

ALTA COPPER CORP.

CORPORATE GOVERNANCE POLICY

Introduction

The board of directors (the “Board”) and senior management of Alta Copper Corp. (the “Company”) consider sound corporate governance to be a central component in the effective and efficient operation of the Company. Therefore, the Company has established the following Statement of Corporate Governance Policies (the “Statement”). The Statement describes the basic approach of the Company to corporate governance and is set out below.

Mandate and Responsibilities of the Board of Directors

The mandate of the Board shall be to oversee the management of the business and affairs of the Company. The Board shall have responsibility for the stewardship of the Company and shall assume responsibility for the following matters:

- (a) the adoption of a strategic planning process;
- (b) the identification of the principal risks to the business of the Company and the implementation of systems to manage such risks;
- (c) appointing, training and monitoring senior management and planning for succession of senior management;
- (d) establishing a communications policy for the Company;
- (e) ensuring the integrity of the Company’s internal control and management information systems.

Board Independence from Management

A minimum of two members of the Board should be unrelated directors (as that term is hereinafter defined). If at any time the Board should not be comprised of a majority of unrelated directors, the next director appointed to the board shall be an unrelated director. The Board shall meet on a regular basis, the frequency of which shall be determined by the Board, with management involved only as necessary, to ensure the independence of the Board from management.

Board’s Expectations of Management

The Board shall carry out its mandate and responsibilities through directives and delegation of authority to the senior ranking officer of the Company (the “Senior Officer”). The Board shall set out the duties, responsibilities and performance objectives of the Senior Officer with the assistance of the Governance Committee (as defined below). The Board and the Senior Officer shall develop position descriptions for the Board and for the Senior Officer involving the definition of the limits to management’s responsibilities. The Board shall expect the Senior Officer and any other officers and executive management to manage all aspects of the Company’s business and affairs, to carry out strategic plans that have been approved by the Board, to achieve established objectives and to report regularly on their progress to the Board and its committees.

Composition of the Board

A minimum of two members of the Board should be unrelated directors. An “unrelated director” is a director who is independent of management and is free from any interest and any business or other relationships which could, or could reasonably be perceived to, materially interfere with the director’s ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding.

If the Board at any time does not have a minimum of two independent directors, the next director appointed to the Board shall be an unrelated director. The timing of the appointment of directors shall be at the sole discretion of the Board.

If the Company at any time has a significant shareholder, the Board must be comprised of a number of directors who do not have interests in or relationships with either the Company or the significant shareholder and which fairly reflects the investment in the Company by shareholders other than the significant shareholder. A significant shareholder is one who has the ability to exercise a majority of votes for the election of the Board.

The application of the term unrelated director to the circumstances of each individual director shall be the responsibility of the Board, which will be required to disclose whether the Board has a minimum of two independent directors should that be requested.

The Board will from time to time examine its size to ensure that it continues to operate efficiently and effectively and where necessary, undertake to reduce the size of the Board to foster more effective and timely decision-making.

Meetings of the Board of Directors

Each year there shall be at least four meetings of the Board at which the directors shall receive and review in detail, financial statements, operating reports, forecasts, budgets, strategic planning initiatives and reports from the Company’s committees. The frequency of meetings and the nature of the agenda items shall change depending upon the state of the Company’s affairs and in light of opportunities or issues which the Company must face.

Meetings of the Board may be called by the CEO, President or any two officers or directors of the Company.

Committees of the Board

The Board shall establish certain committees to assist it in carrying out its mandate and responsibilities. A description of each committee is set out below.

Audit Committee

The Company shall at all times maintain an audit committee (the “Audit Committee”). The Audit Committee shall be comprised only of non-management directors, a majority of whom shall be independent directors. The mandate of the Audit Committee shall be to ensure that appropriate due diligence is directed towards the control, accountability and reporting functions of the Company, including its quarterly and annual consolidated financial statements. The specific responsibilities of the Audit Committee shall include the following: reviewing and recommending approval of the interim and annual financial statements of the Company; meeting with the Company’s auditors; monitoring the operations of the Company in relation to corporate and financial objectives, the annual strategic business plan and the annual operating budget approved by the Board; ensuring that appropriate internal controls and procedures are in place in relating to legal, regulatory, ethical and environmental requirements; reviewing expenditure limits and authorizations; and reviewing overall policies and procedures relating to controlling and safeguarding corporate assets and implementing appropriate disaster recovery procedures. The Audit Committee shall also be responsible for conducting such special studies and reviews as may be required from time to time.

Corporate Governance and Executive Compensation Committee

The Company shall at all times maintain a corporate governance and executive compensation committee (the “Governance Committee”) which shall be comprised of a minimum of two independent directors. The mandate of the Governance Committee is to provide a nomination, compensation and governance function for the Board.

The Governance Committee shall be responsible for recruiting new members to the Board and planning for the succession of Board members. It will also have the task of assessing the effectiveness of the Board as a whole, the committees of the Board and the contributions of individual directors along with operating a program of orientation and education for all new recruits to the Board.

In addition, the Governance Committee shall be responsible for assessing the performance and remuneration of the officers and senior managers of the Company, and for reviewing the adequacy and the form of compensation of directors to ensure that the compensation realistically reflects the responsibilities and risk involved in being an effective director.

Finally, the responsibilities of the Governance Committee shall include responding to any changes in the corporate governance guidelines of the Toronto Stock Exchange (the “TSX”) or any other applicable exchange; establishing criteria to determine the independence of directors; monitoring the ethics, conflict of interest and privacy guidelines of the Company; and recommending changes to the governance of the Company.

The Governance Committee shall at all times maintain a system which permits a Board member to engage an outside advisor at the expense of the Company in order to better perform their duties. Such an engagement shall only be permitted in appropriate circumstances and with the approval of the Governance Committee.

Shareholder Communication

The Board shall report quarterly and annually to shareholders of the Company in compliance with all applicable statutes, regulations and stock exchange rules and policies to which the Company is subject. The Board shall welcome inquiries from shareholders and shall give them serious consideration.

Amendments to this Statement

This Statement may be amended from time to time by the Board.