

**BOARD OF DIRECTORS – TECHNICAL & OPERATIONAL PERFORMANCE COMMITTEE  
CHAIR - POSITION DESCRIPTION****1. INTRODUCTION**

The Chair of the Technical & Operational Performance (“TOP”) Committee shall be the principal liaison between the TOP Committee, the Board of Directors (the “Board”) and the senior management of Capstone Copper Corp. (“Capstone”). The Chair of the TOP Committee shall also be in regular contact with Capstone’s President & Chief Operating Officer (“COO”). The Chair of the TOP Committee shall be primarily responsible for ensuring that the TOP Committee fulfills its purpose, as described in the TOP Committee Terms of Reference.

**2. DUTIES AND RESPONSIBILITIES**

The fundamental responsibility of the TOP Committee Chair is to be responsible for the management and effective performance of the TOP Committee and provide leadership to the TOP Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair’s primary duties and responsibilities are to:

- A. Work with the Chair of the Board, Lead Director (if any), the COO and Corporate Secretary to establish the frequency of the TOP Committee meetings;
- B. Provide leadership to the TOP Committee and presiding over TOP Committee meetings;
- C. Facilitate the flow of information to and from the TOP Committee and foster an environment in which TOP Committee members may ask questions and express their viewpoints;
- D. Lead the annual review and assessment of the adequacy of the TOP Committee terms of reference and evaluate its effectiveness in fulfilling its terms of reference;
- E. Ensure that members of the TOP Committee regularly receive, in a timely manner, the information necessary for them to be able to meet their obligations as members of the TOP Committee;
- F. Ensure that meetings of the TOP Committee are held as required and in any event not less than the number of meetings per year required by the TOP Committee Terms of Reference;
- G. Work with management and TOP Committee members on the preparation of the agenda and meeting materials;
- H. Oversee the record-keeping of each TOP Committee meeting and the distribution of minutes to all of the TOP Committee members;
- I. Ensure that the TOP Committee fulfills its oversight duties, on behalf of the Board, with respect to identifying, monitoring and managing operational, technical, safety, environmental, and asset integrity risks, including risks related to tailings, water, and other site-level performance matters; and
- J. take such other steps necessary to ensure that the TOP Committee carries out its core responsibilities under its terms of reference.

### **3. REPORTING**

The Chair of the TOP Committee shall report regularly to the Board on all matters within the authority and mandate of the TOP Committee and, in particular, at each meeting of the Board called to approve recommendations of the TOP Committee.