage-like relationship, including a marriage-like relationship between persons of the same gender.

“Person in a special relationship with the Company” means a person who is:

- (a) an insider, affiliate or associate of
 - (i) the Company,
 - (ii) a person that is proposing to make a take-over bid for securities of the Company, or
 - (iii) a person that is proposing to become a party to a reorganization, amalgamation, merger, arrangement or similar business combination with the Company, or to acquire a substantial portion of the property of the Company,
- (b) is engaging in or is proposing to engage in any business or professional activity with or on behalf of the Company or with a person described in paragraph (a)(ii) or (iii),
- (c) is a director, officer or employee of the Company or a person described in paragraph (a)(ii) or (iii) or (b),
- (d) knows of material information with respect to the Company, having acquired the knowledge while in a relationship described in paragraph (a), (b) or (c) with the Company, or
- (e) knows of material information with respect to the Company, having acquired the knowledge from another person at a time when
 - (i) that other person was in a relationship with the Company, whether under this paragraph (e) or any of paragraphs (a) to (d), and
 - (ii) the person that acquired knowledge of the material information from that other person knew or reasonably ought to have known of the special relationship referred to in paragraph (e)(i).

SCHEDULE B

ACKNOWLEDGMENT OF RECEIPT OF EMPLOYEE AND INSIDER TRADING POLICY

Date: _____

To: Corporate Secretary

I have received and read the Insider Trading Policy of Alta Copper Corp., to which the above heading refers and confirm that I will comply with it.

SIGNED: _____

NAME: _____