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HOW WE MANAGE BUSINESS INTEGRITY

This fact sheet is one of a series describing Capstone's management approach to material topics. For information on recent developments in our management approach and current performance, see our Annual Sustainability Report.

This topic covers the measures we have in place to manage business conduct in a way that reflects our commitment to accountability, compliance, and continuous improvement in how we do business. Business integrity is core to our operating model and work culture. The way we conduct business— including our policies, management practices, and supporting systems — is central to ensuring we operate responsibly across our business.

This topic also covers measures we have in place to prevent incidents of corruption including bribery, fraud or extortion involving any Capstone employee, director, supplier, or any other third party acting on our behalf.

Impacts and Risks

We identify potential business integrity–related impacts and risks through legislation, industry assessments and initiatives, internal audits and risk assessments, country risk indices, site-level engagement, including through our responsible sourcing program, and issues raised through our grievance and whistleblower mechanisms. Our operating environments can present integrity-related challenges that are common across the mining industry, particularly given the scale, geographic distribution and complexity of our operations and projects.

Capstone's headquarters are in Canada, and we operate in the United States, Chile, and Mexico. While Canada, the United States and Chile have strong legal systems and established regulatory and political processes, Mexico presents higher business integrity risks, especially at local levels.

Operating in multiple jurisdictions can result in differing expectations, regulatory requirements and governance risks. Through enterprise-wide risk assessment processes, including the Enterprise Risk Management (ERM) Framework, we identify and evaluate priority inherent business integrity risks associated with permitting, contracting, procurement, interactions with public officials and other third parties, and the management of joint ventures and strategic partners. These inherent risks extend through our value chain and may include contractors, suppliers and joint venture partners.

Alleged or actual business integrity, compliance or legal violations could potentially impact our ability to operate in a particular jurisdiction or result in fines, penalties and/or reputational harm.

Weak business integrity practices, including the lack of anti-corruption measures, can undermine socio-economic development, distort fair competition and weaken trust in institutions and markets. They can also divert resources away from their intended purposes, including investments in community development such as education, healthcare and local infrastructure, limiting the long-term benefits that host communities receive from mining activities. In some cases, they can also result in human rights violations, with disproportionate impacts on vulnerable groups. Strong business integrity is essential to maintaining our license to operate, supporting effective governance and oversight, and enabling us to execute on our corporate strategy over the long term.

Governance and Accountability

Capstone's business integrity governance framework establishes clear roles, responsibilities, accountability and oversight for business integrity–related decisions at both the corporate and site levels.

Board oversight. The Board of Directors has ultimate accountability for Capstone's approach to business integrity and anti-corruption, and oversees how integrity risks are identified, managed and monitored across the organization. The Board of Directors (BOD) delegates oversight of business integrity risks to two Board committees. The Governance, Nominating and Sustainability Committee (GNS) oversees compliance with the Code of Conduct (COC), including breaches related to ethical business conduct and integrity standards. The Audit Committee oversees business integrity risks that may affect financial matters, internal controls and disclosures. The Board delegates day-to-day responsibility for managing business integrity risks to the Executive Committee while retaining oversight through regular reporting and committee review.

Executive accountability. The Senior Vice President, Risk, ESG and General Counsel and the Chief Financial Officer (CFO) are the senior executives accountable for business integrity risks. Respectively, they report quarterly to the GNS Committee and the Audit Committee on performance. Significant breaches of the Code of Conduct, including business integrity-related violations, are reported to the GNS Committee on a quarterly basis by the General Counsel.

The Executive Committee reinforces Capstone's ethical standards through the implementation of policies, training, and accountability mechanisms across the organization. The Senior Vice President, Risk, ESG and General Counsel is responsible for providing executive leadership on ethical business conduct and supporting the effective implementation of Capstone's business integrity framework across operations. Reporting to the Board and its committees includes updates on business integrity risk assessments, confirmed incidents and allegations, training completion, third-party due diligence activities, and the effectiveness of controls.

Site management. General Managers (GMs) are accountable to the Chief Operating Officer (COO) for the management of site-level business integrity risks. Specific functions, such as compliance and procurement, implement programs and procedures and apply appropriate risk controls to comply with applicable laws and regulations and align with Capstone's corporate policies, standards and guidelines. Ethics committees at our Chilean sites provide additional support for integrity and compliance processes.

Anti-corruption

Capstone respects all international and local anti-bribery and anti-corruption laws, even where there is a perception that standards are loosely enforced by local authorities. Corrupt acts could expose Capstone and its directors, officers and employees to the risk of prosecution, fines and imprisonment in Canada and in other countries where we do business. In addition, non-compliance threatens Capstone's reputation, which plays a critical role in our success as a business.

Capstone's Anti-Bribery Policy provides guidance and procedures to ensure that Capstone conducts business in an honest and ethical manner when dealing with government officials and all other parties, and in compliance with all applicable laws, regulations and policies pertaining to bribery and corruption.

The policy applies to the worldwide conduct of Capstone's directors, officers and employees, and sets the standard of conduct expected of third parties acting on Capstone's behalf, including partners, agents, consultants and suppliers. It establishes clear expectations for interactions with government officials and non-government parties, outlines requirements for due diligence, record-keeping and internal controls, and provides mechanisms for reporting concerns through Capstone's whistleblower and complaints procedures.

Stakeholder Engagement

Stakeholder engagement on business integrity takes place primarily at the site level. Key stakeholders include permitting authorities and other government agencies, employees and contractors, business partners, suppliers and customers, non-governmental organizations (NGOs), and local communities, including Indigenous communities. Sites adhere to applicable regulatory requirements, which consider potential business integrity and ethical conduct risks. Sites also engage with supply chain stakeholders through the procurement process, including responsible sourcing processes. Business integrity expectations are communicated to suppliers and contractors through Capstone's policies and standards.

We provide grievance and response mechanisms across our operations. These mechanisms enable employees, contractors and external stakeholders to provide feedback related to business practices, including comments, questions, concerns or complaints. These mechanisms are designed to be accessible and allow concerns to be raised confidentially and, where desired, anonymously, through our whistleblower channel or via site-level grievance processes. Issues raised through these mechanisms support the identification, escalation and response to business integrity matters at both the site and corporate levels. Themes and significant issues identified through grievance mechanisms and stakeholder engagement are escalated, where appropriate, through management reporting to inform executive and Board oversight of business integrity risks and priorities.

Policy Commitments

Our policy commitments guide our approach to Business Integrity.

Our Code of Conduct sets our expectations for responsible business conduct and ethical behaviour. It outlines expectations regarding interactions with public officials, compliance with applicable laws and regulations, and encourages the reporting of any ethical or legal concerns or complaints.

Our Anti-Bribery Policy expands on the Code of Conduct by providing additional guidance and procedures to support Capstone employees and third parties in conducting business ethically and in compliance with applicable laws and regulations.

Our Whistleblower Policy provides guidance for Capstone employees and stakeholders to report actual or suspected violations of laws, regulations or company policies. It outlines the process for reporting ethical concerns and confirms Capstone's commitment to protection from retaliation.

Our Supplier Code of Conduct outlines expectations that suppliers adhere to Capstone's Code of Conduct and applicable policies and standards, and operate in compliance with applicable laws and regulations. Our Responsible Sourcing Policy defines our commitment to embedding Capstone's sustainability expectations into the selection and management of suppliers and to assessing sustainability risks, including business integrity risks, within our supply chain.

Our Responsible Sourcing Policy defines our commitment to embedding Capstone's sustainability expectations and considerations into the selection and management of suppliers and to assessing sustainability risks, including corruption, in our supply chain.

These policies apply to all Capstone employees, subsidiaries and suppliers, as defined in the Supplier Code of Conduct. We communicate all policies to new Board members, executives and employees as part of the onboarding process. Annual training on the Code of Conduct and all applicable policies is provided at both the corporate and site levels. In addition, Board members, executives and employees are required to review the Code of Conduct and applicable policies annually and formally acknowledge their commitment to uphold them. As new policies are introduced, targeted training is provided to relevant roles to support effective implementation. Procurement teams are responsible for communicating Supplier Code of Conduct requirements to suppliers, who agree to comply through Capstone's supplier agreements.

In addition, Capstone has developed a set of corporate, topic-specific policies to support company-wide commitments. All policies are available on Capstone's website.

Strategy

Our business strategy is built on a foundation of strong business ethics. Maintaining an ethical business culture supports Capstone's license to operate and strengthens our ability to deliver long-term value in complex operating environments across the jurisdictions in which we operate. Our path forward, including our goals, objectives and commitments, is articulated through company-wide strategies and policies.

We pursue The Copper Mark as part of our strategy to embed sustainability across our operations. The Copper Mark includes a Business Integrity performance criterion, which reinforces expectations related to ethical conduct, governance and transparency. Mantos Blancos and Mantoverde were awarded The Copper Mark in 2023 and started the second cycle of re-assurance in 2025. Pinto Valley was awarded The Copper Mark in 2025 and Cozamin signed a letter of commitment to participate in The Copper Mark Assurance Process.

Management of Risks and Opportunities

Managing risks and opportunities is integral to Capstone's responsible business conduct and long-term value creation. Through our Enterprise Risk Management Framework, policies and controls, site-level accountability and Board oversight, we identify, assess and manage business integrity risks and opportunities across our operations, projects and value chain.

We comply with business integrity-related laws. Capstone's Code of Conduct and applicable policies establish clear expectations for ethical behaviour and compliance with applicable laws. Capstone's policies, standards, and procedures are aligned with applicable legal and regulatory requirements, including the Canadian *Corruption of Foreign Public Officials Act*, and the US *Foreign Corrupt Practices Act*. We annually disclose payments made to public bodies in Canada and abroad as required by the Canadian *Extractive Measures Transparency Act* (ESTMA).

Capstone Chile's Crime Prevention Model is aligned with Chile's Economic Crimes Law No. 21.595, which is aimed at detecting and preventing economic, corporate, and environmental crimes, including bribery and corruption. In line with this, Chilean sites have enhanced their Counterparty Due Diligence Procedure, with a stronger focus on preventing bribery, money laundering, and other crimes related to third parties. The enhanced procedures help us better identify higher-risk suppliers, and address risks prior to entering into agreements. Capstone Chile's Compliance Officer monitors the program and provides monthly reports on due diligence activities. Procedures are reinforced through annual training. Our Chilean sites also document meetings with government or public representatives, such as local organizations, community members, and NGOs.

We manage business integrity risks through our Enterprise Risk Management (ERM) Framework. Our ERM Framework establishes a consistent and systematic methodology for identifying, assessing, and managing risks and opportunities across the business. Business integrity risks identified at the technical and operational levels are further evaluated, managed, and reported through the ERM process. Oversight of the Framework is led by the Enterprise Risk Management team, with governance, accountability, and escalation embedded across operations, projects, and corporate functions. This structure supports disciplined decision-making, clear ownership of risks, and effective oversight by senior management and the Board. Further detail on Capstone's ERM governance structure and risk management system is provided in our 2026 Management Information Circular.

Business integrity and corruption risks assessed through the ERM framework inform management and Board decision-making, including the use of third parties, procurement and contracting approaches, and project and jurisdictional risk considerations.

Operational sites, projects, and corporate functions apply Capstone's Risk Assessment Matrix to evaluate risks based on likelihood and consequence. Capstone introduced an enhanced Risk Assessment Matrix, expanding consequence criteria to include health and safety, environmental, community and social impacts, regulatory compliance, supply-chain risks, operational downtime, financial impacts, and broader strategic and macroeconomic considerations.

We conduct periodic assessments for corruption risks and to test our controls. Internal and external assessments at both the site and corporate level help us identify potential corruption risks in our operations and supply chain and evaluate the effectiveness of our controls. Our general controls include company-wide policies, as well as the monitoring of complaints and reports received through our whistleblower channel. Targeted controls include oversight over purchases and payables, and the use of licensed consultants during the permit process.

We conduct risk-based due diligence on suppliers, contractors and other third parties acting on our behalf. Through our Responsible Sourcing Program and Supplier Code of Conduct, we assess sustainability and business integrity risks in our supply chain and apply enhanced due diligence and mitigation measures for higher-risk counterparties prior to entering into agreements. We conduct due diligence on all new customers through our corporate Know-Your-Customer screening process. Risks assessed include bribery and corruption. If potential concerns are identified, we conduct enhanced due diligence and address risks prior to entering into agreements.

We provide anti-corruption training to our employees and Board. Board members and all employees globally are expected to review our policies annually–including our Code of Conduct and Anti-Bribery Policy–and confirm in writing that they have read, understood and agree to comply. Employees across all sites also receive annual anti-corruption training as part of broader training on our Code of Conduct and related policies. Anti-corruption training for the Board is accomplished through training materials provided as part of the annual policy acknowledgement. Each site is responsible for delivering Code of Conduct training. Sites may provide additional training to address specific local risks.

Monitoring and Continuous Improvement

We monitor our risks and assess the effectiveness of our management systems. We monitor our business integrity risks and assess the effectiveness of our management systems and controls through ongoing oversight and periodic risk assessments. This includes monitoring business integrity-related controls and continuing to strengthen our responsible supply chain approach through the implementation of the Responsible Sourcing Program, including enhanced due diligence and risk management practices for suppliers and other third parties. Significant business integrity incidents and remediation actions are reviewed by the relevant Board committees, and outcomes are monitored to support continuous improvement of controls and practices.

We have processes for responding to stakeholder concerns. Employees and external stakeholders can report ethical and compliance concerns through our [Whistleblower Hotline] or via site-level grievance mechanisms and seek remedy for potential negative impacts. Issues raised through these mechanisms are logged, investigated and escalated as appropriate, inform ongoing improvements to business integrity controls and practices, and contribute to the evaluation of effectiveness through defined metrics and performance objectives.

We track and disclose our performance on an annual basis. Please refer to our [Annual Sustainability Report] and related management approach fact sheets for more information.

Metrics

Business Integrity indicators reported at the site and consolidated levels include:

- Number of significant instances of non-compliance with laws and regulations
- Total monetary value of significant fines
- Number of confirmed incidents of corruption
- Total percentage of employees that have received training on anti-corruption by site
- Total number and percentage of operations assessed for risks related to corruption
- Production in countries that have the 20 lowest rankings in Transparency International's Corruption Perceptions Index
- Reportable environmental incidents