
DISCLOSURE AND CONFIDENTIALITY POLICY

1. PURPOSE

The purpose of this Policy is to establish procedures which permit the disclosure of information about Capstone Copper Corp. and its subsidiaries (“Capstone”) to the public in a timely manner and to ensure that when information has not been publicly disclosed it remains confidential. Strict adherence to these policies will help Capstone maintain credibility in the marketplace by ensuring that all investors in securities of Capstone have equal access to information that may affect their investment decisions.

2. SCOPE

This policy applies to all Employees of Capstone.

3. DEFINITIONS

“**Disclosure Officer**” means the individual who is responsible for communicating with analysts, the media and investors and ensuring that other Employees do not communicate confidential or inaccurate information about Capstone;

“**Disclosure Committee**” – consists of Capstone's Chief Executive Officer (“CEO”), President and Chief Operating Officer (“COO”), Chief Financial Officer (“CFO”), the Senior Vice President, Strategy & Capital Markets (“SVP S&CM”), the Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary (“General Counsel”), Senior Vice President, Corporate Development and such other persons as are designated from time to time by the CEO.

“**Employees**” means all individuals currently employed by Capstone, including directors and officers, who may become aware of Undisclosed Material Information;

“**Exchange**” means The Toronto Stock Exchange and any other stock exchange on which the securities of Capstone are listed from time to time;

“**IIROC**” means the Investment Industry Regulatory Organization of Canada;

“**Material Change**” means a change in the business, operations or capital of Capstone that would reasonably be expected to have a significant effect on the market price or value of any of the securities of Capstone and includes a decision to implement the change by the Board of Directors (“Board”) of Capstone or by senior management of Capstone who believe that confirmation of the decision by the Board is probable;

“**Material Fact**” means a fact that significantly affects or would reasonably be expected to have a significant effect on the market price or value of Capstone’s securities;

“**Material Information**” means any information (Material Fact or Material Change) relating to the business and affairs of Capstone that results in or would reasonably be expected to result in a significant change in the market price or value of any of Capstone’s securities; and

“**Undisclosed Material Information**” means Material Information pertaining to Capstone that has not been publicly disclosed or information that has been publicly disclosed, but a reasonable period of time for its dissemination has not passed.

4. DISCLOSURE

4.1. Timely Disclosure

Capstone will publicly disclose Material Information concerning its business and affairs promptly upon it becoming apparent that the information is material except in restricted circumstances where



immediate release of the information would be unduly detrimental to the interests of Capstone, where immediate release of the information may compromise certain strategic business opportunities of Capstone or where the information may not be disclosable due to third-party confidentiality restrictions or uncertainty of events (and where Capstone complies with any confidential filing obligations and maintains confidentiality of the information). The determination of when to not disclose Material Information immediately will be made by the Disclosure Committee who shall advise the Chair of the Board of Directors of Capstone and the Chair of the Governance, Nominating and Sustainability Committee of Capstone of such decision in order to assess when the appropriate confidential filings must be made. Unusual trading marked by significant changes in the price of trading volumes of any of Capstone's securities prior to the announcement of Material Information is embarrassing to Capstone and damages the reputation of Capstone with the investing public and can result in legal action.

Disclosure will be prepared in compliance with applicable laws and policies.

4.2. Disclosure Officer

For purposes of this Policy, and unless other persons are designated by Capstone's Board of Directors, the CEO, SVP S&CM and General Counsel (regulatory agencies) have been designated as the Disclosure Officers. The names of these individuals shall be given to the market surveillance divisions of the Exchange as Capstone contacts.

Generally, the Disclosure Officer is the only individual authorized to communicate with analysts, the media and investors about information concerning Capstone. Employees who are not authorized to speak on behalf of Capstone must not respond under any circumstances to inquiries from a stock exchange or other securities regulatory authority, the investment community, the media or others. Employees are prohibited from communicating Material Information about Capstone unless they have prior permission from the Disclosure Officer.

In addition, if any Employee becomes aware of any information which may constitute Material Information with respect to Capstone, the Employee must advise a Disclosure Officer as soon as possible.

Employees are prohibited from participating in online chats, social media postings and discussions and/or blogging on matters pertaining to Capstone's activities or its securities. Employees who encounter a discussion pertaining to Capstone in such forums should advise a Disclosure Officer immediately, so the discussion may be monitored.

4.3. What Constitutes Material Information?

Information is material if it would reasonably be expected to result in a significant change in the market price or value of any of Capstone's securities. A good rule of thumb is that if the information would influence an investor's decision to buy or sell securities of Capstone, the information is probably material. Employees who are unsure whether or not information is material should immediately contact the Disclosure Officer before disclosing it to anyone. Employees should err on the side of caution in such matters. If the Disclosure Officer is unable to determine whether or not the information is material, he or she may convene a meeting of the Disclosure Committee, or of senior management and, if necessary, the Board, to determine if the information is material, whether or not it should be disclosed or remain confidential, and if the information needs to be disclosed, the method for disseminating the information.

4.4. Basic Disclosure Rules

All public disclosure of Material Information pursuant to this Policy must be made by way of news release disseminated through a newswire service company.

In order to maintain consistent and accurate disclosure about Capstone, the following rules must be followed:

- (a) half truths are misleading; disclosure must include any information without which the rest of the disclosure would be misleading;
- (b) unfavourable information must be disclosed as promptly and completely as favourable information;
- (c) no selective disclosure. Previously undisclosed information should not just be disclosed to selected individuals; if there is disclosure it must be done widely, i.e. by way of a news release;
- (d) disclosure must be updated if earlier disclosure has become misleading as a result of intervening events; and
- (e) ***if Material Information is to be announced at an analyst or shareholder meeting or a news conference***, its announcement must be coordinated with a general public announcement by a news release.

To ensure consistency in disclosure, all disclosure documents will be reviewed by the Disclosure Committee prior to any required board approval. This includes but is not limited to: news releases, annual and interim financial statements and related MD&A, information circulars for any meetings of shareholders, the Annual Information Form and any take-over bid circulars, issuer bid circulars, directors' circulars, rights offering circulars or NI 43-101 technical reports.

4.5. Correction of Selective Disclosure

If previously Undisclosed Material Information has been inadvertently disclosed to an investor, analyst or any other person, the information must be publicly disclosed promptly.

4.6. Public Statements

Employees from time-to-time give various presentations or make statements to public audiences (i.e., presentation at industry conferences, community presentations, etc.), or to audiences where we should assume that information in presentations could be redistributed (i.e., government, vendor presentations, etc.).

To avoid the inadvertent disclosure of sensitive information, all external presentations must be approved by your immediate leader and the corporate investor relations and communications group prior to giving them.

Please submit them directly to the Director, Investor Relations & Strategic Analysis. This group will arrange review, if required, by Capstone's Disclosure Committee. Allow five days, when possible, for review and approval.

4.7. Rumours

Capstone does not comment, affirmatively or negatively, on rumors. This policy also applies to rumors on the Internet, including social networking sites. Capstone's Disclosure Officers will respond consistently to any rumors, saying, "it is our policy not to comment on market rumours or speculation," and, if relevant, refer the person to Capstone's public disclosure documents.

4.8. Contact with Analysts

The Disclosure Officer should avoid getting involved in the contents of an analyst's report, except to correct factual errors. Confirmation of or attempting to influence an analyst's opinions or conclusions may be considered to be disclosure by Capstone. "No comment" is an acceptable answer to questions that cannot be answered without violating the rule against selective disclosure. To the greatest extent practicable, more than one authorized spokesperson from Capstone should be present at each meeting with analysts, investors or the media. After such a meeting, if the authorized spokesperson has any concerns regarding the information disclosed, he or she should discuss the matter with the CEO or legal counsel.

4.9. Notification of Market Surveillance

If required or if otherwise applicable in the circumstances, the Disclosure Committee should supply copies of news releases to IIROC and should seek assistance and direction from IIROC as to whether an announcement should be released and whether trading in the securities should be halted for the dissemination of an announcement.

4.10. Disclosure Records

The Disclosure Officer or his or her designate will maintain a file containing all public information about Capstone. This includes news releases, brokerage research reports, reports in the press and notes from meetings with analysts or shareholders.

5. CONFIDENTIALITY

5.1. When Information May be Kept Confidential

Where the immediate disclosure of Material Information concerning the business and affairs of Capstone would be unduly detrimental to the interests of Capstone (and where Capstone complies with any confidential filing obligations and maintains confidentiality of the information), its disclosure may be delayed and kept confidential temporarily. Keeping information confidential can only be justified where the potential harm to Capstone or to investors caused by immediate disclosure may reasonably be considered to outweigh the undesirable consequences of delaying disclosure.

Examples of circumstances in which disclosure might be unduly detrimental to the interests of Capstone include:

- (a) where the release of information would prejudice the ability of Capstone to pursue specific and limited objectives or to complete a transaction or series of transactions that are underway;
- (b) where the disclosure of the information would provide competitors with confidential information that would be of significant benefit to them; or
- (c) where the disclosure of information concerning the status of ongoing negotiations would prejudice the successful completion of those negotiations.

All decisions to keep Material Information confidential must be made by either the Disclosure Committee or the Board of Capstone.

5.2. Access to Confidential Information

Employees shall be given access to confidential information on an "as needed" basis only and must not disclose that information to anyone except in the ordinary course of business (e.g. discussions with Capstone's bankers or advisers where the disclosure of the confidential information is necessary



and adequately protected under confidentiality agreements). Employees must not discuss confidential information in situations where they may be overheard or participate in discussions regarding decisions by others about investments in Capstone.

In certain circumstances the Disclosure Officer may assign a “code name” to confidential information. Employees should utilize the “code name” at all times when discussing the confidential information. Printed documents containing confidential information shall be stored in a secured cabinet and access to these documents on Capstone’s computer network must be restricted.

5.3. Maintaining Confidentiality

In the event that confidential Material Information, or rumours respecting the same, is divulged in any manner (other than in the necessary course of business), consideration should be given as to whether immediate disclosure of the relevant Material Information must be made by Capstone, and a trading halt may be instituted by the Exchange pending release and dissemination of the information. IIROC should be notified of the announcement in advance in the usual manner.

5.4. Disclosure of Information to Outsiders

Before a meeting with other parties at which Undisclosed Material Information of Capstone may be discussed, the other parties should be told that they must not divulge that information to anyone else, other than in the necessary course of business, and that they may not trade in Capstone’s securities until the second business day following the date on which a news release disclosing the information has been issued by Capstone

5.5. Penalties

Where Capstone determines that this Policy has been violated and it is able to identify the individual Employee or Employees that breached this Policy, Capstone will take its own disciplinary actions, which could result in termination of employment or implementation of a probationary period. Capstone is also entitled to pursue its legal remedies through the courts. If appropriate, Capstone will report the matter to the regulatory authorities.

6. POLICY REVIEW

Capstone will review this Policy regularly to ensure that it is achieving its purpose. Based on the results of the review, the Policy may be revised accordingly.

7. QUESTIONS

If there is any question or concern with respect to the application of this Policy to any Employee of Capstone or to any particular circumstance, the Disclosure Officer should be contacted for guidance.

Issue Date: March 23, 2022
Review: Annually
Revised Date:

Authorized By: Board of Directors