

SUPPLIER CODE OF CONDUCT

1. INTRODUCTION

Capstone Copper Corp. and its subsidiaries (together, “**Capstone**” or the “**Company**”) are committed to conducting business in an ethical, legal and socially responsible manner. The Company recognizes the importance of accountability through personal and professional integrity, safety by working responsibly to ensure the well-being of its people and business as well as delivering results through its commitment to excellence. Capstone expects the same adherence to ethical and responsible practice from its Suppliers as the standards applicable to its workforce. Capstone will assess compliance with this Supplier Code of Conduct (“**Code**”) as part of its decision and everyday business practice relating to our evaluation, selection and management of its Suppliers.

2. PURPOSE

The objective of this Code is to outline Capstone’s minimum expectations of its Suppliers with respect to Capstone’s governance, social and environmental standards and values.

3. DEFINITIONS

“**Suppliers**” means any person, corporation or other legal entity that provides goods or services to or on behalf of Capstone, and all of their parent and affiliated companies (including subsidiary) and their respective employees, contractors and agents. Supplier includes consultants, vendors, contractors, and agents.

4. SCOPE

This Code applies to all Suppliers.

5. INTERACTION WITH OTHER POLICIES AND AGREEMENT

This policy supplements and should be read in conjunction with Capstone’s Code of Conduct – Our Values and Ethics, and other policies applicable to our Suppliers, including without limitation:

- Anti-Bribery Policy
- Fraud Reporting and Investigation (Whistleblower) Policy
- Human Rights Policy
- Insider Trading Policy
- Integrated Environmental, Health, Safety and Sustainability (EHSS) Policy
- Respectful Workplace Policy
- Any site-specific or other policies identified or required under the Supplier’s agreement with Capstone.

If there is any conflict between this Code and any agreement between Capstone and Supplier, the more stringent requirements shall take precedent.

6. BUSINESS ETHICS

Suppliers are required to, at a minimum, comply with the following business ethics conditions to become and remain a Supplier of Capstone.

6.1 Compliance with Laws and Industry Standards

Suppliers must comply with the laws, regulations, codes and other regulations and governmental requirements in their jurisdictions in which they operate and in those jurisdictions in which they conduct



business with or for Capstone. If laws in certain jurisdictions are less stringent than the standards set out in this Code, Suppliers must, at a minimum, comply with this Code. Conversely, if local laws are more stringent than this Code, Suppliers must comply with such local laws and regulations.

Suppliers must also comply with the applicable industry and international standards relating to the sourcing of goods and the performance of services.

6.2 Our Values and Ethics — Code of Conduct

Suppliers are expected to adhere to the principles set forth in Capstone's Our Values and Ethics – Code of Conduct and its supporting policies. Capstone's values guide our actions and provide a framework for how we treat Suppliers and expect Suppliers to operate.

Our Values

Safety: Safety is non-negotiable. Making safe choices ensures and can improve the health and well-being of our people, contractors, and communities. Zero harm is the ultimate goal.

Accountability: We take ownership for ourselves and our work. We act with integrity. We do everything honestly, ethically, fairly and transparently.

Excellence: We strive to excel at all we do. We continuously seek innovative ways to improve the business. We are focused on growth and committed to unlocking the full potential of ourselves, our teams, and our resources.

Caring: We develop open and constructive relationships. We embrace diversity. We see ourselves as stewards of resources. We care deeply for our people, the environment, and communities.

6.3 Confidentiality

Capstone's records, reports, devices, processes, plans, maps, methods and apparatus and any other data which are not in the public domain are considered confidential. Suppliers are strictly prohibited from disclosing such confidential information without prior and written authorization from Capstone.

Where applicable, Suppliers must adhere to Capstone's Insider Trading Policy when and if Suppliers obtain or have knowledge of Inside Information (as defined in the Insider Trading Policy) in connection with the work performed for Capstone.

6.4 Anti-Corruption and Anti-Bribery

Suppliers must comply with all applicable anti-corruption laws and must adhere to Capstone's Anti-Bribery Policy. Suppliers must not accept, ask for, engage in, make, offer, promise, or authorize anything of value including payments, lavish gifts and entertainment or favours to government officials for the purposes of influencing the government official's decisions or conduct with respect to the goods or services the Supplier is providing to Capstone.

Suppliers shall maintain books and records that are full, fair and accurate and understandable to reflect all transactions and other similar information. In addition, Suppliers are expected to report any suspected violations of anti-bribery and anti-corruption duties and standards through the process set forth in the Fraud Reporting and Investigation (Whistleblower) Policy.

6.5 Sanctions

Suppliers shall not, nor any of their subsidiaries, nor their respective directors, officers or any person acting on their behalf, be a Sanctioned Person. A Sanctioned Person means (a) an individual or entity that is the subject of any economic or financial sanctions or trade embargos administered or enforced by the United Nations Security Council, the United States, Chile, Mexico, Canada or any other

applicable sanctions authority (together, the “Sanctions”); or (b) be based, organized, or resident of a country or territory that is the subject of comprehensive (i.e. country wide) Sanctions (i.e. Russia, Cuba, Iran, North Korea, Syria) (a “Sanctioned Country”). Suppliers shall not provide any goods to Capstone that originated or come from or through any Sanctioned Country.

6.6 Conflicts of Interest

Suppliers must avoid any conflict of interest and should immediately disclose to Capstone if they perceive a potential conflict of interest so that appropriate action can be taken to mitigate potential risks. Suppliers may disclose this information to its Capstone representative or to legal@capstonecopper.com.

7. HUMAN RIGHTS AND LABOUR

Capstone is dedicated to respecting the human rights of all individuals impacted by our operations, including employees, suppliers, and the communities in which the Company operates. Capstone promotes a work environment in which individuals are treated with respect, provided equal opportunity based on merit and kept free of all forms of discrimination. Our Human Rights Policy sets forth our commitment to protecting human rights in accordance with all national and international human rights laws and standards for the countries in which we operate.

Suppliers must uphold the highest regard for human rights and treat their employees and contractors with dignity and respect. Capstone strictly prohibits any form of forced or child labour. Furthermore, Capstone expects its Suppliers to respect and protect the labour rights of their employees, including rights to safe working conditions, fair compensation and working hours, freedom of association, equal opportunity, freedom from discrimination, and collective bargaining.

Suppliers must adhere to the principles and standards outlined in our Human Rights Policy and ensure that they have appropriate policies and procedures in place to protect human rights and avoid any human rights abuses.

8. HEALTH AND SAFETY

The well-being of people is Capstone’s top priority. Capstone’s Integrated Environmental, Health, Safety and Sustainability Policy affirms the Company’s commitment to safeguarding the health and safety of its people. Capstone expects all Suppliers to have rigorous practices and procedures designed to promote the health and safety of their employees, suppliers, contractors, customers and communities who may be affected as a result of their business practices.

9. ENVIRONMENT

Capstone seeks to avoid, mitigate, or minimize environmental impacts and proactively manage environmental risks. Capstone Suppliers must meet or exceed all environmental laws in the jurisdictions in which they operate and have robust controls in place to ensure any potential environmental risks are responsibly managed.

10. SUBCONTRACTORS

Unless expressly agreed to otherwise in a written agreement between Supplier and Capstone, Suppliers must not use subcontractors in the performance of work for Capstone without the prior written consent from Capstone. Suppliers must ensure that all approved subcontractors also agree to comply with this Code.

11. AUDITS

Suppliers may be subjected to audits by Capstone or a third party designated by Capstone on an ad hoc basis to ensure compliance with all applicable laws and standards as well as this Code. Audits may include the requisition of documentary evidence or may involve a visit of Supplier’s facility where



good or services are manufactured or performed. Failure of Supplier to cooperate with Capstone or its designated third party may result in termination of a contract.

12. REPORTING

If a Supplier believes a violation of this policy or other Capstone’s policy has occurred or is occurring, Suppliers may either make a report by using the whistleblower process outlined in the Fraud Reporting and Investigation (Whistleblower) Policy, or report Supplier’s concerns directly to its Capstone representative or to legal@capstonecopper.com. Any Supplier making such a report is to be free from any concern about retaliatory consequences. Supplier shall fully cooperate to any investigation into an alleged violation of this Code by Supplier or any other person.

13. FAILURE TO COMPLY

Suppliers are accountable for compliance with this Code. Capstone may at any time require Suppliers to certify and acknowledge receipt and understanding of this Code.

Non-compliance with this Code may result in Capstone working with Suppliers to implement mutually agreed corrective and prompt actions. If Supplier is unwilling to correct its non-compliance or in Capstone’s discretion Capstone considers a violation to be materially offside with Capstone’s values, such non-compliance may result in termination of a contract without notice. Non-compliance with this Code may also result in such other measures that are available at law.

Capstone may from time to time, provide training or information to Suppliers in connection with conformance of this Code prior to or during the supply of goods or the performance of services for Capstone.

14. AMENDMENT

Capstone may amend this Code at any time in its discretion. This Code may be translated into other languages. In the event of any discrepancy between the original English version and any translation, the English version will prevail.

15. QUESTIONS

If Suppliers have any questions or require any further information concerning this Code, please contact your Capstone representative or to legal@capstonecopper.com.

Issue Date: March 23, 2022

Authorized By: CEO

Review: Annually

Revised Date:

SCHEDULE “A”

Certification — Supplier Code of Conduct of Capstone Copper Corp.

The undersigned hereby certifies that she/he has read and understands Capstone’s Supplier Code of Conduct and all applicable policies, a copy of which is attached hereto, and agrees to comply with the procedures and restrictions set forth therein.

Date: _____

Signature: _____

Name: _____