CAPSTONE COPPER

Forged for a sustainable future

MANAGEMENT INFORMATION CIRCULAR AND NOTICE OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

MAY 2, 2025



Dear Fellow Capstone Copper Corp. Shareholders,

March 11, 2025

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On behalf of Capstone Copper Corp.'s ("**Capstone**" or the "**Company**") Board of Directors (the "**Board**" or the "**Directors**") and employees, we are pleased to enclose the Notice of our Annual General Meeting (the "**Meeting**") to be held at **11:00 am (Pacific Time) on Friday, May 2, 2025,** at the offices of Capstone, 510 West Georgia Street, Suite 2100, Vancouver, British Columbia.

This Management Information Circular outlines the business to be conducted at the Meeting and provides information on the director nominees, corporate governance practices, and Capstone's executive compensation program. In addition to the election of directors and appointment of auditors, we will be asking our shareholders to consider and approve, on an advisory basis, Capstone's approach to executive compensation.

The Board is proud of what Capstone has achieved in 2024, including record copper production and EBITDA generation, representing tangible delivery on Capstone's peer leading growth. Last year, the Company realized the first phase of its transformation by ramping up the Mantoverde and Mantos Blancos mines in Chile, while also improving its balance sheet strength and financial flexibility. As Capstone delivered on near-term growth, the Company also advanced its future phases of growth by releasing feasibility studies for Mantoverde Optimized and the neighbouring Santo Domingo project, positioning the Company for continued success.

2025 represents an inflection point for Capstone, with the Company's recently released 2025 guidance demonstrating increased cash flow generation highlighted by continued copper production growth and decreasing unit costs. In 2025, Capstone will be focused on operational execution across its portfolio and further deleveraging of its balance sheet, while continuing to advance its attractive pipeline of organic opportunities.

On behalf of the Board, I would like to take this opportunity to thank Darren Pylot for his many contributions to Capstone as he prepares to retire from the Board on May 2, 2025. Darren founded Capstone Mining Corp. in 2006 and led the Company as President & CEO for over 20 years, building it from a single-asset operation into a leading intermediate copper producer. Following the Mantos Transaction in 2022, he assumed the role of Chair of the Board, where his leadership continued to help guide Capstone's growth. We are grateful for his dedication and leadership over the past two decades and sincerely thank him for his service to the Company.

We encourage you to please take the time to read through our Management Information Circular in advance of the Meeting. Your vote is important in electing directors and conducting the other business brought before the Meeting.

On behalf of the Board and Management, we thank you for your continued support and confidence in Capstone.



Sincerely,

"Peter Meredith"
Lead Director

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EXECUTIVE SUMMARY

Capstone's 2024 Results

Corporate

- Record consolidated copper production in 2024 was 184,460 tonnes at C1 cash costs[1] of $2.77 per payable pound of copper.
- Generated Adjusted EBITDA[1] of $496.1 million and Operating Cash Flow Before changes in working capital of $414.8 million.
- Net debt[1] of $742.0 million as at December 31, 2024 significantly decreased from $927.2 million as at December 31, 2023.
- Total available liquidity[1] was $506.4 million as at December 31, 2024, comprising $132.4 million of cash and short-term investments and $374.0 million of undrawn amounts on the corporate revolving credit facility.
- In Q3 2024, Capstone Copper acquired 100% of the shares of Sierra Norte for $40 million in share consideration. Sierra Norte is located approximately 15 kilometers northwest of the Santo Domingo Project and represents an opportunity to potentially be a future sulphide feed source for Santo Domingo, extending the higher grade copper sulphide life. Potential oxide material at Sierra Norte represents an opportunity to be a future oxide feed for Mantoverde's underutilized SX-EW plant.
- During Q4 2024, the Company announced its leadership succession plan. At the next Annual General Meeting on May 2, 2025, John MacKenzie will transition from CEO and be nominated to the role of Non-Executive Chair of the Board, with Cashel Meagher succeeding him as CEO and also to be nominated as a member of the Board, while James Whittaker will become COO. Founder of Capstone Mining Corp. and current Chair of Capstone Copper, Darren Pylot, will step down from the Board after more than 20 years of combined service to the Company.
- Capstone continued to progress towards achieving the targets set out in our Sustainable Development Strategy. This included key initiatives to reduce GHG emissions, such as electrifying four generators, and three diesel pumps at Pinto Valley and commissioning a 4th electric shovel and adding 2 electric buses for employees at Mantoverde. Additionally, both Mantos Blancos and Mantoverde received ISO 50001 Energy Management System certification, and Cozamin published a Biodiversity Handbook showcasing 129 plant and 68 fauna species documented in the Cozamin district, which will be shared with employees, local residents, schools and universities.
- Expected 2025 consolidated copper production growth of approximately 30% mostly driven by a full year of production from Mantoverde sulphides, resulting in 2025 production guidance of 220,000 to 255,000 tonnes of copper at approximately 15% lower C1 cash costs of $2.20 to $2.50 per payable pound of copper.

Pinto Valley

- Copper production at Pinto Valley in 2024 was 57,272 tonnes at C1 cash costs[1] of $2.77 per payable pound of copper.
- Asset integrity program underway to improve mill availability and increase average throughput to drive higher production levels and lower costs
- The Company continues to review and evaluate the consolidation potential of the Pinto Valley district. Opportunities under evaluation include a potential mill expansion and increased leaching capacity supported by optimized water, heap and dump leach, and tailings infrastructure. Pinto Valley district consolidation could unlock significant ESG opportunities and may transform the Company's approach to create value for all stakeholders in the Globe-Miami District.

1 These are non-GAAP performance measures. Refer to the MD&A for the year ended December 31, 2024 section titled "Non-GAAP and Other Performance Measures".

Cozamin

- Copper production at Cozamin in 2024 was 24,907 tonnes at C1 cash costs[1] of $1.75 per payable pound of copper.
- Exploration drilling continued in Q4 2024 at Cozamin targeting step-outs up-dip and down-dip from the Mala Noche West Target and also down-dip of other historical Mala Noche Vein workings. Drilling was conducted with one underground rig positioned at the level 19.1 cross-cut, a second underground rig positioned at the level 12.7 cross-cut, and one surface rig.

Mantoverde

- Copper production at Mantoverde in 2024 was 57,707 tonnes at C1 cash costs[1] of $3.00 per payable pound of copper.
- Completed construction and commissioning of the Mantoverde Development Project ("**MVDP**"), within the revised project capital budget of $870 million. After producing first copper concentrate in June 2024, the MVDP achieved commercial production on September 21, 2024, and the mill ramped up to full nominal milling rates by year end, including a peak individual daily throughput of 37,989 tpd in 2024.
- During Q4 2024, the Company announced the results of a Feasibility Study for its Mantoverde Optimized brownfield expansion project. Mantoverde Optimized is a capital efficient expansion of the existing sulphide concentrator from throughput of 32,000 to 45,000 ore tpd. The study increased sulphide reserves from 236 million tonnes at 0.60% copper to 398 million tonnes at 0.49% copper and 0.10 g/t gold, which extended the mine life from 19 to 25 years. MV Optimized is a high return and low risk expansion project that is expected to bring on an additional 20,000 tonnes of copper per annum for approximately $146 million of expansionary capital.

Mantos Blancos

- Copper production at Mantos Blancos in 2024 was 44,574 tonnes at C1 cash costs[1] of $3.02 per payable pound of copper.
- Successfully ramped up the sulphide copper concentrator after the installation of new equipment in the tailings handling area during Q3 2024. Plant throughput has been steadily increasing since the installation in July. In January 2025, Mantos Blancos sulphides achieved a third consecutive month operating above its nameplate capacity of 20,000 ore tpd.
- Advanced the Mantos Blancos Phase II study, which is evaluating the potential to increase throughput of the sulphide concentrator from 20 thousand tonnes per day to at least 27 thousand tonnes per day in addition to increasing copper cathode production.

Santo Domingo

- Announced the results of an updated FS for its 100%-owned Santo Domingo copper-iron-gold project in Region III Chile, 35km northeast of Mantoverde on July 31, 2024. The updated FS, completed by Ausenco, outlines the next phase of transformational growth for the Company in the world-class Mantoverde-Santo Domingo ("MV-SD") district. The 2024 FS for Santo Domingo outlines a robust copper-iron-gold project with an after-tax NPV (8%) of $1.7 billion and an after-tax internal rate of return of 24.1%. Total initial capital cost of $2.3 billion drives a capital intensity of approximately $21,900 per tonne of annual copper equivalent production over the life of mine.
- The Company is progressing partnership and financing discussions for the Santo Domingo project, while in parallel advancing opportunities to incorporate the recently acquired Sierra Norte project and Santo Domingo's copper oxide material into the mine plan.

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NOTICE OF 2025 ANNUAL GENERAL MEETING OF CAPSTONE COPPER CORP.

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of **Capstone Copper Corp**. ("we", "our", the "Company" or "**Capstone**") will be held:

Time and Date	Place	Record Date
Friday, May 2, 2025, 11:00 a.m. (Pacific Time)	510 West Georgia Street Suite 2100, Vancouver, British Columbia	March 11, 2025

At the Meeting, shareholders will be asked to:

Item	For more details, please see:
1. Receive the audited consolidated financial statements of Capstone for the year ended December 31, 2024 and the auditors' report thereon;	
2. Determine the number of directors at eight;	
3. Elect directors for the ensuing year;	Page 10
4. Appoint Deloitte LLP, Chartered Professional Accountants ("**Deloitte**"), as Capstone's auditors for the ensuing year and authorize the directors to set the auditors' remuneration;	Page 2
5. Consider a non-binding advisory resolution on Capstone's approach to executive compensation;	Page 2
6. Transact any other business that may properly come before the Meeting.	

The Management Information Circular provides information relating to the matters to be addressed at the Meeting and is incorporated into this Notice.

The Company will use notice and access procedures adopted by the Canadian Securities Administrators to deliver this Notice of Meeting and the Management Information Circular. Shareholders will receive a form of proxy or voting instruction form and the notice and access notification with instructions on how to access the Management Information Circular electronically. The Management Information Circular will be available on the Company's website at *www.capstonecopper.com* for one full year and will also be filed under the Company's profile on SEDAR+ at *www.sedarplus.ca*. Shareholders who wish to receive more information about notice and access or to receive paper copies of the Management Information Circular or other proxy-related materials, including the annual financial statements for the financial year ended December 31, 2024 and the accompanying management's discussion and analysis, may contact 1-866-684-8894 or corporatesecretary@capstonecopper.com.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

If you were a shareholder of Capstone on March 11, 2025, you are entitled to vote at the Meeting. If you are unable to attend the Meeting in person, you are encouraged to read, complete, date, sign, and return the enclosed Form of Proxy ("**Proxy**") or Voting Instruction Form ("**VIF**") in the manner specified on the form, no later than **11:00 a.m. (Pacific Time) on April 30, 2025[2].**

DATED: March 11, 2025

BY ORDER OF THE BOARD

"*Wendy King*"
SVP, Risk, ESG, General Counsel & Corporate Secretary

2 For CDI (as defined below) holders, no later than 11:00 a.m. (Australian Eastern Time) on April 30, 2025

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BUSINESS OF THE MEETING

I. Receive Financial Statements

The annual audited consolidated financial statements and Management's Discussion & Analysis ("**MD&A**") of Capstone for the year ended December 31, 2024, together with the auditor's report on those statements (together, the "**Financial Statements**"), will be placed before the shareholders at the Meeting. The Financial Statements will be available upon request from Capstone or they can be found on SEDAR+ at www.sedarplus.ca or on Capstone's website at www.capstonecopper.com.

II. Elect the Number of Directors

At the Meeting, Capstone will ask shareholders to vote for the number of directors to be set at eight.

The Board recommends you vote **for** the number of directors to be set at eight

III. Election of Directors

At the Meeting, Capstone will ask shareholders to vote for the election of the eight nominees proposed by the Board to serve as directors until the next annual general meeting or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of Capstone or with the provisions of the *Business Corporations Act* (British Columbia).

The Board recommends you vote **for** each director nominee

In the opinion of the Board, each of the eight nominees are well qualified to direct the Company's activities for the ensuing year and have confirmed their willingness to serve as Directors. You can find information about the nominated directors beginning on page 11 and our majority voting policy on page 20.

	INDEPENDENT						NON-INDEPENDENT	
PLANNED COMMITTEE MEMBERSHIPS	Alison Baker	Gordon Bell	Richard Coleman	Anne Giardini	Peter Meredith[3]	Patricia Palacios	John MacKenzie[4]	Cashel Meagher[5]
Audit Committee	C	✓		✓	✓			
Governance, Nominating & Sustainability Committee			✓	C		✓		
Human Resources & Compensation Committee	✓				C	✓		
Technical & Operational Performance Committee		C	✓			✓		
ADDITIONAL INFORMATION								
Age	54	67	70	65	81	58	56	52
Gender	F	M	M	F	M	F	M	M
Racial/Ethnic Diversity						✓		
Director Since	2022	2024	2025	2021	2019	2023	2022	-
Other Public Company Boards	3	Nil	Nil	2	1	Nil	Nil	1

C = Chair of the Committee ✓ = Member of the Committee M = Male F=Female

3 Mr. Meredith is the Independent Lead Director of the Board of Directors.
4 Mr. MacKenzie is considered to be a non-independent director as he formerly served as Chief Executive Officer of Capstone.
5 Mr. Meagher is considered to be a non-independent director as he currently serves as President and Chief Operating Officer of Capstone.

IV. Appoint Auditors

At the Meeting, Capstone will ask shareholders to vote on appointing the independent auditors and to authorize the Directors to fix their remuneration. The Audit Committee and Board assessed the performance and independence of Deloitte and recommends that Deloitte be re-appointed as the independent auditors until the next annual meeting.

The table below lists the services Deloitte provides and the fees we paid to them for the fiscal years ended December 31, 2024, and 2023.

Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2024	$2,102,000[6]	$413,000[7]	$263,000[8]	Nil[9]
December 31, 2023	$1,527,000[10]	$204,000[11]	$179,000[12]	Nil

The Board recommends you vote **for** Deloitte as Capstone's independent auditors

V. Say on Pay

The Board values and encourages constructive dialogue on compensation and other important governance topics with the shareholders of Capstone.

The purpose of Say on Pay is to provide appropriate accountability to the shareholders of Capstone for the Board's compensation decisions by giving shareholders a formal opportunity, on an advisory basis, to provide their views on Capstone's disclosed objectives, program design and philosophy that is used to make executive compensation decisions.

The Board recommends you vote **for** our approach to executive compensation

VI. Other Business

If other items of business are properly brought before the Meeting, you or your Proxyholder (as defined below) can vote on such items. Capstone is not aware of any other items of business to be considered at the Meeting.

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6 This amount includes the fees billed for the audit of the annual consolidated financial statements and for the interim review of the interim condensed consolidated financial statements. Audit fees also include approximately C$330,000 of non-recurring fees for overruns for the 2023 audit paid during 2024 and out-of-scope charges related to the Mantoverde Development Project..
7 This amount relates to the audit work on the shelf prospectus, including Australian Stock Exchange prospectus and translation of the consolidated financial statements and MD&A for offering purposes. These fees were pre-approved by the Audit Committee.
8 The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning mainly in relation to transfer pricing. All fees for tax compliance, tax advice and tax planning were pre-approved by the Audit Committee.
9 The aggregate fees billed that are not "Audit Fees", "Audit-Related Fees" or "Tax Fees".
10 This amount includes the fees billed for the audit of the annual consolidated financial statements and for the interim review of the interim condensed consolidated financial statements.
11 This amount relates to the audit work on the Commissioner's reports for the Mexican entities and the shelf prospectus during Q1 2023. These fees were pre-approved by the Audit Committee.
12 The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning. All fees for tax compliance, tax advice and tax planning were pre-approved by the Audit Committee.

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GENERAL PROXY INFORMATION

Date of Information

All information in this Management Information Circular is as of March 11, 2025, unless otherwise noted.

Currency

All currency amounts in this Management Information Circular are expressed in **Canadian dollars**, unless otherwise indicated. References to "US$" are to United States dollars.

Abbreviations

Capstone uses abbreviations for certain committee names:

Committee	Abbreviations
Audit	AC Committee AC
Governance, Nominating & Sustainability	GNS Committee GNS
Human Resource & Compensation	HR&C Committee HRC
Technical & Operational Performance	TOP Committee TOP

Mantos Transaction

On March 23, 2022, Capstone Mining Corp. ("**Capstone Mining**") and Mantos Copper (Bermuda) Limited ("**Mantos**") completed a court-approved plan of arrangement pursuant to which Mantos was continued from Bermuda into British Columbia, acquired all of the issued and outstanding Common Shares of Capstone Mining., and changed its name to Capstone Copper Corp. (the "**Mantos Transaction**").

Voting Securities and Principal Holders of Voting Securities

Capstone's authorized capital consists of an unlimited number of Common Shares without par value. As at March 11, 2025, Capstone had 762,080,287 Common Shares issued and outstanding, fully paid and non-assessable Common Shares, each share carrying the right to one vote. Capstone has no other classes of voting securities and does not have any classes of restricted securities.

To the knowledge of the Directors and executive officers of Capstone, the persons who, or companies which, beneficially own, or control or direct, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of Capstone are:

Shareholder	Number and Percentage of Shares
Hadrian Capital Partners Inc.	100,712,661 13.22%
Orion*	90,536,179 11.88%%

*Includes securities held in the names of Orion.

Notice and Access

Capstone will deliver this Notice of Meeting and Management Information Circular, a Proxy and related documents (collectively, the "**Meeting Materials**") to shareholders by posting the Meeting Materials on its website at *www.capstonecopper.com*. The Meeting Materials are expected to be available on Capstone's website and on SEDAR+ at *www.sedarplus.ca* on March 21, 2025 and will remain on Capstone's website for one full year thereafter.

Capstone will make available paper copies of the Meeting Materials for those registered and beneficial shareholders who have previously elected to receive paper copies of Capstone's meeting materials. All other shareholders will receive a notice and access notification which will contain information on how to obtain electronic and paper copies of the Meeting Materials in advance of the Meeting.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies by contacting the Corporate Secretary at:

866-684-8894

corporatesecretary@capstonecopper.com

The Company will not use procedures known as "stratification" in relation to the use of Notice and Access, meaning that both Registered Shareholders (as defined below) and Non-Registered Shareholders (as defined below) will be mailed a notice package in connection with the Meeting (the "**Notice Package**"). If the Company or its agent has sent the Notice Package directly to a Non-Registered Shareholder, such Non-Registered Shareholder's name and address and information about its holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding the securities on such Non-Registered Shareholder's behalf.

Non-Registered Shareholders who have not objected to their Intermediary disclosing certain information about them to the Company are referred to as “NOBOs”, whereas Non-Registered Shareholders who have objected to their Intermediary disclosing ownership information about them to the Company are referred to as “OBOs”. In accordance with National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*, the Company has elected to send the Notice Package indirectly to the NOBOs and to the OBOs through their Intermediaries, the cost of which will be borne by the Company.

Shareholders who wish to receive more information about Notice-and-Access or to receive paper copies of the Management Information Circular or other proxy-related materials, including the annual financial statements for the financial year ended December 31, 2024, and the accompanying management’s discussion and analysis, may contact 1-866-684-8894. Requested materials will be sent to the requesting shareholders at no cost to them within 3 business days of their request if such requests are made before the Meeting or any postponement or adjournment thereof.

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VOTING INFORMATION

Solicitation of Proxies

This Management Information Circular is furnished in connection with the solicitation of proxies being made by the Management of Capstone for use at the Meeting of Capstone's shareholders to be held on Friday, May 2, 2025, at the time and place and for the purposes set forth in the Notice on page iii.

It is expected that solicitations of proxies will be made primarily through the use of the notice and access procedures detailed above under the heading "Notice and Access", however, proxies may also be solicited by telephone or other personal contact by directors, officers and employees of the Company without special compensation. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the costs incurred in obtaining authorization to execute forms of proxies from their principals. The costs of solicitation will be borne by the Company.

Only a Shareholder whose name appears on the certificate(s) representing its shares (a "**Registered Shareholder**") or its duly appointed proxy nominee is permitted to vote at the Meeting. A Shareholder is a non-registered shareholder (a "**Non-Registered Shareholder**") if its shares are registered in the name of an intermediary, such as an investment dealer, brokerage firm, bank, trust company, trustee, custodian, administrators of self-administered RRSPs, RRIFs, RESPs and similar plans or other nominee, or a clearing agency in which the Intermediary participates. Accordingly, most shareholders of the Company are "Non-Registered Shareholders" because the shares they own are not registered in their names but are instead registered in the name of the Intermediary through which they purchased the shares. More particularly, a person is a Non-Registered Shareholder in respect of shares which are held on behalf of that person, but which are registered either: (a) in the name of an Intermediary that the Non-Registered Shareholder deals with in respect of the shares; or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant. In Canada, the vast majority of such shares are registered under the name of CDS, which acts as nominee for many Canadian brokerage firms. Common Shares so held by brokers or their nominees can only be voted (for or against resolutions) upon the instructions of the Non-Registered Shareholder. Without specific instructions, Intermediaries are prohibited from voting shares held for Non-Registered Shareholders.

Record Date

The record date for the Meeting is March 11, 2025 (the "**Record Date**").

Who Can Vote

Any shareholder of record at the close of business on March 11, 2025 who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified below, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

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How to Vote

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What type of Shareholder are you?

Registered Shareholders	Non-Registered or Beneficial Shareholders	CHESS Depositary Interests Holders
Your shares are held in your name and you are registered as a shareholder in Capstone's shareholder registry maintained by Capstone's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"). A Proxy is included with your Meeting Materials.	Your shares are not registered in your name but are instead registered in the name of the brokerage firm, bank, trust company, or other intermediary. There are two kinds of Beneficial Shareholders: I. those who object to their names being made known to the issuers of securities which they own ("**OBOs**" for Objecting Beneficial Owners); and II. those who do not object to the issuers of the securities which they own knowing who they are ("**NOBOs**" for Non-Objecting Beneficial Owners). **OBOs**: A Voting Instruction Form ("**VIF**") is included with your Meeting Materials from your broker, bank, trust company, or intermediary **NOBOs**: A VIF is included with your Meeting Materials from Computershare	You are recorded as the holder of CHESS Depositary Interests ("**CDIs**") and CHESS Depositary Nominees PTY Ltd. ("**CDN**") is the shareholder of record for all the shares beneficially owned by CDIs. A CDI voting instruction form (the "**CDI Voting Instruction Form**") is included with your Meeting Materials from Computershare Investor Services Pty Limited ("**Computershare AUS**"), the CDI registry in Australia. Each person who holds CDIs is unable to vote at the Meeting. Each person who holds CDIs is entitled to receive the Meeting Materials, attend the Meeting and instruct CDN to vote at the Meeting by using the CDI Voting Instruction Form.

Attending in Person

Attend the Meeting, register with a representative of Computershare upon arrival and vote your shares. **Only registered shareholders or duly appointed proxyholders for an absent shareholder ("Proxyholders") will be recognized to make motions or vote at the Meeting.**	Insert your name in the blank space provided on the VIF. Sign and return in accordance with the instructions provided well in advance of the Meeting. Attend the Meeting and register with a representative of Computershare upon arrival.	**CDI holders may attend the Meeting but will not be able to vote at the Meeting** and therefore are urged to complete and submit their CDI Voting Instruction Form as described below. Attend the Meeting and register with a representative of Computershare upon arrival.

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	Registered Shareholders	Non-Registered or Beneficial Shareholders	CHESS Depositary Interests Holders
Not Attending in Person	Return your completed, dated and signed Proxy in one of the following ways: • Fax to 1-866-249-7775 (or 1-416-263-9524 if outside of North America) • Mail to Computershare Investor Services Inc., Proxy Dept., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 • Use a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Follow the instructions of the voice response system and refer to the Proxy for your control number • Log on to *www.investorvote.com* and follow the instructions given on the website and refer to the Proxy for your control number	Complete and return your voting instructions in accordance with the VIF provided.	Complete and return your CDI Voting Instruction Form to Computershare AUS by no later than **11:00 a.m. (Australian Eastern Time) on April 30, 2025** (6:00 p.m. (Pacific Time) on April 29, 2025), in one of the following ways: • Fax to 1-800-783-447 (within Australia) • Mail to Share Registry – Computershare Investor Services Pty Limited, GPO Box 242, Melbourne Victoria 3001, Australia • Log on to *www.investorvote.com.au* and follow the instructions given on the website The CDI voting deadline is one business day prior to the date the Proxies are due so that CDN may vote the shares underlying the applicable CDIs.
Revocation of Proxy	You can revoke your Proxy by: • Completing and returning a new Proxy before the Proxy Deadline bearing a later date • Sending a notice in writing to Capstone's Registered Office at 2100-510 West Georgia Street, Vancouver, BC, V6B0M3, Canada • Depositing a notice in writing to the Chair of the Meeting on the day of the Meeting • Sending a notice in writing to Computershare at 8th Floor – 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada or Fax to 1-866-249-7775 (or 1-416-263-9524 if outside of North America)	In sufficient time in advance of the Meeting, contact your respective intermediaries to change your vote and if necessary, revoke your voting instructions previously submitted.	You may revoke the directions in your CDI Voting Instruction Form by delivering to Computershare AUS a written notice of revocation bearing a later date than the CDI Voting Instruction Form previously sent by no later than **11:00 a.m. (Australian Eastern Time) on April 30, 2024** (4:00 p.m. (Pacific Time) on April 29, 2024).

Appointment of Proxyholders

You can appoint someone to attend and act on your behalf at the Meeting other than the persons named in the Proxy as proxyholders. If you don't appoint a proxyholder, Darren Pylot (Board Chair), Peter Meredith (Lead Director), John MacKenzie (CEO), and Wendy King (General Counsel), will be your proxyholder.

Indicate the manner in which your proxyholder is to vote with respect to any matter by marking "X" in the appropriate space.

The Proxy must be dated and signed by you, or your attorney authorized in writing. In the case of a corporation, the Proxy must be dated and duly executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

If you wish to confer a discretionary authority with respect to any matter, then the space should be left blank. In such instance, the proxyholder, if nominated by Management, intends to vote the shares represented by the Proxy in favour of the motion.

If there are other items brought before the meeting, your proxyholder will decide how to vote. At the time of printing the Meeting Materials, Management is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting.

Quorum

The quorum for the transaction of business at a meeting of shareholders is two individuals present at the commencement of the Meeting holding or representing by proxy the holder or holders of shares carrying not less than one-quarter of the votes eligible to be cast at the Meeting.

Approvals

To approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a "special resolution" in which case a majority of 66⅔% of the votes cast will be required.

Completion and Voting of Proxies

Voting at the Meeting will be by a show of hands, with each registered shareholder and each Proxyholder (representing a registered or Beneficial Shareholder) having one vote, unless a poll is required or requested, whereupon each such shareholder and Proxyholder is entitled to one vote for each common share held or represented, respectively.

Exercise of Discretion

On any poll that may be called for, the shares represented by a properly executed Proxy given in favor of the person(s) designated in the Proxy will be voted or withheld from voting in accordance with the instructions given on the Proxy and, if the shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly.

Where no choice has been specified by the shareholder, such shares will be voted:

- ☑ FOR the number of directors to be set at eight
- ☑ FOR the election of directors
- ☑ FOR the appointment of auditors
- ☑ FOR the approval of the Non-Binding Advisory Vote on Executive Compensation

Voting Results

We will issue a news release with the voting results shortly after the Meeting and will also file voting results on SEDAR+ at *www.sedarplus.ca*.

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Capstone Board of Directors Nominees 2025 (left to right): Alison Baker, Rick Coleman, Anne Giardini, Gordon Bell, Patricia Palacios, John MacKenzie, Peter Meredith and Cashel Meagher

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BOARD COMPOSITION

The Board is committed to maintaining a balance of independent leadership, diversity and experience to provide effective oversight. A majority of the Board is independent, ensuring strong governance and objective decision-making. The Board also recognizes the importance of diversity in its composition, including factors such as gender, ethnicity, background and professional expertise, to reflect the evolving needs of the business and stakeholders.

37.5%	12.5%	2.4 years	75%
are female	**are ethnically and racially diverse**	**average tenure**	**independence**

Skills

The following matrix displays the most significant skills and qualifications that each director nominee possesses. The Governance, Nominating & Sustainability Committee reviews the composition of the Board annually to ensure that the Board holds the necessary skills and expertise to provide effective oversight of Capstone's business. This review considers the Board's current and future needs in alignment with Capstone's strategic direction, operating requirements and the long-term interest of shareholders. For further detail, please refer to the Board's skills matrix on page 29.

DIRECTOR NOMINEES[13]	Environmental, Health, Safety	Sustainability/ESG/ Stakeholder Engagement	Mining Operations	Project Management	Industry Knowledge	Corporate Finance/Capital Markets	Risk Management	Accounting	Government Relations/Social, Economic, Foreign Policy	Strategic Leadership	Tenure	Age	Gender	Race/Ethnicity	Independence
Alison Baker		✓			✓	✓	✓	✓		✓	3	54	F	White	Y
Gordon Bell		✓	✓	✓	✓	✓	✓	✓	✓	✓	1	67	M	White	Y
Richard Coleman	✓	✓	✓	✓	✓		✓		✓	✓	0	70	M	White	Y
Anne Giardini	✓	✓		✓	✓	✓	✓	✓	✓	✓	4	65	F	White	Y
John MacKenzie	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	3	56	M	White	N[14]
Cashel Meagher	✓	✓	✓	✓	✓	✓	✓		✓	✓	0	52	M	White	N[15]
Peter Meredith		✓			✓	✓	✓	✓	✓	✓	6	81	M	White	Y
Patricia Palacios	✓	✓	✓	✓	✓	✓	✓	✓	✓	✓	2	58	F	Hispanic/ Latino	Y
TOTAL AVERAGE	63%	100%	63%	75%	100%	88%	100%	75%	88%	100%	2.4[16]	62.8[17]	37.5% Gender Diverse	12.5% Racially/ Ethnically Diverse	75% Independent

13 Pursuant to the Registration and Nomination Rights Agreement between Capstone and Orion dated March 23, 2022, Orion has the right to nominate one individual to the Board, provided it maintains a specified level of ownership in Capstone. Orion has not exercised this right.
14 As Capstone's current Chief Executive Officer, Mr. MacKenzie has a material relationship with the Company and is therefore deemed non-independent.
15 As Capstone's current President & Chief Operating Officer, Mr. Meagher has a material relationship with the Company and is therefore deemed non-independent.
16 Average tenure following the AGM assuming all director nominees are elected. As of March 11, 2025, the current average tenure of the current Board is 5.1 years.
17 Average age following the AGM assuming all director nominees are elected. As of March 11, 2025, the current average age of the current Board is 63.5 years.

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Alison Baker | 54

Winchester, England
Director Since: March 23, 2022

Audit Committee Chair
Since August 2022



Principal Occupation: Corporate Director

Independent: Yes

2024 Voting Results: 99.20% For

Other Current Public Boards

- Endeavor Mining plc (TSX, LSE)
- Helios Towers plc (LSE)
- Rockhopper Exploration (AIM)

Other Public Boards in the past five years

- KAZ Minerals plc (LSE)
- Centamin plc (TSX)

Professional Experience:

PricewaterhouseCoopers, *professional services and accounting firm*
- Partner, UK and EMEA Oil and Gas Practice (2012-2017)

Ernst & Young, *professional services and accounting firm*
- Partner, UK Energy, Utilities and Mining Assurance Practice (1993-2011)

Professional Designations/Education:

Chartered Accountant (CA), Institute of Chartered Accountants of England and Wales

Bachelor of Science in Mathematical Sciences, University of Bath

The Board of Directors has determined that Ms. Baker's extensive expertise in corporate finance, risk management, and accounting qualifies her to serve as a director. As a Chartered Accountant with 25 years of experience providing audit, capital markets, advisory and assurance services, she brings valuable financial oversight and governance expertise.

Capstone Board/Committee Memberships

	2024 Attendance	
Board	16 of 16[18]	100%
Audit Committee	5 of 5[19]	100%
HR&C Committee	7 of 7[20]	100%

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
34,888	1,605	66,687	✓

18 In addition, two meetings were held for independent directors only, which Ms. Baker attended.
19 Includes one joint meeting held with the GNS Committee to discuss climate-related risk and ESG reporting.
20 Includes one joint meeting held with the HR&C Committee to discuss executive and director succession.

Gordon Bell | 67

Sutton, Ontario, Canada
Director Since: January 8, 2024

TOP Committee Chair
Since May 2024



Principal Occupation: Corporate Director

Independent: Yes

2024 Voting Results: 99.98% For

Other Current Public Boards

- N/A

Other Public Boards in the past five years

- N/A

Professional Experience:

RBC Capital Markets, *global investment bank and financial services provider*
- Vice Chairman, Mining and Metals Group (2017-2022)
- Managing Director & Global Head, Mining and Metals (1999-2017)

Golden Star Resources, *gold mining company*
- Vice President & Chief Financial Officer (1995-1999)

Professional Designations/Education:

Bachelor of Science in Mining Engineering, Queens University

MBA, Washington University in St. Louis, Missouri

The Board of Directors has determined that Mr. Bell's expertise in corporate strategy, debt and equity financing, shareholder engagement, and mergers and acquisitions, combined with his extensive experience in the mining industry, qualifies him to serve as a director. With over 40 years in the industry, including leadership roles at RBC Capital Markets, Mr. Bell brings invaluable knowledge in mining and metals, both at a global level and within corporate governance.

Capstone Board/Committee Memberships

	2024 Attendance	
Board	16 of 16[21]	100%
Audit Committee	5 of 5[22]	100%
TOP Committee	4 of 4	100%

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
18,568	20,000	26,020	✓

21 In addition, two meetings were held for independent directors only, which Mr. Bell attended.
22 Includes one joint meeting held with the GNS Committee to discuss climate-related risk and ESG reporting.

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Richard Coleman | 70 Director

Scottsdale, AZ, USA
Director Since: January 15, 2025



Principal Occupation: Corporate Director

Independent: Yes

2024 Voting Results: Nil

Other Current Public Boards

- N/A

Other Public Boards in the past five years

- N/A

Professional Experience:

Freeport-McMoRan, *international metals company*

- Executive Advisor, Freeport-McMoRan Inc (2023-2024)
- President, Growth Support, Freeport-McMoRan Inc (2022-2024)
- President, Freeport-McMoRan Mining Company (2009 – 2022)

Professional Designations/Education:

Mining and Mineral Processing, Haileybury School of Mines

Extractive Metallurgy, British Columbia Institute of Technology

The Board of Directors has determined that Mr. Coleman's extensive experience in mining operations, development and growth qualifies him to serve as a director. With more than 40 years in the industry, including 30 years at Freeport-McMoRan Inc., Mr. Coleman has led technical and operations teams globally. He has successfully overseen and completed major capital projects, bringing valuable expertise in process design, project execution, and operational innovation to the Board.

Capstone Board/Committee Memberships

	2024 Attendance
Board	Nil
GNS Committee	Nil
TOP Committee	Nil

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
8,917	Nil	12,054	✓

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Anne Giardini, KC | 65

Rome, Italy
Director Since: March 23, 2022[23]

GNS Committee Chair

Since August 2022



Principal Occupation: Corporate Director/Consultant

Independent: Yes

2024 Voting Results: 98.37% For

Other Current Public Boards

- K92 Mining Inc. (TSX)
- Stella-Jones Inc. (TSX)

Other Public Boards in the past five years

- Capstone Mining Corp. (TSX)
- Nevsun Resources Ltd. (TSX)

Professional Experience:

Weyerhaeuser Company Limited, *forest product manufacturing*

- President (2008-2014)
- Vice-President and General Counsel (2006-2008)
- General Counsel (1994-2006)

Professional Designations/Education:

LLM, Law, Cambridge University

LLB, Law, University of British Columbia

The Board of Directors has determined that Ms. Giardini's extensive leadership experience as a corporate director, senior executive, and legal professional qualifies her to serve as a director. With over 30 years as a lawyer, senior advisor, and executive, including her tenure as President of Weyerhaeuser Company Limited, she brings deep expertise in natural resource development, public and government relations, risk management, and corporate governance. Anne's experience further strengthens her ability to contribute as Chair of the Governance, Nominating and Sustainability Committee.

Capstone Board/Committee Memberships

	2024 Attendance	
Board	16 of 16[24]	100%
Audit Committee	5 of 5[25]	100%
GNS Committee[26]	10 of 10[27]	100%
TOP Committee	4 of 4	100%

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
49,436	Nil	70,376	✓

23 Ms. Giardini was a director of Capstone Mining Corp. since April 28, 2021 and continued as a director of Capstone following the Mantos Transaction.
24 In addition, two meetings were held for independent directors only, which Ms. Giardini attended.
25 Includes one joint meeting held with the GNS Committee to discuss climate-related risk and ESG reporting.
26 Ms. Giardini currently serves as Chair of the GNS Committee.
27 Includes one joint meeting with the Audit Committee to discuss climate-related risk and ESG reporting, and one joint meeting with the HR&C Committee to discuss executive and director succession.

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John MacKenzie | 56 Director & CEO

London, UK
Director Since: March 23, 2022[28]



Principal Occupation: Chief Executive Officer[29]

Independent: No

2024 Voting Results: 99.98% For

Other Current Public Boards

- Nil

Other Public Boards in the past five years

- KAZ Minerals plc (LSE)
- Horizonte Minerals Plc (TSX, AIM)

Professional Experience:

Capstone Copper Corp.
- Director & CEO (2022-present)

Mantos Copper (Bermuda) Limited, *copper mining company*
- Chairman and Founder (2015-2022)

Audley Capital Advisors LLP, *private equity firm*
- CEO, Mining (2013-2022)

Anglo American, *global mining company*
- Member of Executive Committee & CEO, Copper (2009-2013)
- CEO, Zinc (2006-2009)

Professional Designations/Education:

Master of Science in Mining Engineering, University of the Witwatersrand

Master of Business Leadership, University of South Africa

Advanced Management Program, Harvard Business School

The Board of Directors has determined that Mr. MacKenzie's extensive experience in mining, including over 30 years in executive management, operations and investment, qualifies him to serve as a director.

Capstone Board/Committee Memberships

	2024 Attendance[30]	
Board	16 of 16[31]	100%

Securities Held as of the Record Date

Options	Common Shares	PSUs	RSUs	Meets Shareholding Requirements
1,157,891	12,000,040	638,353	259,861	✓

28 Mr. MacKenzie was a director of Mantos Copper (Bermuda) Limited since September 10, 2015 and continued as a director of Capstone following the Mantos Transaction.
29 Mr. MacKenzie will retire from his position as Chief Executive Officer and transition to Non-Executive Board Chair, effective May 2, 2025; subject to his re-election to Capstone's Board at the upcoming Annual General Meeting.
30 Mr. MacKenzie attended 100% of all the meetings of the four committees in his capacity as an ex officio
31 In addition, two meetings were held for independent directors only, which Mr. MacKenzie did not attend.



Cashel Meagher | 52 Director Nominee

Mississauga, Ontario, Canada
Director Since: Nil

Principal Occupation: President & Chief Operating Officer

Independent: No[32]

2024 Voting Results: Nil

Other Current Public Boards

- Generation Mining Limited (TSX)

Other Public Boards in the past five years

- Nil

Professional Experience:

Capstone Copper Corp.
- President & COO (2022-present)

Hudbay Minerals Inc., *mining company*
- Senior Vice President and Chief Operating Officer (2015-2021)
- VP, South America (2011-2015)
- VP, Exploration (2010-2011)

Professional Designations/Education:

Professional Geoscientist, Association of Professional Geoscientists of Ontario

Joint Advanced Major in Geology and Chemistry, Saint Francis Xavier University

The Board of Directors has determined that Mr. Meagher's extensive experience in mining operations, exploration and project development, along with his senior leadership roles in international mining companies, qualifies him to serve as a director by bringing expertise in business development, operational management, and technical services.

Capstone Board/Committee Memberships

	2024 Attendance
Nil	Nil

Securities Held as of the Record Date

Options	Common Shares	PSUs	RSUs	Meets Shareholding Requirements
475,129	200,000	594,902	226,761	✓

32 Mr. Meagher will be assuming the role of President & Chief Executive Officer of Capstone, effective May 2, 2025. If elected to the Board at the upcoming Annual General Meeting, he will be deemed non-independent.

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Peter Meredith | 81

Vancouver, British Columbia, Canada
Director Since: March 23, 2022[33]

Lead Director

Since May 2023

Principal Occupation: Corporate Director

Independent: Yes

2024 Voting Results: 98.49% For

Other Current Public Boards

- Ivanhoe Mines Ltd. (TSX)

Other Public Boards in the past five years

- Great Canadian Gaming Corporation (TSX)
- Capstone Mining Corp. (TSX)

Professional Experience:

Great Canadian Gaming Corporation, *Canadian gaming, entertainment and hospitality company*
- Chairman (2015-2021)

Turquoise Hill Resources Ltd., *(formerly the original Ivanhoe Mines)*
- Deputy Chairman (2006-2012)

Ivanhoe Mines, *mining company*
- Director and Chief Financial Officer (1999-2006)

Deloitte LLP, *professional services and accounting firm*
- Partner (1976-1996)

Professional Designations/Education:

Chartered Professional Accountant, Chartered Professional Accountants of British Columbia and Ontario

The Board of Directors has determined that Mr. Meredith's extensive experience in corporate leadership, governance and financial management qualifies him to serve as a director and as Lead Independent Director. With 55+ years of experience as a Chartered Professional Accountant, he brings deep financial expertise and strategic oversight.

Capstone Board/Committee Memberships

	2024 Attendance	
Board	16 of 16[34]	100%
Audit Committee	5 of 5[35]	100%
HR&C Committee[36]	7 of 7[37]	100%

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
59,039	120,118	339,968	✓

33 Mr. Meredith was a director of Capstone Mining Corp. since April 25, 2019 and continued as a director of Capstone following the Mantos Transaction
34 In addition, two meetings were held for independent directors only, which Mr. Meredith attended.
35 Includes one joint meeting held with the GNS Committee to discuss climate-related risk and ESG reporting.
36 Mr. Meredith currently serves as the Chair of the HR&C Committee.
37 Includes one joint meeting held with the HR&C Committee to discuss executive and director succession.

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Patricia Palacios | 58 Director

Concepción, Chile
Director Since: May 3, 2023

Principal Occupation: Corporate Director

Independent: Yes

2024 Voting Results: 99.69% For

Other Current Public Boards

- Nil

Other Public Boards in the past five years

- Nil

Professional Experience:

AME SPA, *developer and operator of conventional and renewable power generation projects*
- General Manager of HIF (2019-2021)

Innergy Holdings, SA, *natural gas trading company*
- General Manager and Legal Manager (2007-2019)

Münzenmayer Abogados S.A., *law firm*
- Associate (2003-2006)

Professional Designations/Education:

Bachelor in Legal and Social Sciences, Universidad de Concepción

Masters of Education in Human Resources and Organizational Development, University of Louisville, Kentucky

Diploma in Antitrust Regulation, Pontificia Universidad Católica de Chile

The Board of Directors has determined that Ms. Palacios' extensive experience as a lawyer, senior executive, sustainability leader and experience with regulated industries in Chile qualify her to serve as a director. With over 30 years in legal and executive roles across the energy and infrastructure sectors, she brings valuable expertise in public and government relations, permitting, and organizational development.

Capstone Board/Committee Memberships

	2024 Attendance	
Board	16 of 16[38]	100%
HR&C Committee	7 of 7[39]	100%
GNS Committee	10 of 10[40]	100%
TOP Committee	4 of 4	100%

Securities Held as of the Record Date

Options	Common Shares	DSUs	Meets Shareholding Requirements
26,224	Nil	37,888	N/A

38 In addition, two meetings were held for independent directors only, which Ms. Palacios attended.
39 Includes one joint meeting held with the HR&C Committee to discuss executive and director succession.
40 Includes one joint meeting with the Audit Committee to discuss climate-related risk and ESG reporting, and one joint meeting with the HR&C Committee to discuss executive and director succession.

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Advance Notice

In accordance with Capstone's Advance Notice Policy, as adopted by the Board on March 23, 2022, shareholders who wish to nominate a candidate for election as director must provide timely notice in proper written form by personal delivery, facsimile or email to the Corporate Secretary of Capstone. **The notice must be made not less than 35 days prior to the date of the Meeting.** As a result, any shareholder wishing to nominate a candidate for election as director must provide notice to Capstone by **March 28, 2025**. A copy of our Advance Notice Policy is attached as Schedule "A" to this Management Information Circular.

Notice may only be given:

by mail:

2100-510 West Georgia Street
Vancouver, BC, V6B 0M3

by fax:

604-688-2180

by email:

corporatesecretary@capstonecopper.com

Majority Voting for Directors

Capstone has a majority voting policy for the election of directors. Any nominee in an uncontested election who receives a greater number of votes "*withheld*" than votes "*for*" shall be considered not to have received the support of shareholders. Such nominee is expected to tender his or her resignation to the Chair of the Board promptly following the applicable shareholders' meeting. The Board expects that resignations will be accepted unless extenuating circumstances warrant the refusal of the director's resignation. The Board will make its final decision and announce it in a news release within 90 days following the Meeting and provide a copy of the news release with the Board's decision to the TSX. A director who tenders his or her resignation pursuant to this policy will not participate in any meeting of the Board or the GNS Committee at which such resignation is considered.

Subject to any corporate law restrictions, where the Board accepts the offer of resignation of a director and that director resigns, the Board may exercise its discretion with respect to any resulting vacancy and may, without limitation, leave the resultant vacancy unfilled until the next annual meeting of shareholders, fill the vacancy through the appointment of a new director whom the Board considers to merit the confidence of the shareholders, or call a special meeting of shareholders to elect a new nominee to fill the vacant position.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the best of Management's knowledge, except as disclosed immediately below, no proposed director is, or has been within the last ten years, a director or executive officer of any company that, while that person was acting in that capacity:

a) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
c) within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, except:

- Mr. Peter Meredith served as a director of Ivanhoe Energy Inc. ("**Ivanhoe Energy**") from December 2007 to December 2014. On February 20, 2015, Ivanhoe Energy filed a Notice of Intention to Make a Proposal under subsection 50.4(1) of the Bankruptcy and Insolvency Act (Canada). Cease trade orders were issued against Ivanhoe Energy in Alberta (July 15, 2015), Quebec (May 7, 2015), Manitoba (May 6, 2015), Ontario (May 4, 2015) and British Columbia (April 14, 2015) in respect of the company failing to file its audited financial statements and annual management's discussion and analysis, annual information form and certification of annual filings for the year ended December 31, 2014. The foregoing cease trade orders remain in effect. On June 2, 2015, having failed to file a proposal, Ivanhoe Energy was assigned into bankruptcy. Ivanhoe Energy dissolved on May 16, 2017.

- Mr. John MacKenzie served as a director of Horizonte Minerals Plc ("Horizonte") from July 11, 2023 to August 5, 2024. Horizonte owns 100% interest in the Araguaia Nickel Project, located in Pará State, Brazil. On May 16, 2024, Horizonte announced that it was placed into administration after being unable to secure the full financing necessary to complete the project.

To the best of Management's knowledge, no proposed director has, within the ten years before the date of this Management Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

To the best of Management's knowledge, no proposed director of the Company has been subject to: (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

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GOVERNANCE OF CAPSTONE

Capstone and the Board believe in the importance of good corporate governance and the central role played by Directors in the governance process. We strongly believe that good corporate governance practices are essential for an effectively managed company which in turn enhances shareholder value.

Corporate Governance Highlights

Board Structure and Independence

- ✓ Three female directors on the Board (37.5% female directors)
- ✓ One racially/ethnically diverse director on the Board
- ✓ The Board has an independent Lead Director, and the chairs and members of each of the committees are independent
- ✓ In camera sessions held at the end of each Board meeting and committee meeting without management present
- ✓ There are no directors who are overboarded

Shareholder Rights

- ✓ All Directors are elected annually
- ✓ Majority Voting Policy for all Directors (in uncontested elections)
- ✓ Shareholders representing at least 5% of outstanding shares are able to call special meetings

Board Oversight

- ✓ The Board has oversight of the corporate strategy and annual operating plan
- ✓ The Board has oversight of Enterprise Risk Management ("**ERM**")
- ✓ The Board has oversight over **ESG** matters
- ✓ The Board has oversight over the reporting under the Fighting Against Forced Labour and Child Labour in Supply Chains Act
- ✓ The Board monitors Capstone's Code of Conduct (as defined below), workplace culture and values
- ✓ Annual off-site Board meeting focused on strategy
- ✓ The Board has oversight of cybersecurity matters, artificial intelligence (AI) governance, whistleblower reporting and global insurance programs
- ✓ The Board has oversight of executive compensation and succession planning

Corporate Governance Practices

- ✓ Prohibits Directors and Management from hedging
- ✓ Annual Board and committee performance assessments
- ✓ Clawback Policy for Management
- ✓ Significant share ownership requirements for Directors and Management
- ✓ Comprehensive director orientation and continuing education programs
- ✓ Responsive, active and ongoing shareholder engagement

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Capstone's corporate governance practices comply with all applicable securities regulatory requirements, and we continue to monitor developments in best practices to ensure we have strong governance practices. The Board believes that Capstone's governance system is effective and appropriate to its circumstances, and that there are appropriate structures and procedures in place to ensure the Board's independence from Management.

The mandate of the Board, whether carried out directly or through its four Board committees, is to oversee the management of the business and affairs of Capstone. This includes or without limitation, developing and updating Capstone's vision and values, approving strategic goals and objectives, reviewing operations, disclosure and communication policies, overseeing the financial reporting and other internal controls, overseeing Capstone's Sustainable Development strategy, ESG risks, performance and disclosures, overseeing Capstone's ERM system including Capstone's cyber security and global insurance programs, corporate governance standards, director orientation and education, executive compensation and succession planning oversight, and director nomination, compensation and assessment processes. The Board adjusts the frequency of Board and committee meetings when Capstone faces new opportunities or risks requiring oversight. Management regularly informs the Board of the operations of Capstone through reports and discussions with Management during and between Board and committee meetings.

Governance Guideline

The Board has adopted a Corporate Governance Guideline that complies with the listing standards of the TSX. The Corporate Governance Guideline provides a framework of corporate governance, including outlining the Board's duties, goals and responsibilities, the organization and composition of the Board, and the conduct of the Board. A copy of our Corporate Governance Guideline is available on our website at *www.capstonecopper.com*.

Members of our Board and Committees of the Board

The Board discharges some of its mandate through four committees of the Board. The members of the Board and the committees on which they serve as of the Record Date are identified below:

	INDEPENDENT						NON-INDEPENDENT	
	Alison Baker	Gordon Bell	Richard Coleman	Anne Giardini	Peter Meredith	Patricia Palacios	John MacKenzie[41]	Darren Pylot[42]
Audit Committee	C	M		M	M			
Governance, Nominating & Sustainability Committee			M	C		M		
Human Resource & Compensation Committee	M				C	M		
Technical & Operational Performance Committee		C	M			M		

C = Chair of Committee M = Member of Committee

Based on an assessment of the skills required for each committee, the GNS Committee nominates independent directors[43] as Chair and members of each committee of the Board as outlined in the Board and individual committee terms of references. The Board has the authority to appoint *ad hoc* committees as needed.

Meetings of the Board and Committees of the Board

The Board has eight regularly scheduled meetings per year with provisions for additional meetings as required. At any time, the Board may convene a special meeting with notice. The committees typically meet between four to five times per year depending upon the nature of the committee. All Directors are expected to attend Board meetings and committee meetings in person, by video conference or by telephone conference call unless they recuse themselves from such meetings. All Directors have a standing invitation to attend

41 Mr. MacKenzie serves as Chief Executive Officer of Capstone and attends all Board and committee meetings ex officio.
42 Mr. Pylot currently serves as Chair of the Board of Directors and was formerly Chief Executive Officer of Capstone Mining Corp. and attends all Board and committee meetings ex officio. Mr. Pylot will be retiring from the Board effective May 2, 2025.
43 All nominated members of the four committees of the Board qualify as independent directors pursuant to National Policy 58-201 – *Corporate Governance Guidelines* and National Instrument 52-110 – *Audit Committees.*

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committee meetings as guests. In practice, Directors attend meetings of other committees on a regular basis. The Chair and the CEO attend portions of committee meetings *ex officio* with a portion of each meeting held *in camera* (independent Directors only).

Attendance of Directors at Board and Committee Meetings

In 2024, the Board held a total of 16 meetings, in addition to two meetings attended exclusively by independent directors. Each committee of the Board held at least four meetings. The chart on the right shows the attendance record for all Board and committee meetings in 2024.



In Camera Sessions

The Board's policy is to hold *in camera* sessions at the end of each Board meeting, during which non-independent Directors and members of Management do not attend. In addition, each committee holds an in camera session at the end of each committee meeting. Additional in camera sessions are held as required. The Board and its committees also hold an *in-camera* sessions with non-independent Directors, followed by a separate in-camera session attended only by independent directors, led by the Lead Director.

Directorships

In addition to their positions on the Board, the following Directors or nominees for director also serve as directors of the following reporting issuers or reporting issuer equivalent(s):

Name of Director	Reporting Issuer(s) or Equivalent(s)
Alison Baker	Endeavor Mining plc, Helios Towers plc and Rockhopper Exploration plc
Gordon Bell	Nil
Richard Coleman	Nil
Anne Giardini	K92 Mining Inc. and Stella-Jones Inc.
John MacKenzie	Nil
Cashel Meagher[44]	Generation Mining Limited
Peter Meredith	Ivanhoe Mines Ltd.
Patricia Palacios	nil.
Darren Pylot[45]	Zena Mining Corp.

Directors Serving Together

The Board's approach to director interlocking board relationships is aligned with Canadian Coalition of Good Governance principles limiting the number of directors sitting together on another public company board to two directors. The Board considers director interlocks when considering new candidates and approving requests to join additional boards. Currently, no Directors of Capstone serve together on interlocking boards.

Board and Committee Terms of Reference

The Board has developed written terms of references for the Board and each committee of the Board. These terms of references are reviewed annually by the respective committees and the Board. The Board's and each committee's terms of references are available on Capstone's website at *www.capstonecopper.com* and a copy of the Board's terms of reference is attached as Schedule "B" to this Management Information Circular.

Position Descriptions

The Board has developed and approved written position descriptions for each of the Board Chair, Lead Director, the Chair of each committee of the Board, and the CEO. A copy of these position descriptions is available on Capstone's website at *www.capstonecopper.com.* The position descriptions are reviewed by the GNS Committee and the Board annually.

44 Mr. Meagher will assume the role of Chief Executive Officer effective May 2, 2025, and is being nominated as a director in connection with this leadership transition.
45 Mr. Pylot will be retiring from the Board effective May 2, 2025.

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Director Tenure

The Board has chosen not to implement mandatory retirement or term limits for Directors. The Board believes that limits on a director's term is not in the best interest of Capstone. Limits on tenure discount the value of experience and continuity of board members and risks excluding potentially valuable members of the Board as a result of an arbitrary determination. The Board has a rigorous process to review Directors and Board effectiveness, including a skills gap analysis and a diversity policy which all assist in Board renewal and ensuring the strong performance and independence of Directors. Following the AGM, the average tenure of the Board will be 2.4 years.

Conflict of Interest

As part of the annual Board assessment process, Directors complete a governance questionnaire designed to assess key compliance and disclosure requirements. This includes a section requiring Directors to disclose any existing or potential material conflicts of interst between themselves and Capstone or its subsidiaries, as well sa any material interest, director or indirect, in transactions that occurred during the last fiscal year or in any proposed transaction that has materially affected or could materially affect the Company or its subsidiaries. As of the most recent assesment, no Directors have disclosed any material conflicts of interest.

Diversity

Capstone is dedicated to promoting diversity within its Board. Our Diversity and Inclusion Policy (the "**Diversity Policy**") recognizes and embraces the benefits of having diversity on the Board and in Capstone's Management, including but not limited to gender diversity. Capstone's "Our Values and Ethics – Code of Conduct" (the "**Code of Conduct**" or "**Code**") also supports diversity within Capstone.

With respect to the Board, the objective of the Diversity Policy is to ensure that diversity is taken into account when reviewing Board composition and identifying suitable candidates for Board appointment or nomination for election to the Board, a merit-based competitive process is also maintained where the GNS Committee also considers the following:

- The competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess;
- The competencies and skills that the Board considers each existing director to possess; and
- The competencies and skills each new nominee will bring to the boardroom.

When considering candidates, a short-list identifying potential candidates shall include at least one female candidate for each available board seat and if at the end of the selection process, no female candidates are selected, the Board must be satisfied that there are objective reasons to support this determination.

On an annual basis, the GNS Committee assesses the effectiveness of Capstone's performance in meeting the objectives outlined in the Diversity Policy by a review of our progress in increasing diversity amongst Management and on the Board.

In 2023, we achieved our target of 30% female representation on the Board. While we have set a clear target for female representation, we have not yet established specific targets for racial or ethnic diversity. However, we have enhanced ethnic and racial diversity with the appointment of Patricia Palacios, our first Latin-American director.

The Diversity Policy may be accessed on Capstone's website at *www.capstonecopper.com*.

Director Orientation and Education Process

The Board has adopted a written Director's Orientation and Education Process which sets out the education support provided to the Board. The Director's Orientation and Education Process also provides the onboarding process for new Directors that includes a comprehensive electronic board manual, site visits, and an in-depth seminar covering an introduction to mining (as needed), and an education session with the members of Management and external legal, compensation and audit service providers to familiarize the new director with Capstone's business and operations, including but not limited to:

- corporate and financial strategy;
- ESG/Sustainable Development Strategy;
- risk, governance, legal and regulatory compliance programs;
- operations overview;
- marketing strategy;
- industry education, as needed;
- investor presentation;
- exploration strategy; and
- an orientation to the Board and committees.

Board members are provided with:

- a digital board manual which provides information such as position descriptions for the Chair of the Board and the committee Chairs,



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the terms of reference for the Board and all committees, copies of Capstone's corporate governance policies, governance related articles, materials relating to the operations of Capstone and other industry related materials;
- access to recent, publicly filed documents of Capstone, technical reports and Capstone's internal financial information;
- access to recent Board and committee meeting materials;
- access to Management, technical experts and consultants; and
- a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with Management, auditors, technical consultants and compensation consultants; to keep themselves current with industry trends and developments and changes in legislation with Management's assistance; and to attend related industry and governance seminars and visit Capstone's operations. Board members have full access to Capstone's records.

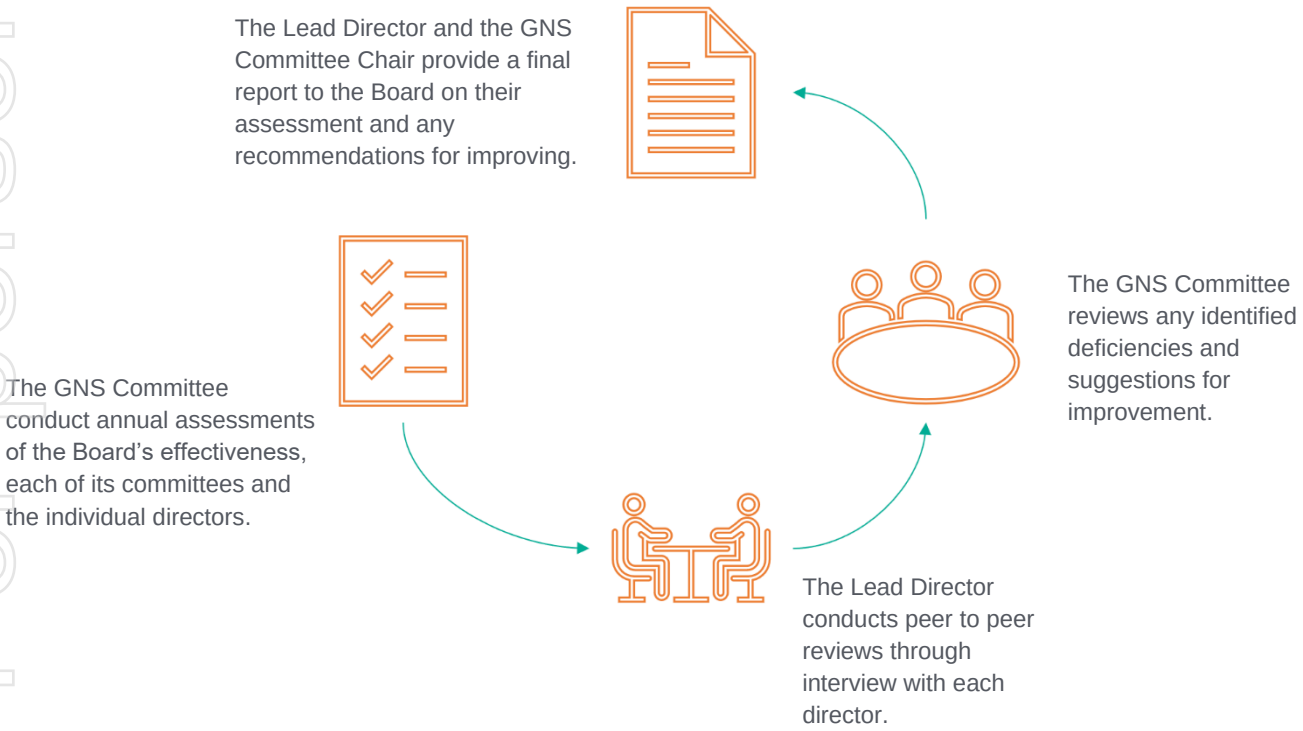
The Board believes that continuing education is important for Directors to keep informed on changes in governance best practices and legal regulatory requirements, and to better understand the issues facing Capstone. Directors are encouraged to participate in ongoing learning opportunities, and Management provides regular educational presentations on key issues relevant to Capstone. In the past year, Directors have attended sessions covering a range of topics, including corporate governance, cybersecurity and privacy, artificial intelligence, CEO-board dynamics, audit committee responsibilities, ESG reporting, and shareholder engagement.

In 2024, the following seminars and other events were attended by Capstone's directors:

Topic/Event	Date	Participants
ESG Reporting *(presented by Deloitte LLP)*	July 31, 2024	Board Members and Executive Team
Developments in ESG Reporting *(presented by Solstice)*	July 31, 2024	Board Members and Executive Team

Board Performance Assessments

The GNS Committee is responsible for overseeing the annual assessment process of the Board, its committees and individual Directors. The assessments are intended to provide the Board and each committee with an opportunity to evaluate performance for the purpose of improving Board and committee processes and effectiveness.



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The process is composed of the following steps:

- Board and committee performance evaluation questionnaires including a self-assessment by each director and an assessment by members of Management;
- Chair evaluation questionnaire;
- Lead Director evaluation questionnaire;
- Committee chairs evaluation questionnaire; and
- One-on-one confidential meetings between the Lead Director and every director covering comments provided in the questionnaire and peer evaluations. In addition, the Board may, from time to time, retain an independent advisor to assist the Board in independently assessing the performance of the Board, Board committees, Board and committee chairs and individual Directors.

As part of the Board assessment process, Directors evaluate various aspects of Board effectiveness, including the structure and size of the Board, the collective knowledge and diversity of its members, the timeliness and completeness of information received from Management, the relationship with Management and the overall effectiveness of the decision-making process. The assessment is designed to identify areas for improvement and enhance the Board's functionality.

In 2023, we expanded our evaluation process to include specific ESG-related assessments. Directors now rate the Board's collective experience in ESG matters, including their understanding of ESG principles, their satisfaction with the Board's level of responsibility in overseeing ESG initiatives, and how effectively ESG oversight aligns with Capstone's strategy. Additionally, Directors assess the frequency and depth of ESG topics discussed at meetings to ensure they receive appropriate attention. To ensure a comprehensive and objective evaluation, a third-party firm may be engaged to facilitate the Board's assessment process and provide additional insights. The GNS Committee is responsible for reviewing the assessment results and implementing any necessary enhancements to improve the Board's oversight responsibilities.

Nomination of Directors

The GNS Committee, composed entirely of independent directors, with oversight from the Board, has responsibility for identifying and recruiting potential Board candidates for nomination to the Board.

The Board has developed a Director Succession Plan and Board Recruitment Process Guideline (the "**Guideline**") to ensure orderly identification and selection of new Directors in the event of an opening on the Board, whether through anticipated retirement, unanticipated departure, expansion of the Board or otherwise. The Guideline outlines a robust nomination and selection process, which is fundamental to board effectiveness and ensures that the Board has the necessary skills and knowledge.

In 2024, the Board successfully applied this process to recruit Gordon Bell and Mr. Coleman to fill vacancies on the Board. Under the Guideline, the GNS Committee assesses potential candidates based on an analysis of the skills matrix and the long-term plan for Board composition, ensuring that the Board includes the necessary industry, market, technical, ESG/Sustainability, and professional skills for good governance. A recruitment firm may be retained to identify a broad slate of candidates. An assessment of each candidate's skills, expertise, experience, independence, diversity and personality fit are some of the key factors considered. The Diversity Policy is an integral part of the nomination process.

Capstone has implemented a majority voting policy for Directors which may be accessed on Capstone's website at *www.capstonecopper.com*.

Changes to the Board of Directors in 2024 and 2025

In 2024, Capstone announced the retirement of Robert Gallagher from the Board. On January 13, 2025, the Company appointed Richard Coleman as a new independent director, effective January 15, 2025.

On May 2, 2025, Darren Pylot will retire from the Board of Directors. John MacKenzie will step down as CEO and assume the role of Non-Executive Chair of the Board. Cashel Meagher will join the Board following his election at the AGM in connection with his transition from President & COO to President & CEO. James Whittaker, current Senior Vice President, Head of Chile, will succeed Mr. Meagher as COO.

Independence

The Governance, Nominating and Sustainability Committee assesses the independence of each director on an annual basis as well as the independence of director nominees prior to nomination for election or appointment. In making an independence assessment the GNS Committee considers applicable securities laws as well as other matters it considers relevant, including investor and proxy advisor voting guidelines.

Capstone currently has six independent directors and two non-independent directors (Mr. Pylot and Mr. MacKenzie). Following the AGM on May 2, 2025, Mr. Pylot will retire from the Board, and Mr. Meagher will join the Board as President & Chief Executive Officer. As a result, Board's independence structure will remain unchanged.

To allow the Board to function independently of Management, the following structures and processes are in place:

1. Capstone has an independent Lead Director, Mr. Meredith, who is responsible for, among other things, providing leadership to ensure the Board functions independently, working with the Chair to ensure appropriate committee structures are in place, consulting and meeting with any or all of the independent directors and, in the absence of the Chair, chairing Board meetings;
2. The CEO and Executive Chair of Capstone do not serve on any of the Committees of the Board. All committee members must be selected among the independent directors;

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3. Pursuant to the Articles of Capstone, any one director may call a meeting of the Board;
4. The CEO's compensation is considered, in the CEO's absence, by the Human Resources & Compensation Committee and at a Board meeting of the independent members of the Board at least once a year;
5. In addition to the standing committees of the Board, *ad hoc* committees are appointed from time to time, when appropriate; and
6. The directors hold in-camera meetings at the end of all Board and committee meetings at which members of Management and other non-independent directors do not attend.

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Assessment of Key Skills & Experience

When conducting its review of the appropriate skills desired of Directors, the GNS Committee particularly considers the skills, experiences, qualifications and expertise that are critical to the Board's ability to provide effective oversight of the Company and are directly relevant to Capstone's strategy, operations and overall business. These are as follows:

Qualifications & experience	How it relates to Capstone's strategy, operations, and overall business	What the Board is looking for
Health, safety and Environment	Safety is one of Capstone's values. Safety is non-negotiable and involves making safe choices which ensures we can improve the health and well-being of our people, contractors and communities. Zero harm is the ultimate goal.	Current or former CEO or head of a significant department of a company of comparable size, scope, complexity and industry as Capstone, with exposure to health, safety and environmental matters. Current or former administrator of a government health and safety agency or committee with responsibility for health and safety matters.
Sustainability/ESG/stakeholder engagement	Capstone's goal is to be a responsible, industry-leading source of copper. Our commitment to ethical and responsible mining is deeply rooted in our business philosophy, central to our values and vital to our success. Capstone's Sustainable Development Strategy is based on five initial priorities: climate, water, tailings, biodiversity and communities.	Current or former CEO or head of a significant department of a company of comparable size, scope, complexity and industry as Capstone, with exposure to sustainability and ESG. Current or former administrator of a government environmental agency or committee with responsibility for environmental matters. Current or former senior-level employee at a nongovernmental organization focused on ESG or sustainability. Significant experience managing stakeholder engagement.
Mining operations	Capstone Copper is a premier copper producer operating innovatively in the Americas. From exploration to mine development to operations, we are focused on creating growth and generating value for our investors, employees and communities as we meet the surging global copper demand.	Current or former leadership experience as a CEO, senior executive, or leader of a significant line-of-business at a mining company of a similar commodity focus, jurisdiction, size, scope and complexity as Capstone.
Project management	We are focused on growth and committed to unlocking the full potential of ourselves, our teams and our resources. Capstone's portfolio includes a fully permitted development project in Chile. Our strategy involves transformational growth as we build the next generation of responsible copper mines.	Current or former CEO, senior executive, or leader of a significant project of a mining or industrial company with experience recently completing a major development project of a similar size, scope, scale or jurisdiction as Capstone's projects.
Industry knowledge	Through a commitment to innovation, excellence and operating at the highest standards, we are focused on generating strong cash flows in all price environments at our multi-asset portfolio of mines and projects.	Current or former leadership experience as a CEO, senior executive, or leader of a significant line-of-business at a mining company of a similar commodity focus, jurisdiction, size, scope and complexity as Capstone.

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Qualifications & experience	How it relates to Capstone's strategy, operations, and overall business	What the Board is looking for
Non-industry knowledge	Capstone's business is multifaceted and as it grows will continually have to leverage both industry and non-industry knowledge to execute on our strategy. Diversity of thought and broad strategic analysis will benefit Capstone's business in pursuit of our goals.	Current or former leadership experience as a CEO, senior executive, or leader of significant business operation in an industry other than mining, with transferrable skills or expertise that could be applied to Capstone's business.
Corporate finance/capital markets	Capstone's business is complex and operates across multiple jurisdictions, requiring sophisticated financial management and capital allocation.	Significant work experience in finance and/or capital markets of companies of a similar size, scope and complexity as Capstone, including, as a current or former CEO, CFO, or controller, a current or former partner at an accounting firm, or a person responsible for the financial affairs of a nonprofit.
Risk management	Mining is a complex business and as such, risk management is vital to operating a successful enterprise. We do everything honestly, ethically, fairly and transparently in an effort to mitigate risk.	Current or former leadership experience as a CEO, senior executive, or leader of a significant line-of-business at an organization of similar size, scope and complexity of Capstone.
Mergers & acquisitions	Capstone is focused on creating growth and generating value for our investors. We have a healthy pipeline of organic growth projects, but consistently monitor the industry for value-accretive M&A opportunities that would help advance our strategy.	Current or former CEO, senior executive, or leader of a significant project of a mining company with experience recently completing a major M&A transaction. Former senior investment banker with experience across various M&A transactions, both mining and otherwise.
Accounting	Capstone's business is multifaceted and requires complex financial reporting processes aligned with industry standards.	Significant work experience in the accounting of companies of a similar size, scope and complexity as Capstone, including, as a current or former CEO, CFO, controller, or former partner at an accounting firm.
Governance/Board	Capstone's operations are complex and involves various processes, requiring human capital management, strategic planning and risk management.	Current or former leadership experience as a CEO, senior executive, or leader of a significant line-of-business at an organization of similar size, scope and complexity of Capstone.
Legal	Capstone's operations require compliance with a variety of regulatory requirements across the numerous jurisdictions in which we operate.	Senior lawyer at a law firm or in-house. Service on a commission or initiative with significant regulatory or public policy matters.
Government relations/social, economic, foreign policy	Capstone conducts business in various countries in the Americas. The success of our business relies upon expertise around diverse business environments, government relations, economies and foreign policy.	Former appointment as an elected official or senior-level employee in the government. Senior lawyer at a law firm or in-house, or a senior executive at a company with extensive interaction with government representatives. Service on an initiative, committee or panel

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Qualifications & experience	How it relates to Capstone's strategy, operations, and overall business	What the Board is looking for
		with significant regulatory or public policy matters. Significant experience in dealing with matters involving international affairs.
Information technology/cyber security	Technology is at the core of Capstone's business and aligns with our goal of operating innovatively.	Current or former CEO, senior executive, or leader of a significant business operations involving technology, including cyber security issues.
Human resource, labour relations, and executive compensation	Capstone has a growing team of employees and contractors in Canada, Chile, the U.S. and Mexico.	Current or former CEO, senior executive, or leader of a significant business operations with extensive human resource experience. Current or former CEO, senior executive, or leader of a significant business operations with experience in labour relations in the mining industry. Significant experience in dealing with matters involving HR, labour relations and executive compensation.
Strategic leadership	Capstone's business includes a portfolio of long-life assets in various jurisdictions and involves complex operations, human capital management, strategic planning, and risk management.	Current or former leadership experience as a CEO, senior executive, or leader of a significant line-of-business at an organization of similar size, scope and complexity as Capstone.

Skills Matrix

The GNS Committee annually reviews and updates a matrix of skill sets of the current Directors that are important for the oversight of Capstone's business. The skills matrix review has been enhanced with the use of a more comprehensive skills analysis to assist the GNS Committee with its gap analysis when reviewing the needs of the Board. The review is a critical part of director recruitment when changes are made to the Board. The skills matrix and gap analysis are also used to identify board development opportunities and when a change in Board composition is required.

✓ Gold – Expert – Extensive expertise, having led strategies or initiatives, and the ability to mentor or guide others in the field

● Silver – Experienced – Practical experience, having managed or actively contributed in the relevant area

● Bronze – Knowledgeable – Basic understanding or limited exposure to the area, with minimal involvement in relevant activities

Summary of Director Qualification and Experience	Baker	Bell	Coleman	Giardini	MacKenzie	Meagher	Meredith	Palacios
Health, Safety, and Environment Experience with Health, Safety, and Environment standards and procedures, and ensuring compliance with environmental regulations	●	●	●	✓	✓	✓	●	●
Sustainability/ESG/Stakeholder Engagement Expertise in sustainable development practices and ESG related issues in the mining industry including climate-related risks.	●	●	●	✓	✓	✓	●	✓
Mining Operations Experience with mining operations, including exploration, reserves, capital projects, metallurgy, mine development, and related technologies	●	✓	✓	●	✓	✓	●	●

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Summary of Director Qualification and Experience	Baker	Bell	Coleman	Giardini	MacKenzie	Meagher	Meredith	Palacios
Project Management Experience, particularly in large-scale mining projects, including mine development, construction, capital projects and expansions	●	○	✓	○	✓	✓	●	✓
Industry Knowledge Expertise in understanding the key issues facing the mining industry, including prices and currency volatility, future growth opportunities, global supply, access to capital, social license to operate and the evolving regulatory environment	○	✓	✓	○	✓	✓	○	○
Non-Industry Knowledge Experience and ability to bring a fresh, non-industry perspective that supports diversity of thought and broadens strategic discussions	○	●	●	✓	○	●	○	✓
Corporate Finance/Capital Markets Experience in corporate finance, financial strategy, capital markets, corporate lending/borrowing, investor relations and public market transactions	✓	✓	●	○	✓	○	✓	○
Risk Management Experience with identifying, assessing and mitigating risks, including financial, operational, regulatory and strategic risks	✓	○	○	○	○	○	○	○
Mergers & Acquisitions Experience with mergers, acquisitions, divestitures and business integration	○	✓	○	✓	✓	○	✓	○
Accounting Expertise in accounting and financial reporting, including familiarity with IFRS, financial statements, audits and controls	✓	○	●	○	○	●	✓	○
Governance/ Board Experience with governance principles, board processes and corporate oversight	✓	✓	●	✓	✓	○	✓	✓
Legal Expertise in legal matters, including regulatory compliance, contracts and corporate law	●	○	●	✓	○	●	○	✓
Government Relations/Social, Economic, Foreign Policy Expertise in government relations, social, economic, and foreign policy, including ability to engage with public stakeholders, understand regulatory environments and address geopolitical risks	●	○	○	✓	✓	○	✓	✓
Information Technology/Cyber Security Experience with IT governance, cybersecurity risk management and technology transformation	○	●	●	●	○	○	●	○
Human Resource, Labour Relations and Executive Compensation Experience with HR strategy, labour relations and designing executive compensation frameworks	●	○	○	✓	○	✓	○	○
Strategic Leadership Experience leading organizations, setting strategic direction and driving performance	○	✓	✓	✓	✓	✓	✓	✓

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Oversight and Management of Environmental, Social and Governance Matters

Accountability for ESG impacts and performance is in place at all levels of the organization. Capstone's governance and accountability framework includes Board-level oversight, executive-level accountability and functional and operational responsibility for ESG performance.

The whole Board is engaged on Sustainability or ESG matters, as set out in our Board Oversight of ESG Terms of Reference. The Board oversees the effectiveness of policies, procedures, practices, controls, reporting and disclosure with respect to Capstone's ESG risks and opportunities and provides guidance (when needed) to Senior Management on management of these risks and opportunities. The Board delegates responsibility for oversight of ESG strategy and business strategy, disclosures, and stakeholder engagement to the GNS Committee and to the TOP Committee, oversight for environmental matters (including sustainable use of resources, environmental compliance and environmental incidents, employee health and safety policies and procedures and community relations policies and procedures.

In addition, the Board delegates specific areas of its ESG oversight responsibilities to its four committees:

Board Committee and ESG Role	Specific Areas of ESG Oversight Responsibility
Audit Committee Is engaged on any ESG risks that could be financially material	• ESG disclosures – Ensures disclosures are both qualitative and quantitative as appropriate. • Processes and controls – Ensures disclosures are accurate, comparable and consistent. • Assurance – Ensures disclosures are reliable by independent review, as appropriate. • ESG risks specific to the Audit Committee including financial impacts of ESG risks.
Human Resources and Compensation Committee Oversees remuneration processes	• Accountability – Ensures ESG goals are integrated into executive compensation. • Talent and culture – Ensures senior management has the right people in place to execute the ESG strategy. • ESG risks specific to the Human Resources and Compensation Committee.
Governance, Nominating and Sustainability Committee Has oversight responsibility for strategic sustainability matters delegated by the Board	• Engagement – Ensures ESG story is being effectively communicated to investors and stakeholders. • Board composition – Ensures the Board has the necessary expertise and skills to oversee ESG risks and opportunities. • Education and Training – Ensure directors and Senior Management have up-to-date knowledge related to ESG risks and opportunities. • ESG risks specific to the Governance, Nominating and Sustainability Committee, including Board structure, membership and corporate governance compliance.
Technical and Operational Performance Committee Oversees site-specific risks and performance in health, safety, environment, tailings and community relations	• Reporting – Ensures accurate and measurable technical data and performance to support ESG disclosures and sustainability reporting. • ESG risks specific to the Technical and Operational Performance Committee operational risk related to tailings management, environmental protection, climate change, occupational health and safety, sustainability, and social issues.

Our Director Succession Plans and Director Recruitment Guidelines ensure the Board has the necessary sustainability knowledge and skills. All Board members have experience in Sustainability matters and four have an expert level of knowledge. Several members have competencies relevant to impacts associated with our Sustainable Development Strategy priorities (see table below). ESG matters are regularly discussed by the Board, which raises the sustainability competencies of all directors. We also incorporate sustainability and ESG knowledge, including guest presentations, into our Board development process.

Board Competencies Related to Sustainable Development Strategy Priorities	Baker	Bell	Coleman	Giardini	Meagher	MacKenzie	Meredith	Palacios
Climate	✓	✓	✓	✓		✓		✓

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Board Competencies Related to Sustainable Development Strategy Priorities	Baker	Bell	Coleman	Giardini	Meagher	MacKenzie	Meredith	Palacios
Water			✓		✓	✓	✓	✓
Tailings		✓	✓		✓	✓		
Biodiversity				✓		✓		
Communities				✓	✓	✓	✓	✓

Executive accountability for ESG impacts and performance is shared by members of the Executive Committee. The COO oversees strategies to align business operations with sustainability, including management of tailings, water resources, climate-related and health, safety and environment (HSE) impacts. The SVP, Risk, ESG and General Counsel monitors progress and changes related to our Sustainable Development Strategy and oversees Capstone's ESG disclosures. The Executive Committee reports quarterly to the Board on ESG impacts, risks and performance.



Site General Managers have operational responsibility for ESG with HSE and community relations staff at each site responsible for environmental permitting, compliance and monitoring, HSE management and performance, and community investments and engagement. Corporate functional leads in key ESG areas (such as tailings and water management and HSE), ESG Policy and strategy development, and reporting provide corporate level guidance and support site implementation.

Sustainable Development Strategy[46]

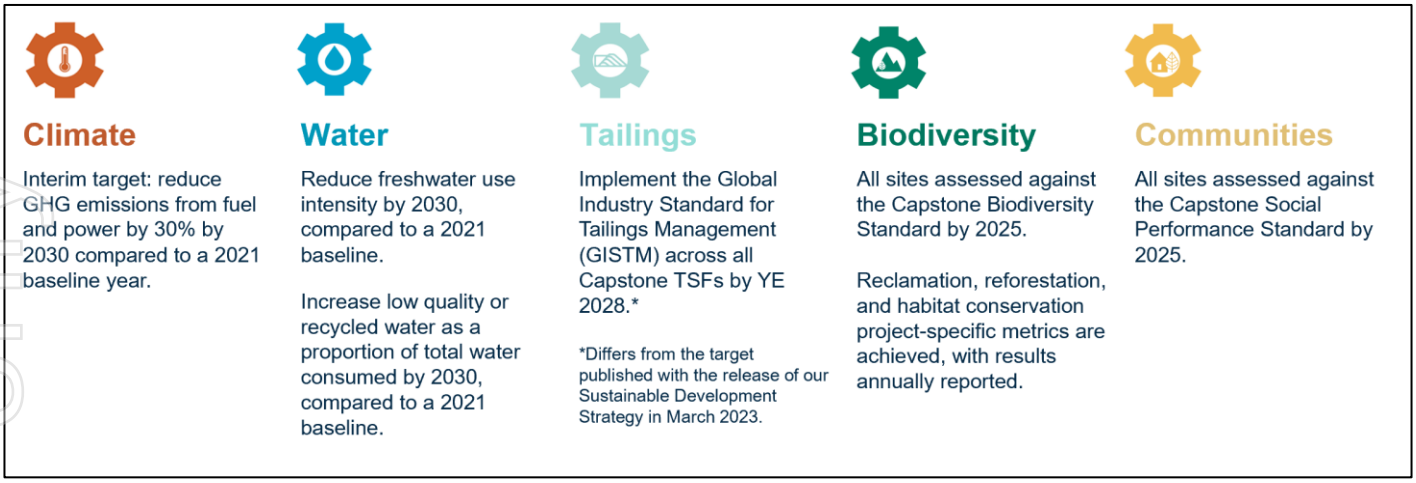
Capstone's Sustainable Development Strategy (the "Strategy") outlines our pathway to realizing significant targets under five strategic priorities that represent our greatest opportunity for positive ESG impacts. Four working groups, reporting to senior executive sponsors, support implementation of the Strategy: Climate, Tailings and Water, Biodiversity and Communities. These working groups, composed of corporate and site representatives with responsibilities for managing impacts related to each priority, are tasked with developing detailed action plans to achieve the Strategy goals and targets. In addition to developing these site-level plans, the working groups:

- Recommend site and corporate KPIs to measure progress towards targets;
- Monitor and report on risks, opportunities, and progress to senior management and Board;
- Share learnings and best practice.

The working groups meet quarterly to review and report on progress towards achieving the Strategy targets, and senior management provides quarterly updates to the Board on this progress.

46 For further details on our Sustainable Development Strategy, please see section entitled "*Responsibility*" on our website at https://capstonecopper.com/responsibility

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Policies relevant to ESG matters

Capstone has a robust ESG policy framework. These include our Code of Conduct Policy; Anti-Bribery Policy; Diversity and Inclusion Policy; Human Rights Policy; Integrated Health, Safety, Environment and Community Policy; Tailings Management Policy, Responsible Sourcing Policy and Whistleblower Policy. Senior Management is responsible for developing new ESG policies and reviewing and updating current ESG policies annually. The Board is responsible for approving ESG policies and any updates.

Communication of Ethical Concerns

Capstone has a Whistleblower Policy and a Whistleblower hotline (administered by an external 3rd party 'Integrity Counts') for stakeholders to report actual or suspected fraud, ethical concerns, violations of company policies, breaches of law, human rights violations, and financial misconduct. Any concerns go directly to the Audit Committee Chair and the SVP, Risk, ESG and General Counsel. Concerns that arise through other channels, such as mail, fax and other electronic means, are also entered into our reporting channel. In this way, all concerns undergo the same reporting and investigation process. Concerns are discussed at the next quarterly Board meeting unless the matter requires more urgent attention. In 2024, Capstone received 63 concerns through our whistleblower channels, primarily consisting of internal employee reports related to HR matters such as workplace harassment, conflict of interest, and labour practices. Any serious allegations involving fraud or criminal activity are escalated to the Board. In certain cases, Capstone engages an independent third party to conduct an external investigation to ensure transparency and impartiality.

ESG Reporting

Capstone's 2023 Sustainability Report, was published on December 9, 2024. It was prepared in accordance with the SASB Metals and Mining Sustainability Accounting Standard and in reference to the Global Reporting Initiative (GRI) Standards, and incorporated disclosures related to the Task Force on Climate-related Financial Disclosures (TCFD). The report is supplemented by our 2023 Sustainability Performance Data Book, which contains four years of data for relevant material topics, by site. Material topics for sustainability reporting recommended by the ESG Disclosure Committee, and approved by the Executive Committee, the GNS Committee and the Board. Capstone's 2024 Sustainability Report is expected to be published in Q3 2024.

Capstone has a cross-functional ESG Disclosure Committee of site and corporate representatives whose role is to enhance Capstone's ESG disclosures to meet market and regulator expectations, improve corporate- and site-level systems and processes for disclosure, and align Capstone's ESG disclosures in financial, regulatory and voluntary reporting.

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Risk Oversight

Our Corporate Governance Guideline explicitly recognizes that our Board has the responsibility to oversee Capstone's Enterprise Risk Management Framework and risk management activities ("**ERM System**"). These risks include strategic, operational, environmental, health, safety and security, human resources, information security, legal and compliance, and ESG global risks, such as climate change, water scarcity, human rights, diversity and inclusion and other risks faced by Capstone. Management is responsible for identifying, evaluating, managing and mitigating Capstone's exposure to risk. It is the Board's responsibility to assess key risks facing Capstone and to review Management's strategies for risk mitigation. Our Board committees assist the Board in fulfilling its enterprise risk oversight responsibilities in certain areas of risk. Our Terms of Reference for the Board and each committee further outlines these responsibilities.

THE BOARD HAS A STRONG PROCESS IN PLACE TO MONITOR SIGNIFICANT RISKS.

Audit Committee	Oversight responsibility for financial risks, including but not limited to the significant financial risks identified by management in Capstone's corporate risk register, the significant financial impacts of ESG risk, and the significant financial risks disclosed in Capstone's continuous and other public disclosure documents.
HR&C Committee	Oversight responsibility related to talent management, succession planning and other ESG risks specific to the HR&C Committee and the business risk implications of our compensation policies and programs, as well as the compensation of directors.
GNS Committee	Oversight responsibility for risks related to Board structure, membership and corporate governance compliance and for ESG risks.
TOP Committee	Oversight responsibility for technical risk and operational risk related to production and costs, tailings management, environmental protection, climate change, occupational health and safety, security, sustainability and social risks facing Capstone.

Enterprise Risk Management (ERM)

Capstone's robust ERM System is implemented across Capstone to ensure that the risks affecting Capstone's business objectives and strategy are identified, evaluated and managed. The Board and Management discuss key risks and opportunities during the annual strategic planning process. Additionally, Capstone's ERM system is integrated across all operations and informs the crisis management and emergency response plans and the global insurance program.

Each quarter, committees of the Board receive reports from Management on the risk areas they oversee. The Board also receives an update from Management on the key risks facing Capstone, including a quarterly report on information security risk. The update includes a risk matrix, indicating the potential impact and likelihood of the principal risks, supported by a document that details each risk, including reasons for reporting and the mitigation strategies. Several risk management activities are completed by Management quarterly to support the summary reporting to the Board, including but not limited to the following:

- Detailed risk registers are developed for the operating sites, major projects and corporate activities.
- The site and project risk registers are assessed, evaluated and updated through regular workshops and meetings with the general managers and their respective Management teams.
- The corporate risk register is developed, reviewed, and updated with input from site management, followed by a review by the Management team.
- Top risks at each site are regularly discussed during Management meetings.
- Risk training and awareness programs are implemented across Capstone.
- Risks facing Capstone are discussed at each committee of the Board, as appropriate.
- Crisis Management and Emergency Response training and testing.

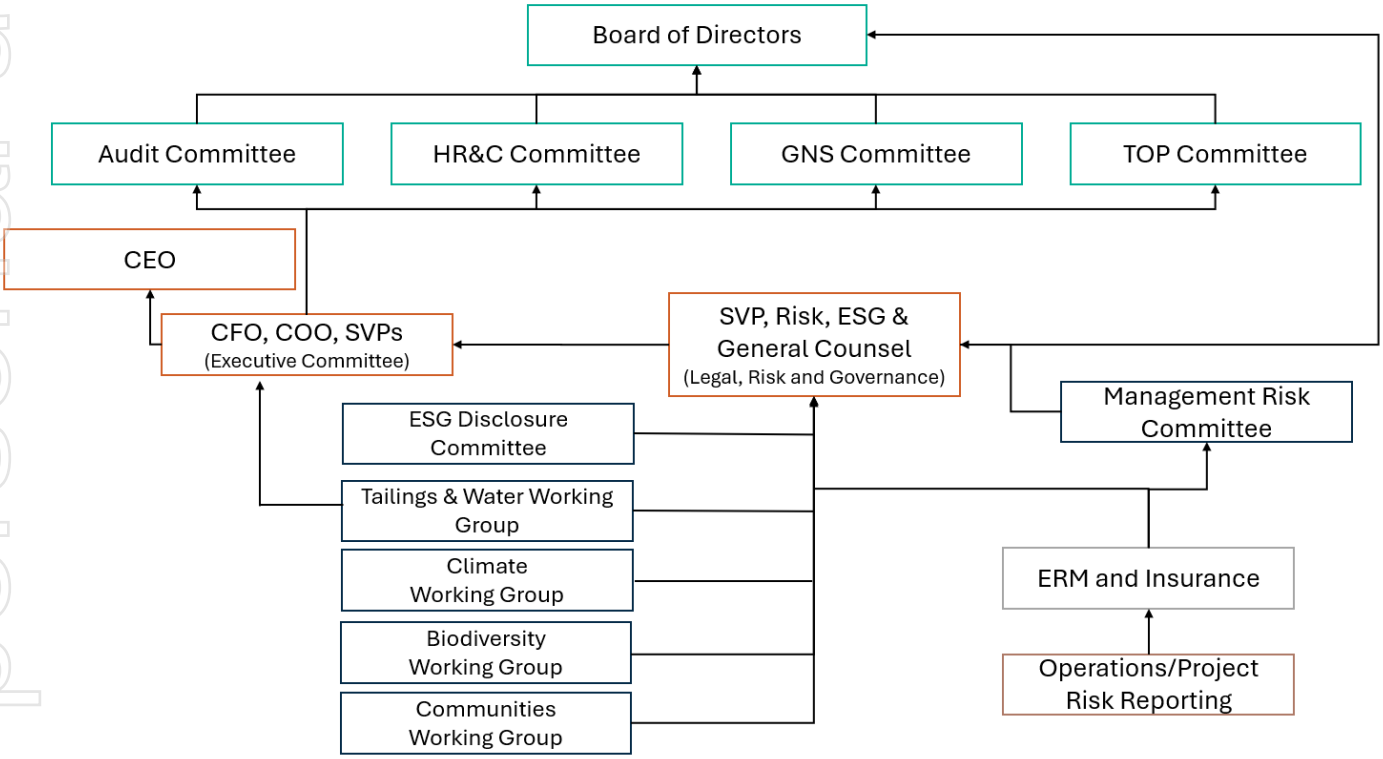
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Risk champions are identified and trained at the operating sites and development projects; this coupled with on-going training and awareness programs for the Management teams, assists in embedding our ERM System and enhancing our risk awareness culture and risk-based decision making.

Capstone's ERM framework includes a cross functional management risk committee which meets to identify and discuss emerging and disruptive risks, and the interconnectivity between identified risks and mitigation strategies. Additionally, committees and working groups are established to manage key risks. The **Working Groups** tasked with assisting Management in implementing the Sustainable Development Strategy are also tasked with monitoring and reporting on risks and opportunities to their respective strategic priority areas. The **ESG Disclosure Committee** is led by our Senior Vice President, Risk, ESG & General Counsel and identifies, assesses, and determines ESG topics that are material for Capstone. It also plays a role in ensuring the risk management and internal control systems are in place for financial, regulatory and voluntary reporting. The **Tailings Working Group** (now amalgamated into the Tailings & Water Working Group) is led by our Director, Tailings & Civil Infrastructure, a tailings management professional, and provides tailings management guidance and oversight to ensure tailings risks and mitigation efforts are adequately understood and communicated and responsible tailings management practices are applied across all operations and projects. From time-to-time Capstone forms committees to manage emerging risks or crises such as the "Global Pandemic Response Team"[47].

Capstone's ERM System is regularly assessed against best practices and enhanced where appropriate. In addition to traditional measures of likelihood and impact, Capstone includes a third dimension of risk analysis, risk velocity. Velocity measures how fast the occurrence of a risk may affect the organization and can significantly influence the mitigation strategy. In addition to the quarterly reports to the Board, additional risk reports are provided to the Board and the appropriate committee of the Board following any special reviews or investigations completed internally or by consultants.

The following chart highlights the governance structure of Capstone's ERM framework:



47 The Global Cyber Committee was dissolved following an increase in IT resources across the organization. As a result, the cybersecurity function has been fully centralized and is now integrated into the regular duties of the IT department.

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Shareholder Engagement

Capstone is committed to transparent, timely and effective communication and encourages regular dialogue with shareholders. In line with this mandate, Capstone has a Disclosure & Confidentiality Policy which is reviewed annually. Quarterly and annual financial disclosures are reviewed by Capstone's Disclosure Committee before being recommended to the Audit Committee and Board for approval. Capstone holds quarterly conference calls with analysts and investors which are broadcast live and archived on our website at *www.capstonecopper.com*. Disclosure of news releases are reviewed by Capstone's Disclosure Committee and information about all significant corporate activities, including news releases, disclosure documents and investor presentations are posted on our website. An email list is maintained, and shareholders and other interested parties can request to receive alerts when news releases are published. Capstone maintains ongoing dialogue with shareholders through members of Management attending mining-focused and other investor conferences to meet with current and prospective shareholders and regularly travel to major mining investment centers in Canada, US, Europe and other jurisdictions, or attend virtually, to meet with current and prospective shareholders.

Investor relations is considered a priority at Capstone, with responsibility for communications with investors maintained at the executive level. Information requests and inquiries are handled by Investor Relations. The Company's executives regularly meet with shareholders and prospective investors to discuss relevant topics such as business strategy, operational performance, project development, catalysts, and ESG strategy and performance.

	Contact Capstone's Investor Relations at:	Contact Capstone's Board of Directors at:
	2100-510 West Georgia Street Vancouver, BC, V6B 0M3	2100-510 West Georgia Street Vancouver, BC, V6B 0M3
	866-684-8894	866-684-8894
	info@capstonecopper.com	directors@capstonecopper.com

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Other Corporate Governance Related Policies

Advance Notice Policy

The purpose of the Advance Notice Policy is to provide shareholders, Directors and management of the Company with a clear framework for nominating Directors of the Company. The Advance Notice Policy fixes a deadline by which Director nominations must be submitted to the Company prior to any annual or special meeting of shareholders and sets forth the information that must be included in the notice to the Company for the notice to be in proper written form in order for any Director nominee to be eligible for election at any annual or special meeting of shareholders.

Anti-Bribery Policy

Capstone has an Anti-Bribery Policy which provides guidance and procedures to ensure that Capstone, as well as the third parties who have an arrangement with Capstone and interact with government officials on Capstone's behalf, conduct themselves in an honest and ethical manner when dealing with government officials and all other parties, and in compliance with all applicable laws and regulations pertaining to bribery and corruption. The Anti-Bribery Policy, amongst other things, prohibits the provision of facilitation payments, gifts, entertainment and political and charitable contributions to government officials. The Anti-Bribery Policy also establishes guidelines for internal controls to facilitate compliance with the policy. Training or other awareness initiatives on the Anti-Bribery Policy is provided on an ongoing basis.

Anti-Hedging Policy

Capstone has an Anti-Hedging Policy which prohibits Directors and Management from directly or indirectly hedging against future decisions in the market value of any securities of Capstone through the purchase of financial instruments designed to offset such risk. Prohibited transactions include the purchase by a director or Management of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of equity securities of Capstone.

Hedging or monetizing transactions to fix the value of equity holdings in Capstone could potentially break the alignment between the holder's interests and those of other Capstone shareholders, thus defeating the purpose of long-term incentive ("**LTI**") compensation.

Clawback Policy

Capstone has a Clawback Policy which allows the Company to recover performance-based compensation from the CEO, CFO, COO, Senior Vice Presidents and Vice Presidents if there is a restatement of Capstone's previous financial results (other than a restatement caused by a change in applicable accounting results or interpretations), the result of which is that any performance-based compensation paid would have been a lower amount had it been calculated based on the restated results.

Performance-based compensation means all bonuses and other incentive and equity compensation awarded based on achievement of financial results.

Cyber Security Policy

Capstone has a Cyber Security Policy which establishes procedures and practices to mitigate internal and external cyber security threats, protect Capstone's information technology systems and infrastructure, data and reputation, and ensure that information technology related change management, business continuity and disaster recovery plans are developed to avoid changes or circumstances that could compromise Capstone's operations. The Cyber Security Policy also includes processes regulating how third parties are permitted access to our systems and guidelines in connection with the use of employees' personal devices. The Cyber Security Policy applies to all employees of Capstone and its subsidiaries as well as third parties who are users of Capstone's information technology resources. A global cross-functional cyber security team, with support from independent third-party service providers with cyber security expertise, is responsible for overseeing Capstone's cyber security strategy and response plan, and ongoing education and engagement. Capstone conducts monthly phishing tests and ongoing training at least once per annum.

Disclosure & Confidentiality Policy

Capstone has a Disclosure and Confidentiality Policy which establishes procedures to permit the disclosure of information about Capstone and its subsidiaries to the public in a timely manner, and to ensure that undisclosed non-public information remains confidential. Training or other awareness initiatives on the Disclosure & Confidentiality Policy is provided on an ongoing basis.

Diversity & Inclusion Policy

Capstone has a Diversity & Inclusion Policy to create an inclusive culture valuing diversity. It defines diversity as encompassing various characteristics of age, gender identity and expression, race, national or ethnic origin, religion, language and other ethnic distinctions, political beliefs, sexual orientation, physical ability, education, regional and industry experience and expertise and all other protected grounds. It defines inclusion as creating an equitable and supportive environment where all individuals are respected and their contributions valued. The policy outlines Capstone's vision, highlighting the importance of diversity and inclusion in improving decision-making, attracting talent, and driving business performance. It establishes guiding principles, including treating everyone with respect and embracing workforce diversity.

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Ethical Business Conduct

The Board views conduct of its businesses legally, ethically, responsibly and in accordance with Capstone's values as an integral component to the success of Capstone and part of its responsibilities to stakeholders.

The Board has adopted the Code of Conduct that is posted on our website at *www.capstonecopper.com* and under Capstone's profile at *www.sedarplus.ca*. The Board has instructed Management and employees to abide by the Code. Management reports significant breaches of the Code of Conduct to the GNS Committee on an annual basis, allowing the GNS Committee to monitor any trends. The Board also conducts an annual review of the performance of Capstone personnel under the Code of Conduct with a view to making any required changes in Capstone practice or policy to enhance compliance with the Code of Conduct. The Board keeps a record of any departures from the Code of Conduct and waivers requested and granted and confirms that no material change reports have been filed by Capstone since the beginning of Capstone's most recently completed financial year pertaining to any conduct of a director or executive officer that constitutes a departure from the Code of Conduct. Employees and Directors are required to annually certify their understanding of and adherence to the Code of Conduct.

All Directors of Capstone have the obligation to perform their duties and assume their responsibilities in the best interests of Capstone. Capstone expects all of its Directors to comply with the laws and regulations governing their conduct and further is committed to promoting integrity and maintaining the highest standard of ethical conduct in all of its activities.

Directors and executive officers who have an interest in a transaction or agreement with Capstone are required to promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and abstain from discussions and voting in respect to same if the interest is material or if required to do so by corporate or securities law. As part of the Director Orientation and Education Process, new Directors are provided with education on Directors' duties including conflicts of interest and duty of confidentiality.

Human Rights Policy

Capstone is committed to respecting and promoting the human rights of all individuals impacted by its operations. The Board has adopted a Human Rights Policy to outline the Company's guiding principles and standards in this regard. Aligned with international human rights standards, including without limitation the *United Nations Guiding Principles on Business and Human Rights,* the *United Nations' Universal Declaration of Human Rights,* and the *Organization for Economic Cooperation and Development Guidelines for Multinational Enterprises*, the policy underscores Capstone's commitment to upholding the dignity and rights of every person, regardless of race, gender, nationality, or any other status. It applies to all employees, directors and suppliers and supplements other relevant company policies. Capstone pledges to adhere to applicable human rights laws, ensure fair labour practices and foster freedom of association and collective bargaining across its operations and supply chain.

Insider Trading Policy

Capstone has an Insider Trading Policy to ensure that any purchase or sale of securities occurs in accordance with applicable securities laws. The Insider Trading Policy applies to the Directors, officers, employees, contractors, and their respective family members, other persons living in their household, or partnerships, trusts, corporations or other similar entities under their control, of Capstone and its subsidiaries. The Insider Trading Policy prohibits trading of securities based on inside information, speculating, short-selling, purchasing or selling puts and calls, and tipping, and sets out trading restrictions and reporting requirements.

Training or other awareness initiatives on the Insider Trading Policy is provided on an ongoing basis.

Integrated Health, Safety, Environment and Community (HSEC) Policy

Capstone has an integrated HSEC Policy aimed at safeguarding the health, safety and security of people, minimizing the impact of our activities on the natural environment, and building respectful relationships with the communities in which we operate. This commitment guides Capstone to implement robust risk management practices; reduce the use of natural resources and minimize emissions, releases and wastes; establish HSEC management systems and processes to drive continual improvement; provide safe and healthy working conditions; investigate causes of accidents and incidents, and develop effective preventative and remedial actions; ensure suitable training; engage in open and transparent communication with stakeholders; encourage local hiring and procurement; and monitor, measure and disclose HSEC related risks, impacts and performance.

Policy on Hiring from External Auditors

Capstone has a Policy on Hiring from External Auditors which establishes a process for hiring current or former partners, principals or employees of the current or former external auditors by Capstone and its subsidiaries into a position considered to be a financial reporting oversight role. The purpose of the Policy on Hiring from External Auditors is to avoid compromising auditors' independence from such actions.

Responsible Sourcing Policy

Capstone has a Responsible Sourcing Policy that establishes expectations for ethical, sustainable, and responsible business practices across its supply chain. The policy aligns with Capstone's commitment to human rights, environmental stewardship, and anti-corruption, requiring suppliers to adhere to applicable laws and international standards. Capstone conducts due diligence to assess

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supplier risks and works to promote transparency and accountability in its procurement processes. This policy is integrated into supplier engagement and decision-making to ensure responsible sourcing practices that align with Capstone's values and sustainability goals.

Subsidiary Governance Policy

Capstone has a Subsidiary Governance Policy to ensure adequate and appropriate governance and controls as well as consistency amongst all of Capstone's controlled subsidiaries. The Subsidiary Governance Policy establishes various guidelines, including guidelines surrounding the categorization of the various entities, the approval process relating to structural changes, the composition of a subsidiary's board and Management, board meeting policies and the delegation and limit of authority.

Tailings Management Policy

Capstone has a Tailings Management Policy that commits Capstone to adopt and implement the Global Industry Standard for Tailings Management (GISTM) at all Tailings Storage Facilities (TSFs) by year-end 2028. The policy outlines other key aspects of Capstone's commitment to safe and responsible tailings management including: adopting industry best available practices (BAP) and best available/applicable technologies (BAT); allocating appropriate human and financial resources; implementing a company-wide Tailings Management System (TMS); defining a governance structure with clear roles and responsibilities; establishing emergency preparedness, response and post-incident recovery participation in collaboration with authorities and communities of interest (COI); and engaging with COI in a manner that respects their human rights in relation to tailings management.

Tax Policy

Capstone has a Tax Policy which establishes a fundamental set of principles in which the tax function shall be embodied within Capstone and provides the overall strategy of how the tax function should carry out its duties, role and responsibilities. The Tax Policy, amongst other things, sets out the level of tax risk acceptable to Capstone and the process to determine and approve such risks with any necessary mitigation actions.

Whistleblower Policy

Capstone has a Whistleblower Policy to assist employees, Directors, shareholders, suppliers, external stakeholders, and others engaged in a business relationship with Capstone to report actual or suspected fraud, ethical concerns, violations of company policies, breaches of law, human rights violations and financial misconduct. The Whistleblower Policy outlines the process for reporting an ethical concern and the investigation based on the whistleblower report and confirms Capstone's commitment to employee protection. Concerns can be raised by individuals through the process on a confidential and anonymous basis. Training or other awareness initiatives on the Whistleblower Policy are provided on an ongoing basis, with testing conducted annually. The Whistleblower Policy may be accessed on Capstone's website at *www.capstonecopper.com*.

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BOARD COMMITTEES

Audit Committee

The Audit Committee provides assistance to the Board in fulfilling its oversight responsibilities with respect to Capstone's:

- financial statements and MD&A and related earnings news releases;
- financial reporting processes;
- internal financial controls;
- internal and external audit functions;
- oversight of financial related risks;
- Whistleblower Policy and related procedures; and
- compliance with regulatory and statutory requirements relating to tax and disclosure.

Members[48]	Independent	Financially Literate	2024 Attendance	
Alison Baker, CA (ICAEW) (Chair)	✓	✓	5 of 5[49]	100%
Gordon Bell	✓	✓	5 of 5[49]	100%
Anne Giardini	✓	✓	5 of 5[49]	100%
Peter Meredith, CPA, CA	✓	✓	5 of 5[49]	100%

The Audit Committee consists of four independent members of the Board, all of whom have significant financial expertise and are financially literate. Each member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by Capstone's consolidated financial statements. Additionally, three members are designated as financial experts based on their extensive experience in accounting, finance and related fields.

The Audit Committee's terms of reference is located on our website at *www.capstonecopper.com*.

Human Resources & Compensation Committee

The HR&C Committee provides assistance to the Board in fulfilling its oversight responsibilities with respect to Capstone's:

- compensation policies and guidelines;
- executive compensation and general compensation;
- Management succession planning;
- annual performance evaluations; and
- oversight of human resource and compensation related risks.

Members[48]	Independent	2024 Attendance	
Alison Baker	✓	7 of 7[50]	100%
Peter Meredith (Chair)	✓	7 of 7[50]	100%
Patricia Palacios	✓	7 of 7[50]	100%

The HR&C Committee consists of three independent members of the Board that have previous industry experience in setting executive salaries and have served on compensation committees of other issuers of similar size.

The HR&C Committee's terms of reference is located on our website at *www.capstonecopper.com*.

48 Members of the committees as of the Record Date.
49 Includes one joint meeting held with the GNS Committee to discuss climate-related risk and ESG reporting.
50 Includes one joint meeting held with the GNS Committee to discuss executive and director succession.

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Governance, Nominating and Sustainability Committee

The GNS Committee provides assistance to the Board in fulfilling its oversight responsibilities with respect to:

- developing and implementing principles and systems for the management of corporate governance;
- establishing and leading the process for identifying and recruiting qualified individuals for Board and Board committee membership;
- evaluating the Board, Board committee and individual director performance;
- oversight for Code of Conduct;
- oversight of risks related to board structure, membership and corporate governance;
- establishing the process for ongoing development for Directors; and
- oversight and direction of Capstone's ESG strategy and provide oversight of ESG disclosures.

Members[51]	Independent	2024 Attendance	
Patricia Palacios	✓	10 of 10[52]	100%
Richard Coleman	✓	Nil	
Anne Giardini (Chair)	✓	10 of 10[52]	100%

The GNS Committee consists of three Directors, all of whom are independent.

The GNS Committee's terms of reference is located on our website at *www.capstonecopper.com*.

Technical & Operational Performance Committee

The TOP Committee provides assistance to the Board in fulfilling its oversight responsibilities with respect to:

- ensuring accurate and measurable data and performance for technical, environmental, health and safety initiatives;
- environmental policies and activities;
- health and safety policies and activities;
- policies and activities related to engagement with communities, government and stakeholders;
- oversight for Capstone's Integrated HSEC Policy;
- oversight of risks related to safety, operations, environmental and social impacts;
- management and reporting of mineral resources and reserves; and
- policies and activities related to major capital projects and mine development.

Members[51]	Independent	2024 Attendance	
Gordon Bell[53](Chair)	✓	4 of 4	100%
Patricia Palacios	✓	4 of 4	100%
Richard Coleman	✓	Nil	

The TOP Committee consists of three Directors, all of whom are independent.

The TOP Committee's terms of reference is located on our website at *www.capstonecopper.com.*

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51 Members of the committee as of the Record Date.
52 Includes one joint meeting with the Audit Committee to discuss climate-related risk and ESG reporting, and one joint meeting with the HR&C Committee to discuss executive and director succession.
53 Mr. Bell was appointed as Chair of the TOP Committee on May 31, 2024, following Mr. Robert Gallagher's retirement from the Board.

ADDITIONAL INFORMATION

Interest of Informed Persons in Material Transactions

Except as disclosed herein, since the commencement of Capstone's most recently completed financial year, no informed person of Capstone, nominee for director or any associate or affiliate of an informed person or nominee, had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or would materially affect Capstone or any of its subsidiaries. An "informed person" means: (a) a director or executive officer of Capstone; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of Capstone; (c) any person or company who beneficially owns, directly or indirectly, voting securities of Capstone or who exercises control or direction over voting securities of Capstone, or a combination of both carrying more than 10% of the voting rights other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) Capstone itself, if and for so long as it has purchased, redeemed or otherwise acquired any of its shares.

Interest of Certain Persons in Matters to be Acted Upon

Except as disclosed herein, no Person has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of Directors. For the purpose of this paragraph, "Person" shall include each person or company: (a) who has been a director or executive officer of Capstone at any time since the commencement of Capstone's last financial year; (b) who is a proposed nominee for election as a director of Capstone; or (c) who is an associate or affiliate of a person or company included in subparagraphs (a) or (b).

Indebtedness of Directors and Executive Officers

As of the date of this Management Information Circular, no executive officer, director, employee or former executive officer, director or employee of Capstone or any of its subsidiaries is indebted to Capstone or any of its subsidiaries, nor are any of these individuals indebted to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by Capstone, or any of its subsidiaries.

Management Contracts

Except as set out herein, there are no management functions of Capstone which are to any substantial degree performed by a person or company other than the directors or NEOs (as defined below) of Capstone.

Additional Information

Additional information relating to Capstone is on the SEDAR+ website at *www.sedarplus.ca* under "Capstone Copper Corp." Financial information is provided in Capstone's comparative financial statements and MD&A for its most recently completed financial year, copies of which will be mailed to shareholders who requested them, are available on our website at *www.capstonecopper.com* and on the SEDAR+ website at *www.sedarplus.ca.* Shareholders may request copies of Capstone's financial statements and MD&A by contacting the Corporate Secretary at 604-684-8894 or corporatesecretary@capstonecopper.com.

Other Business

Management is not aware of any matters to come before the Meeting other than those set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the Proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

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COMPENSATION DISCUSSION AND ANALYSIS

An Introduction from Human Resources & Compensation Committee Chair

Dear Shareholders,



On behalf of the Board and the HR&C Committee, I am pleased to introduce the Compensation Discussion and Analysis ("**CD&A**"). The Board is keenly aware of our responsibility to ensure our approach to executive compensation supports our strategy, aligns with the interests of our shareholders and provides a competitive compensation program that motivates and retains talent for long-term sustainability and growth. We are also aware that our compensation decisions must be logical and understandable to our employees, shareholders and other stakeholders, and we are committed to providing clarity and transparency through a comprehensive CD&A.

Capstone's 2024 Performance

Capstone's 2024 key performance highlights are as follows. Refer to page 54 for a more detailed summary.

- Achieved consolidated copper production of 184,460 tonnes with a C1 cash cost of $2.77/lb for the year ended December 31, 2024.
- Produced the first copper concentrate from the Mantoverde Development Project in June and achieved commercial production in September.
- Achieved design sulphide plant throughput rates at Mantos Blancos in November and December.
- Released updated Feasibility Studies for Mantoverde-Optimized and Santo Domingo.
- Completed a bought deal offering of common shares raising total proceeds, net of transaction costs, of US$252.9M.
- Listed on the Australian Securities Exchange under the ticker symbol "CSC" in early 2024.
- Advanced Capstone's Asset Management Framework and roll out of the Management Operating System to support improved consistency and predictability of operations.
- Completed a comprehensive review of Health, Safety and Environmental Management Systems across the Company including an assessment of the effectiveness of the Company's leading indicators.
- Developed a sustainability reporting road map and advanced our global Responsible Sourcing Plan.
- Advanced in the evaluation of district potential at Pinto Valley and Mantoverde-Santo Domingo.
- Acquired Sierra Norte property located approximately 15 kilometers northwest of the Santo Domingo Project.
- Announced leadership succession plan that will take effect at the next Annual General Meeting on May 2, 2025.

Key Compensation Activities in 2024

The HR&C Committee monitored emerging trends in executive compensation practices and reviewed the need for changes to align with the market. Our key activities for 2024 included:

- Prepared for the upcoming leadership succession changes that will take effect at the 2025 Annual General Meeting;
- Updated the compensation peer group for 2025 and 2026;
- Reviewed executive and independent director pay levels based on updated the compensation peer group;
- Reviewed executive compensation risk;
- Continued our shareholder engagement on executive compensation design; and
- Reviewed CEO and executive team succession plans.

Leadership Succession Plan

The following leadership changes will take effect at the next Annual General Meeting on May 2, 2025:

- John MacKenzie will transition from CEO and will be nominated to the role of Non-Executive Chair of the Capstone Board of Directors;
- Cashel Meagher, current President & COO, will succeed Mr. MacKenzie as CEO of Capstone, and will also be nominated as a member of the Board;
- James Whittaker, current Senior Vice President, Head of Chile, will succeed Mr. Meagher as COO. This facilitates a flattening of the organizational structure with all mine general managers reporting directly to the COO; and
- Darren M. Pylot, founder of Capstone Mining Corp. and current Chair of the Board, will end his term on the Board after over 20 years as a founder, CEO, and Chair of Capstone.

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2024 CEO Pay

The CEO's actual total direct compensation ("**TDC**") for 2024 was $4.41 million, which included a short-term incentive award of $918,720 and a long-term equity incentive awards totaling $2.40 million at grant. The CEO's short-term incentive award was based on Capstone's overall performance relative to safety, environmental, ESG, operational, financial and strategic objectives established by the Board at the start of the year (scoring 80%), as well as individual objectives (scoring 115%). The long-term equity incentives were in the form of Performance Share Units (50%), Restricted Share Units (25%) and stock options (25%) to align with long-term shareholder interests. The Performance Share Units are completely at-risk and vest based on total shareholder return ("**TSR**") performance relative to other copper producers against which we compete for investor capital.

We believe the compensation awarded to our CEO in 2024, which was based on market data from our compensation peer group, appropriately reflects Capstone's operating performance as well as Mr. MacKenzie's delivery on key strategic objectives that contribute to long-term shareholder value.

ESG

Capstone's vision is to create a positive impact in the lives of our people and local communities while delivering compelling returns to investors by responsibly producing copper to meet the world's growing needs. Our goal is to be a responsible, industry-leading source of copper. To support our commitment, Capstone has ESG specific objectives on our Corporate Scorecard, that are directly linked to executive short-term incentives. Our ESG objectives (which include our focus on safety, the environment and our people) have a very meaningful weighting of 30% in the Corporate Scorecard.

Conclusion

In summary, the Board, the HR&C Committee and Management are committed to creating long-term value for our shareholders and believe in aligning our executive compensation program with this purpose in mind. Our compensation philosophy and principles drive our compensation program. We believe the design of our current program provides the ability to motivate, reward and retain high performing executives to create and deliver value as well as providing the flexibility required to support Capstone's long-term success in a cyclical and volatile industry.

Yours sincerely,

"*Peter Meredith*"

Lead Director & Chair of HR&C Committee

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Executive Summary

Capstone has the following leading practices that drive performance, build culture and teamwork, instill Capstone values and ensure alignment with shareholder interests.

Our Compensation Governance Guidelines

✓	We pay for performance
✓	We engage an independent compensation advisor
✓	We benchmark our executive compensation program against an appropriate peer group
✓	More than 77% of CEO compensation and 68% of other Named Executive Officers ("**NEO**") target compensation is at risk, with annual base salary increases and incentive compensation not guaranteed
✓	We have maximum payout caps on our short- and long-term incentive programs
✓	50% of the CEO and other NEO's equity-based compensation is in the form of Performance Share Units
✓	We uphold the value of stock options by not repricing them
✓	We have Share Ownership Guidelines for our directors and executive officers
✓	We have a Clawback Policy, an Anti-Hedging Policy and an Insider Trading Policy
✓	We provide moderate executive perquisites that are consistent with market practice
✓	We do not offer loans to directors or executives
✓	We review compensation risk annually, and ensure a balanced focus in the Corporate Scorecard on financial, ESG, operating and strategic milestones
✓	The Board may exercise discretion when considering compensation decisions to reduce or increase the size of any award or payout to reflect unusual or extraordinary events or circumstances

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2024 Named Executive Officers Summary Compensation Table

For the financial year ended December 31, 2024, our NEOs include our CEO, CFO and the three other most highly compensated executive officers. The following table is a summary of compensation paid in Canadian dollars to our NEOs for each of Capstone's three most recently completed financial years (2022, 2023 and 2024).

Name and Principal Position	Year	Salary ($)	Share Based Awards ($)	Option Based Awards ($)[54]	Non-Equity Incentive Plan Compensation ($)		All Other Compensa-tion ($)	Total Compensa-tion ($)
					Annual Incentive Plans ($)[55]	Long-Term Incentive Plans ($)		
John MacKenzie CEO and Director[56]	2024	960,000	1,800,000	600,000	918,720	-	128,300	4,407,020
	2023	910,000	1,706,250	568,750	874,874	-	62,430	4,122,304
	2022	656,316	1,640,625	546,875	778,750	-	375,646[57]	3,998,212
Cashel Meagher President & COO[58]	2024	676,000	861,900	287,300	550,602	-	84,172	2,459,974
	2023	650,000	828,750	276,250	512,460	-	85,613	2,353,073
	2022	619,792	2,072,075[59]	524,025[59]	500,625	-	39,910	3,756,427
Raman Randhawa Senior Vice President & CFO	2024	532,950	679,512	226,504	361,740	-	83,335	1,884,041
	2023	510,000	650,250	216,750	340,808	-	80,703	1,798,511
	2022	482,500	606,240	180,938	332,925	-	60,542	1,663,145
James Whittaker Senior Vice President, Head of Chile[60]	2024	663,000	745,875	248,625	531,063	-	17,873	2,206,436
	2023	270,833	-	-	466,050[61]	-	7,993	744,876
	2022	-	-	-	-	-	-	-
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	2024	451,568	508,014	169,338	306,502	-	72,802	1,508,224
	2023	434,200	488,475	162,825	280,385	-	76,506	1,442,391
	2022	417,500	526,842	156,563	273,984	-	61,931	1,436,820

54 Option-based compensation is valued using the Black-Scholes option pricing model. We selected the Black-Scholes model because it is widely used in estimating option based compensation values by Canadian public companies. The Black-Scholes model resulted in a value of an option of $3.50 on February 28, 2024, $3.10 on February 22, 2023 and $3.25 on March 7, 2022.
55 The amounts earned as non-equity incentive pay compensation were paid during the subsequent financial year.
56 Mr. MacKenzie was appointed CEO of Capstone Copper on March 23, 2022. He does not receive any remuneration in his role as a Director of Capstone Copper.
57 Includes a signing bonus of $96,000 and reimbursement of $44,000 in relocation related fees, both which were grossed up to cover taxes for a total value of $301,075.
58 Mr. Meagher was appointed President & COO of Capstone on January 5, 2022.
59 Includes new hire incentives that were required to attract Mr. Meagher away from his former employer.
60 Mr. Whittaker was appointed SVP, Head of Chile on August 1, 2023.
61 Mr. Whittaker was eligible for a full year, non-pro-rated bonus payment for 2023.

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COMPENSATION GOVERNANCE

Roles of the Human Resources & Compensation Committee and Management

Peter Meredith, Alison Baker and Patricia Palacios are members of the HR&C Committee, which is responsible for implementing and assisting the Board in fulfilling its oversight responsibilities in relation to executive and general compensation, human resources policies, labour relations strategy and succession planning. Each member of the HR&C Committee is an independent director and has a wide range of understanding and knowledge in human resources management, labour relations and compensation.

Management plays an important role in executive compensation and human resources policy decisions by making recommendations to the HR&C Committee.

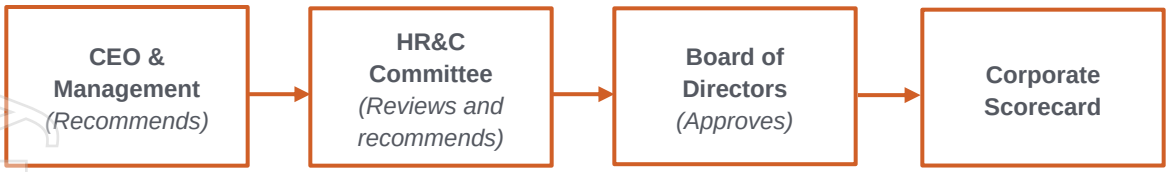
Role of HR&C Committee	Role of Management
In fulfilling its mandate, the HR&C Committee is responsible for the following: • reviewing the annual Corporate Scorecard objectives, which are ultimately approved by the Board, and then approving the Corporate Scorecard rating each year; • considering matters of compensation with respect to the CEO and making recommendations to the Board; • reviewing and approving compensation of the senior executive officers who report to the CEO, all within the human resources and compensation policies; • guiding broader policies on compensation, benefits, human resources, and overall labour relations strategy; • annually assessing the risk, competitiveness and appropriateness of Capstone's human resources and compensation policies and guidelines; • ensuring the development of the CEO succession plan as well as a succession plan for other key executive officers; and • reporting regularly to the Board on all of the HR&C Committee activities and findings during the year.	Management makes recommendations to the HR&C Committee and keeps the HR&C Committee informed of best practices regarding the following: • the annual Corporate Scorecard objectives and weightings; • the annual individual objectives of the NEOs, other executive officers and Capstone employees; • proposed compensation adjustments for the NEOs, other than the CEO, and senior executive officers; • Capstone's broader policies on compensation, benefits, diversity and inclusion, labour relations and human resources; • equity-based compensation plans and amendments to such plans, as necessary; and • talent development plans for the executives.

With respect to executive pay decisions, management acts in an advisory and informational capacity only. The HR&C Committee recommends CEO compensation to the Board for approval. The HR&C Committee approves compensation for all executives who report directly to the CEO.

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Decision Making Process

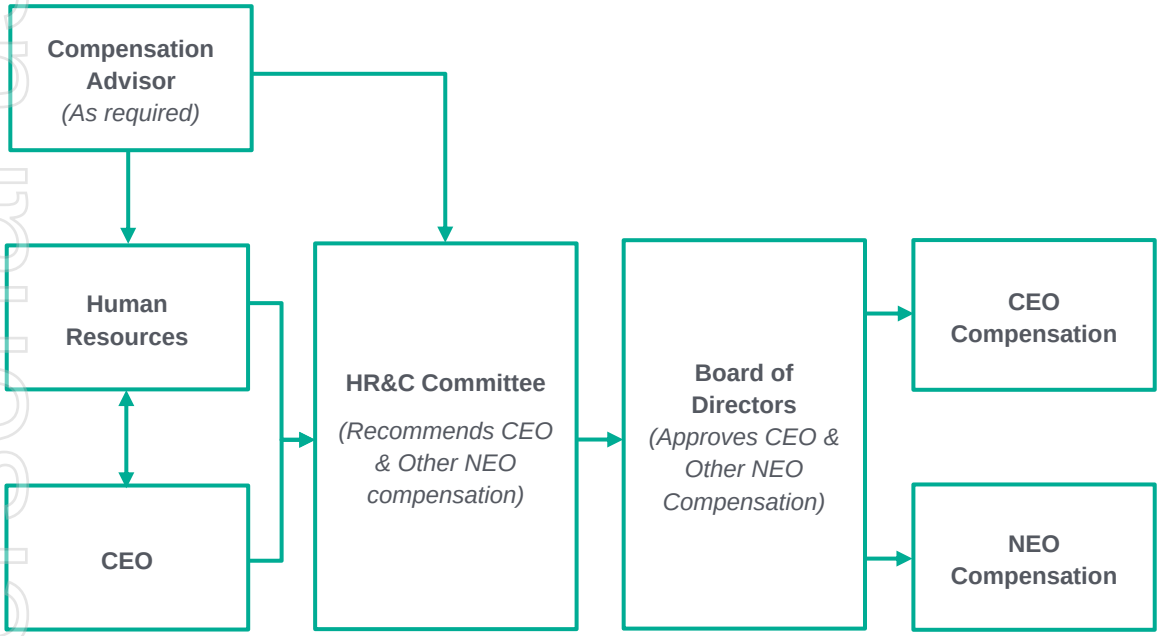
Corporate Scorecard Objectives & Weightings



Corporate Scorecard Rating



CEO and NEO Compensation



Compensation Risk Management

The Board has overall responsibility for the oversight of our risk management policies, plans and practices. The HR&C Committee is responsible for overseeing our compensation policies and practices to ensure they do not encourage management to take risks that are outside of our risk tolerance and would be reasonably likely to have a material adverse effect on Capstone. Management reports annually to the HR&C Committee on the steps taken to identify, monitor and control compensation risk exposures. Biennially, a third-party consultant reviews the following:

- the appropriateness of the compensation peer group;
- target compensation levels by role to ensure that levels are consistent with compensation philosophy and peer group practices;
- pay mix to ensure that there is an appropriate mix of fixed and variable (at-risk) compensation; and
- the degree of alignment between executive pay and shareholder returns and other performance metrics.

Annually, the third-party consultant completes a formal review of the risks associated with Capstone's compensation programs.

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In addition, our Anti-Hedging Policy and Clawback Policy have been designed to complement our risk management approach.

Anti-Hedging Policy

Capstone prohibits directors and management from directly or indirectly hedging against future declines in the market value of any securities of Capstone through the purchase of financial instruments designed to offset such risk. Prohibited transactions include the purchase by a director or management of financial instruments, including, without limitation, prepaid variable forward contracts, equity swaps, collars, puts, calls or other derivative securities that are designed to hedge or offset a decrease in market value of equity securities of Capstone.

Hedging or monetizing transactions to fix the value of equity holdings in Capstone could potentially break the alignment between the holder's interests and those of other Capstone shareholders, thus defeating the purpose of long-term incentive compensation.

Clawback Policy

Our Clawback Policy allows Capstone to recover performance-based compensation from the CEO, CFO, COO, Senior Vice Presidents and Vice Presidents if there is a restatement of Capstone's previous financial results (other than a restatement caused by a change in applicable accounting rules or interpretations), the result of which is that any performance-based compensation paid would have been a lower amount had it been calculated based on the restated results.

Performance-based compensation means all bonuses and other incentive and equity compensation awarded based on achievement of financial results.

Share Ownership Guidelines

The Board believes that certain executives and directors should own and hold Common Shares to further align their interests and actions with the interests of shareholders. Capstone's Share Ownership Guidelines apply to the independent directors and officers of Capstone and its subsidiaries (includes independent directors, CEO, CFO, COO, Senior Vice Presidents, Vice Presidents and Mine General Managers).

The following shares (collectively, the "**Qualifying Shares**") qualify under the guidelines:

- shares owned outright;
- share units granted through Capstone's Share Unit Plans (RSU's, PSU's, TRSU's, TPSU's and DSU's);
- shares owned through Capstone's Employee Share Purchase Plan; and
- shares held by immediate family members; or held in trust; or family holding companies.

Stock options granted through the Incentive Stock Option & Bonus Share Plan are excluded from the definition of share ownership. The Committee continues to review the inclusion of unvested share units, including PSUs, in the definition of share ownership, against market best practices and policy guidance from external constituents.

The below table summarizes share ownership requirements for the independent directors, CEO and all other executives (including the NEOs).

Level	Requirement
Independent Directors	4x Annual Retainer
CEO	4x Base Salary
Other Executives (CFO, COO, Senior Vice Presidents, Vice Presidents and Mine General Managers)	2x Base Salary

Participants are required to achieve ownership of a number of Qualifying Shares meeting the required market value by the later of five years after adoption of the Share Ownership Guidelines or five years after first being designated as a participant. After a change in base salary or annual retainer fee or, if appropriate, a change in title, participants are required to meet the additional incremental value requirement within three (3) years.

The following table provides information about the stock-based holdings of Capstone's NEOs, as at December 31, 2024.

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Executive	Guideline: Multiple of Salary ($)	Status as at December 31, 2024[62]	Meets Requirement
John MacKenzie CEO and Director	4X $3,840,000	118.2X $113,483,034	✓
Cashel Meagher President & COO	2X $1,352,000	10.3X $6,982,459	✓
Raman Randhawa Senior Vice President & CFO	2X $1,065,900	17.9X $9,535,655	✓
James Whittaker Senior Vice President, Head of Chile	2X $1,326,000	2.4X $1,622,332	✓
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	2X $903,136	12.6X $5,710,284	✓

The following table provides information about the stock-based holdings of Capstone's independent directors, as at December 31, 2024.

Independent Director	Guideline: Multiple of Retainer ($)	Status as at December 31, 2024[62]	Meets Requirement
Darren Pylot	4X $500,000	85.6X $10,702,034	✓
Peter Meredith	4X $260,000	61.2X $3,978,524	✓
Alison Baker	4X $260,000	7.7X $502,218	✓
Anne Giardini	4X $260,000	8.0X $517,899	✓
Gordon Bell[63]	4X $260,000	4.6X $301,618	✓
Patricia Palacios	4X $260,000	3.5X $229,406	On Track

*Mr. Gallagher resigned from the Board effective May 30, 2024 and Mr. Coleman was appointed to the Board effective January 15, 2025. Therefore, their share ownership was not included as at December 31, 2024.

62 The value calculated per share is the higher of the December 31, 2024 market price, being $8.88 on the TSX, and the original purchase price or exercise price on acquisition of the share. Assumed a target (100%) performance rating for unvested PSUs.
63 Mr. Bell was appointed to the Board effective January 8, 2024.

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EXECUTIVE COMPENSATION PRACTICES

Executive Compensation Objectives

Our executive compensation program is designed to provide an attractive, market-based total rewards program tied to performance and aligned with the interests of our shareholders. Our objective is to attract and retain the caliber of executive officers necessary to deliver sustained high performance and growth. On a regular basis, we benchmark our programs against the best practices of our compensation peer group to remain competitive. The goals of our program are to:

- **attract and retain top-caliber executives:** executive officers have base salaries and employee benefits that are market competitive and allow us flexibility to hire and retain high-caliber individuals at all levels;
- **pay for performance:** a significant portion of executive compensation is at risk based on Company and individual performance;
- **reward long-term growth and profitability:** a significant portion of executive compensation is in long-term equity-based programs that reward achievement of long-term results, aligned with Capstone's goals and the interests of our shareholders;
- **align compensation with shareholder interests:** the interests of our executive officers are linked with those of our shareholders through the risks and rewards of ownership of our securities and units; and
- **reinforce succession planning:** the overall compensation program for our executive officers reinforces our robust succession planning process and the expected leadership behaviours.

Compensation Philosophy

Capstone's compensation philosophy is to target TDC within a competitive range of the market median, with the ability to earn compensation above median for very strong performance.

Total direct compensation includes base salary, short-term incentive and long-term incentives.

Peer Benchmarking

The HR&C Committee engages Meridian Compensation Partners ("**Meridian**") as its independent advisor. Meridian generally benchmarks executive and independent director pay levels and practices every two years.

To identify appropriate peer companies, Meridian used the following criteria:

- publicly-traded North American companies in the Copper, Gold, Silver and Diversified Metals and Mining sectors;
- a target size scope of 1/3 to 3 times Capstone's total assets, with revenue and market capitalization used as secondary lenses;
- corporations whose recent history has demonstrated good financial results and governance; and
- corporations with a similar mining operations profile to Capstone's.

These criteria were validated by Capstone's HR&C Committee and management. The HR&C Committee may expand these criteria as necessary to maintain an appropriately sized peer group.

Compensation Peer Group

The below table summarizes the compensation peer group used to set 2024 compensation levels, and how Capstone compares in terms of assets, revenue and market capitalization relative to these peers. Note, for the 2025 peer group, the HR&C Committee approved the addition of South32 Limited to the peer group, which improves Capstone's relative positioning within the group:

Company Name	Total Assets[64] ($ millions)	Trailing 12 Month's Revenue ($ millions)	Market Cap[65] ($ millions)
Kinross Gold Corporation	$15,627	$7,054	$16,409
Lundin Mining Corporation	$14,967	$4,668	$9,576
Pan American Silver Corp.	$10,359	$3,862	$10,557
Equinox Gold Corp.	$9,655	$2,074	$3,296

64 Most recently reported annual assets.
65 Market capitalization as of December 31, 2024.

Company Name	Total Assets[64] ($ millions)	Trailing 12 Month's Revenue ($ millions)	Market Cap[65] ($ millions)
Eldorado Gold Corp.	$8,393	$1,813	$4,382
IAMGOLD Inc.	$8,301	$2,282	$4,246
Hudbay Minerals Inc.	$7,892	$2,721	$4,605
Alamos Gold Inc.	$7,674	$1,845	$11,148
SSR Mining Inc.	$7,463	$1,364	$2,032
B2Gold Corp.	$6,923	$2,606	$4,640
Hecla Mining Co.	$4,287	$1,274	$4,461
Centerra Gold Inc.	$3,318	$1,640	$1,718
Coeur Mining Inc.	$3,310	$1,468	$3,284
First Majestic Silver Corp.	$2,847	$768	$2,385
Lundin Gold Inc.	$2,197	$1,634	$7,364
Ero Copper Corp.	$2,043	$593	$2,002
Capstone Copper Corp.	**$9,154**	**$2,191**	**$6,773**
Percentile Positioning	Above 75th percentile	Between 50th and 75th percentile	Between 50th and 75th percentile

Compensation Advisor

Meridian has been engaged to provide the HR&C Committee with independent advice on our compensation program. Meridian was previously engaged by Capstone Mining since 2017 and continues to support Capstone Copper. Meridian provided the following support to the HR&C Committee in 2024:

- prepared for the upcoming leadership succession changes that will take effect at the 2025 Annual General Meeting;
- updated the compensation peer group for 2025 and 2026;
- advised on trends in executive compensation;
- provided views on alignment with market practices, good governance principles and proxy advisory voting policies;
- reviewed and advised on compensation and Performance Share Unit performance peer groups;
- conducted market analysis, advised on trends, and reviewed executive compensation;
- conducted market analysis, advised on trends and reviewed independent directors' compensation; and
- conducted market analysis and advised on director and executive compensation programs and policies, including short-term incentives and long-term incentives.

Executive Compensation-Related Fees

A summary of the fees paid to our compensation advisors and their affiliates for 2023 and 2024 are outlined in the following table.

	2023		2024	
Consultant	Executive Compensation Related Fees ($)	All Other Fees ($)	Executive Compensation Related Fees ($)	All Other Fees ($)
Meridian	68,797	-	158,718	-

Executive Continuing Education

Capstone believes that continuing education is important for executives to build on their skills and expertise, to keep up to date on industry trends and best practices, and to help gain better understanding of the issues facing Capstone. As such, executives are encouraged to participate in continuing education which is discussed in the development plan component of our performance management program.

Diversity

Capstone is committed to having an executive team with the appropriate background, knowledge and skills with gender and other diversity, in accordance with our Diversity and Inclusion Policy, to effectively carry out its duties and deliver on Capstone's strategy.

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When assessing potential candidates, the following factors are also considered:

- the executive team's overall mix of capability, skills and experience;
- the alignment of their values with Capstone's;
- their character, integrity, judgment and background; and
- diversity.

As of December 31, 2024, 25% of executive direct reports to the CEO are female.

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2024 CORPORATE PERFORMANCE

Capstone bases short-term variable compensation on predetermined objectives that are recommended annually by Management, reviewed by the HR&C Committee and approved by the Board. These objectives are documented on the annual Corporate Scorecard, with a significant proportion based on the performance of Capstone's operating mines. Scorecards help to align Management efforts with shareholder interests, communicate priorities, and measure and reward performance. The objectives are based on what Management can control. Targets are set for safety, environmental, ESG, people, operational and financial performance, with specific strategic growth and execution initiatives set at each of our assets. Executives' short-term variable compensation is determined based on a combination of performance against the Corporate Scorecard and individual performance commitments which are also set early in the year and tracked.

Summary of Corporate Scorecard Results

Capstone Copper made solid progress in many important areas during 2024. Our Corporate Scorecard targets and performance results for 2024 are summarized as follows. Scorecard weightings (out of 100%) are shown in brackets behind each category. Performance for the Corporate Scorecard can range from 0-200%.

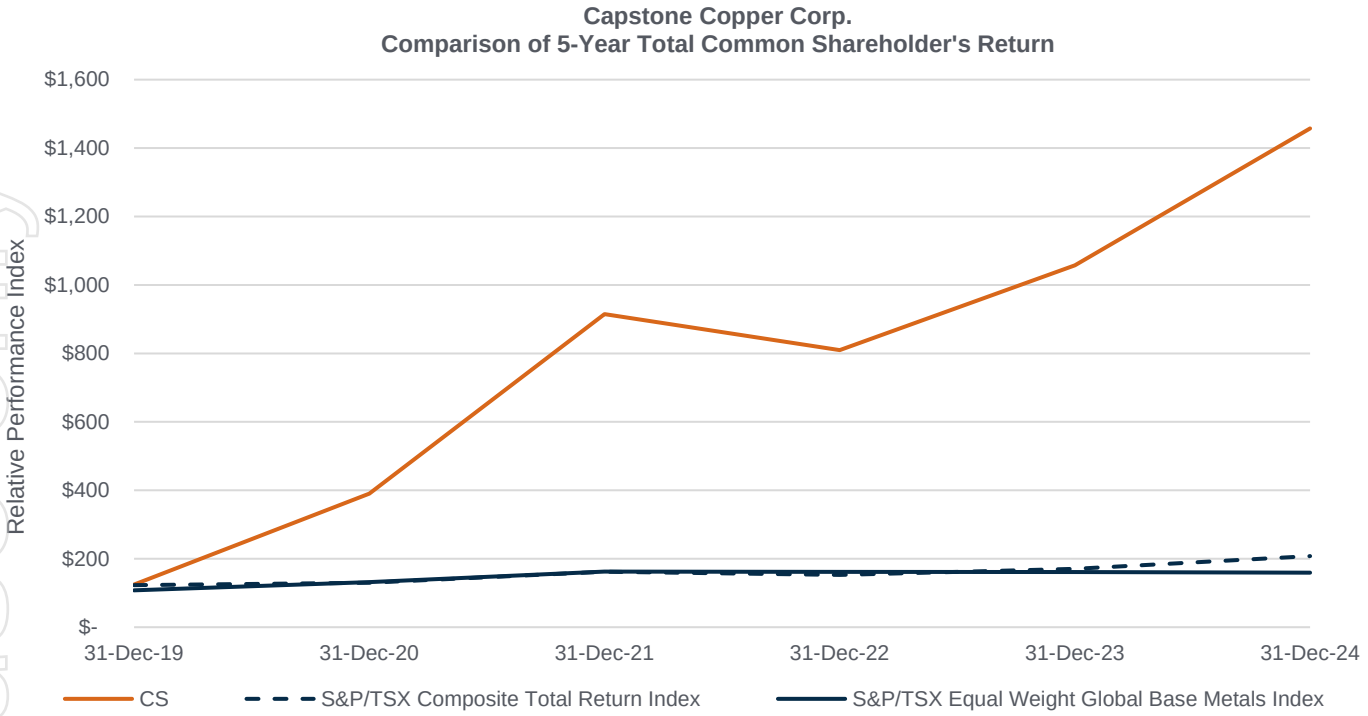
- **Safety (15%):** Performance targets are set for both leading indicators, such as compliance with site safety management plans, and lagging indicators, such as injury statistics. A comprehensive review of the Health, Safety & Environmental Management Systems was completed in 2024. Capstone did not achieve target performance as a result of a higher lost time injury frequency rate in 2024.
- **Sustainability (15%):** The Sustainability category captures reportable and non-reportable environmental incidents as well as ESG and People specific targets. 2024 achievements included the development of a sustainability reporting road map, enhancements to the global Responsible Sourcing Plan, further improvements to the Succession Planning System and many Diversity, Equity & Inclusion initiatives. We achieved an above target score in the Sustainability category.
- **Operational Performance (40%):** Operational performance is measured against consolidated production targets (20%), operating costs (10%) and absolute property costs (10%). Capstone did not achieve its initial public guidance for production or costs in 2024, resulting in a below target score for the year.
- **Strategic (30%):** The Strategic section of the Corporate Scorecard encompasses company-wide and site-specific targets covering financial / capital markets objectives (10%), Operational Excellence & Asset Integrity objectives (10%), and growth objectives (10%). Milestones and achievements over the course of 2024 included Capstone's listing onto the Australian Stock Exchange (ASX), ramp-ups at Mantoverde and Mantos Blancos, advancement of our Asset Management Framework, and the publication of Feasibility Studies for Santo Domingo and Mantoverde-Optimized.

Overall, the Board approved a score of 80% on the Corporate Scorecard for 2024.

Summary of Market Performance

The copper market was very volatile in 2024, with peak London Metal Exchange copper prices of $4.90/lb and a low of $3.66/lb, which compared to an average of $4.15/lb. Copper prices increased steadily early in the year, peaking in May as the strength of the burgeoning artificial intelligence industry sparked a view that copper demand would surge in data centres and associated power infrastructure. Copper prices declined through the second half of the year amidst rising pessimism about the outlook for copper demand in China and elsewhere. Over the course of the year, Capstone's share price closely tracked the volatility in the copper price, and our share price finished the year up 38%, compared with the copper price, which was up 3% over the same time period. Copper prices have increased slightly since the last quarter of 2024, however equity valuations have underperformed the increase seen in copper prices so far this year, largely as a result of the US election and the potential for tariffs and/or global trade wars to be demand destructive. Tight inventories, extremely low spot treatment and refining charges for copper concentrate, and copper's critical role in supporting decarbonization and electrification efforts globally support copper fundamentals and a positive market backdrop.

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The above graph compares the cumulative TSR on $100 invested in Common Shares from January 1, 2020, through December 31, 2024 with the cumulative TSR for the same period of the Standard & Poor's 500 Index ("**S&P**")/TSX Composite Index and S&P/TSX Equal Weight Global Base Metals Index.

For the five-year period ended December 31, 2024, Capstone Copper's share price increased by 1,357.4%, outperforming the S&P/TSX Equal Weight Global Base Metals Index, which was up 59.2% over the same period.

Over the same timeframe:

- **Short-Term Incentive:** The Corporate Scorecard is used to incent management to deliver on our annual safety, environmental, ESG, people, operational, financial and strategic objectives. Targets set in the scorecard, and performance against these targets, should link to longer term share price performance for Capstone.
- **PSUs:** Our PSUs, which are 100% linked to total shareholder return relative to a group of companies with similar production and commodity price exposure, have paid out in relation to our share price performance over the five-year timeframe (200% of target for 2020-2022, 200% of target for 2021-2023 and 175.6% of target for 2022-2024). PSUs also precisely track the underlying value of Capstone's share price, so there is 100% alignment with share price performance over the 5-year period.
- **RSUs:** RSUs precisely track the underlying value of Capstone's share price, so there is 100% alignment with share price performance over the 5-year period.
- **Stock Options:** Stock options are only valuable to recipients to the extent that share price appreciates. Given the strong share price appreciation in Capstone's stock over the last 5 years, our stock option grants over the last 5 years are in-the-money and align executive rewards with company performance.

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EXECUTIVE COMPENSATION COMPONENTS

The following table describes the different compensation components that make up total executive pay to meet the objectives of Capstone's compensation philosophy. The table provides a description of each component's key features and objectives:

Compensation Elements, Key Features and Objectives

Compensation Elements	Key Features	Objectives
Base Salary	• Set in the first quarter of each year for the 12-month period from January to December	• Attract and retain talented and experienced executives • Recognize individual experience, level of responsibility and performance
Annual Short-Term Incentive ("STI")	• Annual bonus based on the achievement of corporate and individual goals in the context of the overall performance of Capstone as set out in the Corporate Scorecard • Payments can be above (up to 200% for Corporate component and up to 150% for Individual component) or below target (to zero) depending on performance • NEO weightings of corporate and individual ratings vary by level	• Motivate and reward NEOs and other executives to meet Capstone's near-term objectives using a performance-based compensation program with objectively determined goals • Recognize individual contributions
Long-Term Incentive ("LTI")		
Performance Share Units ("PSU")	• Performance vesting: at the end of three years based on a three-year rolling performance rating • Performance ratings are obtained by measuring Capstone's TSR relative to a predetermined peer group using a 0-200% performance scale • Vested awards are intended to be settled with shares from treasury, however the Treasury Share Unit Plan allows for settlement in cash	• Ensure that long-term incentive plan payouts are directly linked to absolute and relative share price performance and the shareholder experience • Reward executives for industry out-performance, by measuring TSR performance to other copper producers
Stock Options	• Time vesting: ⅓ on first anniversary, ⅓ on second anniversary and ⅓ on third anniversary of the grant • Expire after five years • Issued with an exercise price equal to or above the weighted average price of the common shares traded on the TSX for the five days preceding the date of grant • Provide value to participants only if the share price increases above the exercise price before the end of the term	• Encourage participants to pursue opportunities that increase shareholder value over the long term • Only valuable to participants to the extent share price increases

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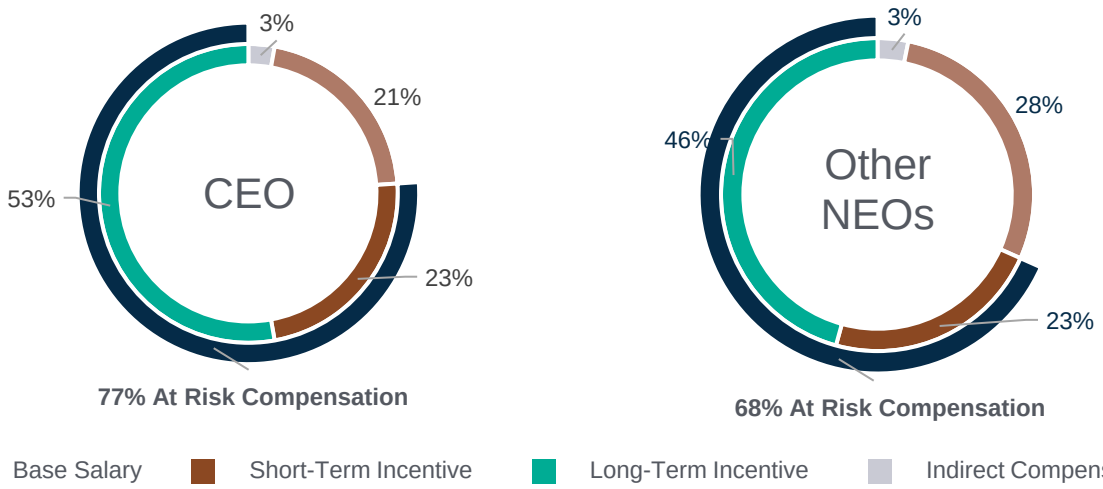
Compensation Elements	Key Features	Objectives
Restricted Share Units ("RSU")	• Time vesting: ⅓ on first anniversary, ⅓ on second anniversary and ⅓ on third anniversary of the grant • Vested awards are intended to be settled with shares from treasury, however the Treasury Share Unit Plan allows for settlement in cash	• Promote retention • Provide immediate sense of ownership • Allow greater resiliency under all market conditions
Bonus Shares	• Common shares • No vesting or expiry date • Provide immediate value to participants	• Used in exceptional circumstances to attract talent or reward extraordinary performance
Benefits		
Registered Retirement Savings Plan (Canada)	• Annual personal contributions of up to 10% of base salary are 100% matched by Capstone	• Provide market competitive benefits to increase income security in retirement
Health and Other Benefits and Perquisites	• Health, dental, life, critical illness and disability insurance plans • Annual executive medical examinations • Employee Share Purchase Plan (Canada) allows employees to contribute up to 7% of base salary (to a maximum of $5,000) per calendar year to purchase Capstone shares; Capstone will match 50% of employee contributions • Relocation benefits for certain key hires	• Provide market competitive benefits to support a healthy and focused team • Promote ownership in Capstone shares

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Compensation Mix

The following charts demonstrate the target pay mix for Capstone's NEOs. A large portion of NEO pay is performance-based in the form of short-term annual incentive bonuses and long-term incentives.

The following charts show the target CEO and average other NEO compensation mix for 2024.



Base Salary

Capstone's approach is to pay its executives a base salary that is competitive with those of other executive officers in similar companies. We believe that a competitive base salary, targeting the median of the peer group, is a necessary and balanced element to attract and retain talented and experienced executives. The base salary of each executive is reviewed annually and may be adjusted to reflect experience in the role, scope of the role, change in responsibility, performance, internal equity, retention risk and market competitive salary levels.

Capstone entered into employment agreements with its NEOs at the time of their appointment that set base salaries at an initial negotiated level considering the following factors:

- base salaries for comparable positions at similar companies;
- individual experience and skills of, and expected contribution from, each executive;
- roles and responsibilities of the executive; and
- base salaries of Capstone's other executives and other factors.

The following table outlines the annual base salaries for the CEO and other NEOs.

Executive	2024 Annual Base Salary
John MacKenzie CEO and Director	$960,000
Cashel Meagher President & COO	$676,000
Raman Randhawa Senior Vice President & CFO	$532,950
James Whittaker Senior Vice President, Head of Chile	$663,000
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	$451,568

Annual Short-Term Incentive Bonus

The executive officers of Capstone have an opportunity to earn an annual STI bonus based on corporate and individual performance. Each year, the HR&C Committee recommends Capstone's Corporate Scorecard to the Board for their approval.

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The annual STI bonuses are based on a balanced mix of performance measures, which include:

1. **Corporate Scorecard Objectives,** which outline Capstone's annual objectives, including specific weightings, targets and criteria for measurement**.**
2. **Individual Objectives,** which vary for each NEO and consist of key initiatives and projects aligned with their role, their leadership and personal development and the overall strategic plans of Capstone.

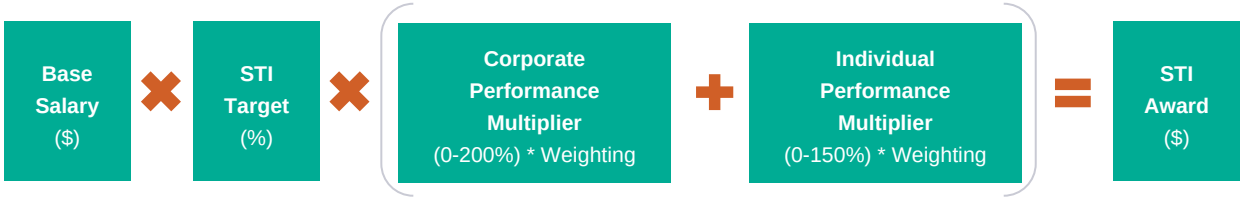
Short-Term Incentive Weightings

The following table outlines the performance measure weightings for the CEO and other NEOs.

Executive	Corporate Scorecard Objectives	Individual Objectives
John MacKenzie CEO and Director	80%	20%
Cashel Meagher President & COO	70%	30%
Raman Randhawa Senior Vice President & CFO	70%	30%
James Whittaker Senior Vice President, Head of Chile	70%	30%
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	70%	30%

STI awards are calculated based on actual performance results, which are subject to the performance multiplier ranges described below.

Short-Term Incentive Targets



Capstone's target STI awards are positioned to align total cash compensation within a competitive range of the market median, with the ability to earn compensation above median for very strong performance. The table below summarizes the STI targets for the CEO and other NEOs.

Executive	STI Target (% of Base Salary)
John MacKenzie CEO and Director	110%
Cashel Meagher President & COO	90%
Raman Randhawa Senior Vice President & CFO	75%
James Whittaker Senior Vice President, Head of Chile	75%
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	75%

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Project Milestone Bonus

Through his previous employment relationship with Mantos Copper, Mr. MacKenzie is entitled to receive a project milestone bonus for the MVDP. Project milestone bonuses are established to incentivize and motivate certain key management employees' performance. The project milestone bonus is tied to retention, project cost and project schedule. Mr. MacKenzie will receive a project milestone bonus of US $790,997 following his transition from CEO to the role of Non-Executive Chair of the Capstone Board of Directors, based on the achievement of the retention component.

Long-Term Incentive Plans

Capstone's long-term incentive plans are designed to align management's interests with those of shareholders through grants of PSUs, RSUs (collectively, "**Share Units**") and stock options. The value of earned Share Units, as well as vested stock options, fluctuate with the value of Capstone's shares. PSUs vest only when performance-based criteria are achieved over a three-year period, while RSUs vest ⅓ on the first anniversary, ⅓ on the second anniversary and ⅓ on the third anniversary.

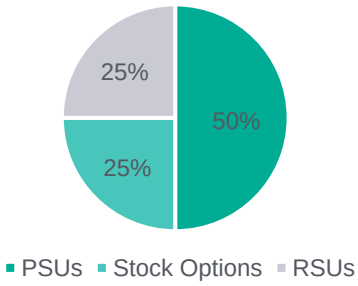
Our long-term incentive equity vehicles support Capstone's strategic business objectives in relation to performance, retention of critical talent, ability to manage costs as well as our ability to minimize the dilutive impact of stock options while remaining competitive within the industry.

Long-Term Incentive Mix

Senior executives receive a combination of PSUs, RSUs and stock options. The chart shows the senior executives' LTI mix and the substantial weighting on PSUs (50% of the overall mix), which are directly linked to Capstone's share price performance and the share price performance of a pre-determined group of base metals peers.

The LTI mix is reviewed on an annual basis to ensure it aligns with trends in compensation best practices, shareholder interests, and peer benchmarking while supporting attraction and retention objectives. The combination of measuring relative TSR in the PSUs, which are denominated in shares and reflect absolute and relative performance, and stock options, which only payout to the extent share price increases, allows us to reward industry and commodity price out performance, in a shareholder aligned way.

Executive LTI Mix



Long-Term Incentive Targets

Capstone's target LTI awards are positioned to align TDC within a competitive range of the market median with the ability to earn compensation above median for very strong performance. The table below summarizes the LTI targets for the CEO and other NEOs.

Executive	LTI Target (% of Base Salary)
John MacKenzie CEO and Director	250%
Cashel Meagher President & COO	170%
Raman Randhawa Senior Vice President & CFO	170%
Jim Whitaker Senior Vice President, Head of Chile	150%
Wendy King Senior Vice President, Risk, ESG, General Counsel & Corporate Secretary	150%

Capstone generally expects future LTI awards to be based on executive responsibilities, executive's past performance and anticipated future contribution, competitive market practices and terms and conditions of the employment agreements.

Security Based Compensation Plans

Capstone's Incentive Share Option and Bonus Share Plan (the "**Option Plan**") and Capstone's Treasury Share Unit Plan (the "**Treasury Share Unit Plan**") (collectively the "**Security Based Compensation Plans**") provide for the issuance of options or share units to a maximum of 10% of Capstone's issued and outstanding Common Shares (subject to standard anti-dilution adjustments).

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The **Option Plan** allows for the issuance of up to 500,000 Bonus Shares in any one calendar year to employees or non-employee directors of Capstone or any of its subsidiaries.

The **Security Based Compensation Plans** are considered "rolling" plans as the number of shares available for issuance under the **Security Based Compensation Plans** increases with the number of our issued and outstanding shares. The **Security Based Compensation Plans** are also considered "evergreen" plans because when: (a) an option or share unit is exercised or redeemed, additional shares become available for subsequent grants under the **Security Based Compensation Plans** because each exercise or redemption reduces the number of shares that are currently covered by options or share units and increases the outstanding share capital of Capstone; and (b) an option or share unit expires or otherwise terminates for any reason without having been exercised or redeemed in full, the number of Common Shares reserved for issuance under that expired or terminated option or share unit again becomes available for the purpose of the **Security Based Compensation Plans**. Any option or share unit outstanding when the **Security Based Compensation Plans** are terminated will remain in effect until they are exercised, expired, or redeemed.

Incentive Stock Options & Bonus Shares

Stock option grants and bonus shares under the **Option Plan** are used to attract and retain executives and to give them an incentive to participate in the long-term development of Capstone and increase shareholder value.

Capstone's **Option Plan** includes the following key features and practices:

- A double-trigger Change of Control provision;
- No financial assistance is provided to participants for the purpose of exercising or settling equity awards;
- For the past 3 years, our CEO's stock options have had a vesting schedule of 1/3 on the first anniversary, 1/3 on the second anniversary and 1/3 on the third anniversary of the grant date;
- For the past 3 years, our CEO has received an annual grant of 50% PSUs, 25% RSUs and 25% stock options;
- Our Clawback Policy applies to equity awards;
- Capstone has not re-priced stock options in the past 3 years;
- A Non-Employee Director Participation limit, which includes bonus shares, with an annual maximum of $150,000 in grant value per director, provided that the total value of stock options issuable to any one non-employee director in any one year period shall not exceed $100,000; and
- The full Option Plan can be found on under the Company's profile on SEDAR+ at *www.sedarplus.ca*.

Under our **Option Plan**, (a) stock options in favor of any one individual may not exceed 5% of the issued and outstanding Common Shares in any one year period, (b) the maximum number of stock options that any employee or non-employee director of the Company or its subsidiaries may hold is stock options to acquire up to 5% of the outstanding number of issued shares of the Company at the time of granting, (c) the maximum number of Common Shares issuable to Insiders pursuant to the Option Plan, together with the maximum number of Common Shares issuable to Insiders pursuant to all other Security Based Compensation Plans, at any time may not exceed 10% of issued and outstanding Common Shares, (d) the maximum number of Common Shares issued to Insiders pursuant to the Option Plan, together with the maximum number of Common Shares issued to Insiders pursuant to all other Security Based Compensation Plans, within a one year period, may not exceed 10% of the issued and outstanding Common Shares, (e) no stock option is transferable by the optionee other than by will or the laws of descent and distribution, (f) a stock option is exercisable during the lifetime of the optionee only by such optionee, (g) the maximum term of each stock option is ten years, with the vesting period determined at the discretion of the Board, (h) the minimum exercise price for a stock option is the volume weighted average trading price of the Common Shares on the TSX calculated by dividing the total value by the total volume of Common Shares traded, for the 5 trading days immediately preceding the granting of the option, (i) subject to the terms of an option holder's written employment agreement, in the event an option holder's employment is terminated for cause or from an order made by a regulatory authority, stock options that have not vested shall be forfeited immediately, otherwise, after 30 days from the date the termination notice is delivered and (j) subject to the terms of a participant's written employment agreement, in the event an option holder's employment is terminated due to death, stock options that have not vested shall be forfeited on the one year anniversary of the option holder's death. As at December 31, 2024, there were a total of 9,618,756 Common Shares reserved for issuance under the Option Plan, with 2,430,307 stock options issued and outstanding (with the underlying Common Shares representing approximately 0.32% of Common Shares), leaving an additional 7,188,449 stock options available for grant (with the underlying Common Shares representing approximately 0.94% of Common Shares).

The Option Plan may be amended, modified or terminated by the Board without approval of shareholders of Capstone, including, without limiting the generality of the foregoing: (i) amendments of a "housekeeping" nature, (ii) amendments necessary to comply with the provisions of applicable law, (iii) amendments which increase the exercise price of an option, (iv) expansion of the scope of persons

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eligible to participate, (v) amendments respecting administration of the Option Plan, (vi) amendments to the vesting provisions of the Option Plan or any options, (vii) amendments to the early termination provisions, provided such amendment does not entail an extension beyond the original expiry date of such option, (viii) to add or change provisions relating to any form of financial assistance provided by Capstone, and (ix) to add a cashless exercise feature to any option. Provided however that such amendment, suspension or termination must be in accordance with applicable laws and the rules of any securities exchange on which Capstone has listed or posted its securities for trading, and, the following amendments require shareholder approval: (i) increase in the maximum number of Common Shares issuable under the Option Plan, (ii) amendments which reduce the exercise price of an option (except pursuant to customary permitted adjustments), (iii) amendments to the assignment or transferability provisions, (iv) amendments extending the term of an option beyond its original expiry date, except in case of an extension due to a black-out period, (v) amendments to the amendment provisions, (vi) any amendment to the number of Equity Awards (as defined in the Option Plan) which may be granted to non-employee directors and (vii) amendments required to be approved by shareholders under applicable law. Where shareholder approval is sought for amendments under clauses (ii) and (iv) above, the votes attached to Common Shares held directly or indirectly by insiders who would benefit from the amendment will be excluded.

In no case will an Option be exercisable later than the Expiry Date (as defined in the Option Plan) of such Option fixed by the Board at the time the stock option is awarded to the Option Holder (as defined in the Option Plan); provided, however, that it would not result in the imposition of an additional tax under section 409A of the United States of America Internal Revenue Code of 1986, as amended, if the term of an Option expires during a Blackout Period (as defined in the Option Plan) or within 10 business days after the date on which the Blackout Period ends, then the term of such stock option shall be extended to the date which is 10 business days after such date on which the Blackout Period ends.

The following table sets out information with respect to compensation plans under which equity securities of Capstone are authorized for issuance as at December 31, 2024.

Plan Category	No. of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)[1]	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights ($) (b)	Number of Securities Remaining Available for Future Issuances Under Equity Compensation Plans (excluding securities reflected in (a)) (c)[2]
Equity Compensation Plans Approved by Security Holders	5,226,633 0.69%	6.46	13,361,101 1.75%
Equity Compensation Plans Not Approved by Security Holders	-	-	-
Total	5,226,633 0.69%	6.46	13,361,101 1.75%

(1) Reflects the number of Common Shares reserved for issuance under the Security Based Compensation Plans as of December 31, 2024 relative to the number of issued and outstanding Common Shares as of December 31, 2024.
(2) Reflects the number of Common Shares remaining available for future issuance granted under the Security Based Compensation Plans as of December 31, 2024, and is based on 10% of the number of Common Shares issued and outstanding as of December 31, 2024.

In accordance with s. 613(d) of the TSX Company Manual, the following table presents the annual burn rate of each of our security-based compensation arrangements for the three most recently completed financial years:

	2022 Burn Rate	2023 Burn Rate	2024 Burn Rate
Option Plan	0.17%	0.13%	0.13%

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Treasury Share Unit Plan	0.15%	0.12%	0.10%

Stock options to purchase securities of Capstone may be granted to its directors, officers, employees and consultants on terms and conditions acceptable to the regulatory authorities in Canada.

Bonus shares allow for more ownership in Capstone by management and provide additional incentives for employees to remain with us. The bonus shares are also used as an incentive tool to attract new employees to Capstone. We may issue up to 500,000 Common Shares annually for bonus compensation in lieu of cash for annual or long-term bonus plans. In 2022, 97,317 bonus shares were issued as new hire incentives. No bonus shares were awarded to any named executive officer in 2023 and 2024. Any bonus shares issued are subject to approval by the Board.

Treasury Share Unit Plan – RSUs and PSUs

The objectives of the **Treasury Share Unit Plan** are to:

- promote further alignment of interests between executives and shareholders of Capstone;
- associate a portion of executives' compensation with the returns achieved by shareholders of Capstone; and
- attract and retain executives with the knowledge, experience and expertise required by Capstone.

The **Treasury Share Unit Plan** provides that the HR&C Committee may award grants of share units (PSUs or RSUs) to individuals employed by the Company or any of the Company's direct or indirect subsidiaries, partnerships, trusts or other controlled entities who, by the nature of his/her position or job is, in a position to contribute to the success of the Company ("**Eligible Persons**"). A PSU is a right to receive the value of a Common Share that vests at the end of three years based on relative TSR performance. An RSU is a right to receive the value of a Common Share that vests ⅓ after one year, ⅓ after two years and ⅓ after three years.

The **Treasury Share Unit Plan** provides for the grant of Treasury Share Units (as defined below), together with all other Security Based Compensation Plans of the Company may not exceed 10% of the issued and outstanding Common Shares from time to time, provided that, the maximum number of Common Shares that may be issued pursuant to Treasury Share Units made under the Treasury Share Unit Plan may not exceed 3.5% of the issued and outstanding Common Shares from time to time (subject to standard anti-dilution adjustments) to Eligible Persons.

The maximum number of Common Shares: (i) issued to Insiders (as defined in the Treasury Share Unit Plan) within any one-year period, and (ii) issuable to Insiders, at any time, under the Treasury Share Unit Plan, or when combined with all Capstone's other Security Based Compensation Plans shall not exceed 10% of issued and outstanding Common Shares from time to time.

Subject to the terms of a participant's written employment agreement, in the event a participant's employment is terminated with cause, PSUs or RSUs that have not vested shall be forfeited immediately. In the event employment is terminated without cause of death or disability, PSUs that have not vested shall vest in accordance with the grant agreement governing the PSU, and RSUs that have not vested shall vest in accordance with the formula described in the Treasury Share Unit Plan, PSUs or RSUs that have not vested shall be forfeited immediately.

Except upon the death of a Participant, PSUs and RSUs (together, "**Treasury Share Units**") may not be transferred or assigned.

The Treasury Share Unit Plan may be amended, modified or terminated by the Board without approval of shareholders of Capstone, provided that no amendment to the Treasury Share Unit Plan (or grants thereunder) may be made without the consent of a participant if it adversely alters or impairs the rights of the participant in respect of any grant previously granted, except for purposes of compliance with applicable law. For greater certainty, the following amendments require shareholder approval: (i) increase in the maximum number of Common Shares issuable, (ii) increase or remove the Insider participation limits, (iii) extend the maximum term of grant, except in case of an extension due to a black-out period, (iv) amend the assignment provisions, (v) include other types of equity compensation involving the issuance of Common Shares and (vi) amendments to the amendment provisions to grant additional powers to the Board to amend the Treasury Share Unit Plan without shareholder approval. For greater certainty and without limiting the foregoing, shareholder approval shall not be required for the following amendments and the Board may make such changes without shareholder approval, subject to TSX approval: (i) amendments of a "housekeeping" nature, (ii) a change to the vesting provisions of any grants, (iii) a change to the termination provisions of any grant that does not entail an extension beyond the original term of the grant or (iv) amendments to the provisions relating to a Change of Control (as defined in the Treasury Share Unit Plan).

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Under the Treasury Share Unit Plan, Market Value with respect to any particular date is calculated as the volume weighted average trading price per Common Share on the TSX during the immediately preceding five days on which the shares were actually traded, or the value established by the HR&C Committee of the Board acting in good faith.

The maximum expiry date of a Treasury Share Unit is the earlier of the date which is the tenth anniversary of the date on which such Treasury Share Unit is granted, or the latest date permitted under the applicable rules and regulations of all regulatory authorities to which Capstone is subject, including the TSX.

PSU Performance

PSU award levels are determined by TSR, which is the return on investment including share price return and dividends, relative to the TSR of other companies in the PSU comparator group. Capstone's performance is measured on a 3-year rolling basis against the predetermined base metals peer group and PSU award levels are based on this same 3-year period.

For the 3-years ending December 31, 2024, Capstone's TSR was 59.3% compared to the median total return of the peer group of 33.7%, which was at the 87.8th percentile in the peer group and resulted in a payout factor of 175.6% of target for the 2022 PSUs. The 2022 peer group comprised the following companies[66]:

- Amerigo Resources Ltd.;
- Antofagasta PLC;
- Atalaya Mining PLC;
- Ero Copper Corp.;
- First Quantum Minerals Ltd.;
- Freeport-McMoRan Inc.;
- Hudbay Minerals Inc.;
- Lundin Mining Corp.;
- Sandfire Resources Ltd;
- Southern Copper Corp.;
- Taseko Mines Ltd.; and
- Teck Resources Ltd.

The following table summarizes the PSU performance payouts for the past 3 years:

PSU Grant Year	PSU Settlement Year	PSU Performance Payout
2020	2022	200%
2021	2023	200%
2022	2024	175.6%

The following table shows the PSU performance ranges and associated payout percentages. We believe we have a more requiring performance scale than most companies, in that a 200% payout is only achievable if Capstone's share price performance exceeds all of its peers – fully aligned with shareholder interests. Board discretion can be applied to the percentage payout range as required.

PSU Performance (Relative TSR)	Payout
Performance <25th percentile	0%
Performance at 25th percentile	50% of target
Performance at 37.5th percentile	75% of target
Performance at median	100% of target
Performance at 62.5th percentile	125% of target
Performance at 75th percentile	150% of target
Performance at 87.5th percentile	175% of target
Performance at 100th percentile	200% of target

66 Turquoise Hill Resources, OZ Minerals Ltd. and Copper Mountain Mining Corp. were removed due to takeover bids and/or acquisitions.

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Outstanding Share-Based and Option-Based Awards

The following table sets out all share-based and option-based awards outstanding for each NEO at December 31, 2024.

	Option-Based Awards				Share-Based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date[67]	Value of Unexercised In-The-Money Options ($)[68]	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)[69]	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)
John MacKenzie	168,517	5.08	Jun 8, 2027	640,365	813,609	7,224,848	751,292
	183,741	6.00	Feb 22, 2028	529,174			
	171,557	7.25	Feb 28, 2029	279,638			
Cashel Meagher	92,758	6.17	Mar 2, 2026	251,374	393,438	3,493,732	2,224,413
	81,851	6.97	Mar 7, 2027	156,335			
	89,246	6.00	Feb 22, 2028	257,028			
	82,147	7.25	Feb 28, 2029	133,900			
Raman Randhawa	13,483	3.90	Mar 2, 2026	67,145	293,996	2,610,684	1,936,542
	55,755	6.97	Mar 7, 2027	106,492			
	70,024	6.00	Feb 22, 2028	201,669			
	64,764	7.25	Feb 28, 2029	105,565			
James Whittaker	71,089	7.25	Feb 28, 2029	115,875	102,881	913,583	-
Wendy King	48,244	6.97	Mar 7, 2027	92,146	231,899	2,059,266	1,729,256
	52,603	6.00	Feb 22, 2028	151,496			
	48,419	7.25	Feb 28, 2029	78,923			

Incentive Plan Awards – Value Vested or Earned During the Year

Name	Option-Based Awards - Value Vested During the Year ($)[70]	Share-Based Awards - Value Vested During the Year ($)	Non-Equity Incentive Plan Compensation - Value Earned During the Year ($)
John MacKenzie	236,086	-	918,720
Cashel Meagher	95,259	-	550,602
Raman Randhawa	139,280	-	361,740
James Whittaker	-	-	531,063
Wendy King	120,533	-	306,502

67 All options vest one-third per year commencing on the first anniversary of the award.
68 Calculated based on the difference between the market price of our shares on the TSX on December 31, 2024, which was $8.88, and the exercise price of the option.
69 Market value based on the closing price of Capstone's shares on the TSX on December 31, 2024 ($8.88), PSU multiplier is 1.756x target for 2024 and 1.0x target assumed for all other years.
70 Total value that would have been realized if the stock options had been exercised on the vesting date.

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Termination and Change of Control Benefits

We have entered into employment agreements with each of our NEOs which were negotiated at the time of appointment to align with market. Under the terms of the employment agreements, our NEOs are entitled to compensation, based on their remuneration at the time, in the event of:

- termination without cause; or
- a change of control, if the NEO is terminated without cause or resigns their employment for Good Reason (as defined below) within 12 months of the change of control.

A change of control, in general, occurs when a person or group of persons acting together through a transaction or series of transactions beneficially acquires or exercises control or direction over 50% or more of the Common Shares. The events selected for triggering payment in connection with termination without cause and on a change of control were determined by the HR&C Committee, with advice from independent consultants, based on industry standards at the time the agreements were entered into with each NEO.

"Good Reason", in general, means the occurrence, within 12 months of a Change of Control, of any of (i) a meaningful or detrimental change in the employee's position, duties or responsibilities; or (ii) a significant variance in the employee's performance requirements or working conditions; or (iii) a reduction in the employee's salary; or (iv) failure by the employer to increase the employee's compensation in a consistent manner; or (v) a requirement that the employee relocates to a location greater than forty kilometers from the primary work location; or (vi) a significant or material reduction in the provision and value of the employee's employment arrangements; or (vii) any action or event that would constitute constructive dismissal.

"Average Bonus Payment" means the amounts paid to the employee under the Annual Incentive Plan during the last three completed Bonus Years. However, if the employee has not been eligible to be paid under the Annual Incentive Plan for at least three Bonus Years, then the averages described above shall be calculated as (i) the average of the amounts paid to the employee under the Annual Incentive Plan during the last two completed Bonus Years, if the employee has been eligible to be paid under the Annual Incentive Plan for only the last two completed Bonus Years, or the last one completed Bonus Year, if the employee has been eligible to be paid under the Annual Incentive Plan for only the last one completed Bonus Year, as the case may be; or (ii) if, as of the last day of work, the employer has never paid an amount to the employee under the Annual Incentive Plan because the employee's eligibility to be paid has been for less than one complete Bonus Year or because the employer has not yet made an award under the Annual Incentive Plan in respect of the employee's one completed Bonus Year, then the average shall be calculated as 25% of the employee's salary as of the last day of work (for the CEO, pro-rated for the portion of the Bonus Year that has passed to the date of the last day of work); and for clarity, if the employee was eligible to be paid an award under the Annual Incentive Plan during a Bonus Year but the employer did not make an award to the employee, the amount paid in respect of that Bonus Year (zero) shall be included for the purpose of determining the average.

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Summary of Termination and Change of Control Benefits

The following table outlines the NEO termination and change of control benefits that were effective as at December 31, 2024 and remain effective, unamended:

Termination Type	Severance	Bonus	LTI[71]
Termination without Cause	Lump sum payment of 24 months' salary for the CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary. Lump sum payment of 18 months' salary for the SVP, Head of Chile.	• 2x average bonus paid in the last 3 years for the CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary (n/a for the SVP, Head of Chile); and • A prorated amount for the year in which the termination occurs for the CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary (n/a for the SVP, Head of Chile).	• PSUs are forfeited[72] • Pro-rated amount of RSUs vest based on service[72] • Vested stock options must be exercised within 30 days or by the end of the original term (if sooner)[72] • Unvested stock options are cancelled[72]
Change of Control *(and NEO is terminated without cause or resigns their employment for Good Reason within 12 months)*	Lump sum payment of 24 months' salary for CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary (n/a for SVP, Head of Chile).	• 2x average bonus paid in the last 3 years for the CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary (n/a for the SVP, Head of Chile); and • A prorated amount for the year in which the termination occurs for the CEO, President & COO, SVP & CFO and SVP, Risk, ESG, General Counsel & Corporate Secretary (n/a for the SVP, Head of Chile).	• PSUs immediately vest upon a Change of Control • RSUs immediately vest upon a Change of Control • Vested stock options remain exercisable until original expiration date upon a Change of Control and NEO is terminated without cause or resigns their employment for Good Reason within 12 months • Unvested stock options vest immediately and remain exercisable until original expiration date upon a Change of Control and NEO is terminated without cause or resigns their employment for Good Reason within 12 months

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71 Equity plans allow for Board discretion.
72 Mr. MacKenzie's Employment Agreement specifies that in the event of a termination without cause, unvested stock options, RSUs and PSUs granted before December 31, 2024 shall remain in full force and effect with the original terms and continue to vest in accordance with the original vesting schedule and performance conditions. Any unvested stock options, RSUs and PSUs granted after December 31, 2024 shall be forfeited immediately.

Termination Type	Severance	Bonus	LTI[71]
Resignation or Retirement	-	-	• Unvested PSUs are forfeited • Unvested RSUs are forfeited • Vested stock options must be exercised within 30 days or by the end of the original term (if sooner) • Unvested stock options are cancelled
Termination for Cause	-	-	• Unvested PSUs are forfeited • Unvested RSUs are forfeited • Vested and unvested stock options are cancelled

The following table provides the total value of severance, incremental payments, payables and any other termination benefits that would have been paid to each NEO, had employment been terminated on December 31, 2024 under various termination scenarios.

Name		Termination Without Cause ($)[73]	Change of Control ($)[73]	Resignation or Retirement ($)	Termination for Cause ($)
John MacKenzie	*Salary*	1,920,000	1,920,000	-	-
	Bonus	2,572,344	2,572,344	-	-
	Equity	8,070,722[74]	8,070,772[75]	-	-
	Other	-	-	-	-
Cashel Meagher	*Salary*	1,352,000	1,352,000	-	-
	Bonus	1,563,687	1,563,687	-	-
	Equity	3,851,096	510,103[76]	-	-
	Other	-	-	-	-
Raman Randhawa	*Salary*	1,065,900	1,065,900	-	-
	Bonus	1,035,473	1,035,473	-	-
	Equity	2,886,194	389,477[76]	-	-
	Other	-	4,765	-	-
James Whittaker	*Salary*	994,500	-	-	-
	Bonus	-	-	-	-
	Equity	1,029,458	157,593	-	-
	Other	-	-	-	-
Wendy King	*Salary*	903,136	903,136	-	-
	Bonus	860,871	860,871	-	-
	Equity	1,029,458	300,659[76]	-	-
	Other	2,269,901	4,775	-	-

73 Equity value is based on the termination and change of control benefits as outlined in the previous table.
74 Mr. MacKenzie's Employment Agreement specifies that in the event of a termination without cause, unvested stock options, RSUs and PSUs granted before December 31, 2024 shall remain in full force and effect with the original terms and continue to vest in accordance with the original vesting schedule and performance conditions. Any unvested stock options, RSUs and PSUs granted after December 31, 2024 shall be forfeited immediately.
75 The equity value for Mr. MacKenzie based on a termination without cause or resignation for Good Reason within 12 months of a Change of Control as per his Employment Agreement.
76 The equity value for Mr. Meagher, Mr. Randhawa and Ms. King based on a Change of Control as per their Employment Agreements.

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DIRECTOR COMPENSATION

Director Compensation Objectives

The goals of the Board's compensation program are to:

- reflect the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board;
- reflect director compensation consistent with companies in Capstone's compensation peer group; and
- align the interests of Capstone's directors with those of its shareholders.

Directors' compensation is reviewed in consultation with a third-party consulting firm and the same peer group is used for the NEO and other senior executives' compensation review.

Director Compensation Components

Directors' compensation for service on the Board is composed of:

- a cash retainer; and
- an equity retainer.

Directors who are also employees of Capstone do not receive any compensation for their service as a director of Capstone.

The HR&C Committee reviews Board compensation on a regular basis and recommends revisions to the annual retainers paid to the Board when warranted. In addition, the Board may award special remuneration to any director undertaking any special services on Capstone's behalf other than services ordinarily required of a director.

Directors' Compensation – Cash Retainer

Directors receive an annual cash retainer and the Board Chair and Lead Director receive a higher amount for their increased responsibilities. Committee chairs receive an additional cash amount in addition to their annual cash retainer. The following table summarizes the 2024 annual cash retainers.

Level	2024 ($)
Board Chair	125,000
Lead Director	85,000
Board Member	65,000

The following table summarizes the 2024 annual additional cash retainers for committee chairs.

Level	2024 ($)
Audit Committee Chair	25,000
HR&C Committee Chair	20,000
GNS Committee Chair	15,000
TOP Committee Chair	15,000

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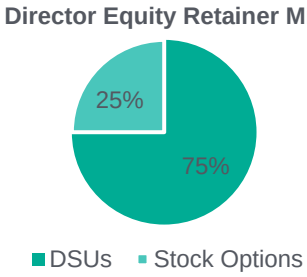
Directors' Compensation – Equity Retainer

Directors' equity retainers are positioned to align total direct compensation within a competitive range of the market median. The below table summarizes the equity retainers for the Board Chair and Board Members.

Level	2024 ($)
Board Chair	200,000
Lead Director	135,000
Board Member	135,000

Equity Retainer Mix

Capstone grants a combination of 75% Deferred Share Units ("**DSUs**") and 25% stock options to align the interests of independent directors with those of shareholders. The equity mix is reviewed on an annual basis to ensure it aligns with market, compensation best practices, shareholder interests, peer benchmarking and supports retention.



2024 Director Compensation Table

The following table sets out all amounts of compensation provided to our non-executive directors for the year ended December 31, 2024.

Name of Director	Fees Earned ($)	Share-Based Awards ($)[77]	Option-Based Awards ($)[78]	Non-Equity Incentive Plan Awards ($)	Pension Value ($)	All Other Compensation ($)	Total ($)
Darren Pylot	125,000	150,000	50,000	-	-	-	325,000
Peter Meredith	105,000	101,250	33,750	-	-	-	240,000
Alison Baker	90,000	101,250	33,750	-	-	-	225,000
Anne Giardini	80,000	101,250	33,750	-	-	-	215,000
Gordon Bell[79]	73,777	101,250	33,750	-	-	-	208,777
Patricia Palacios	65,000	101,250	33,750	-	-	-	200,000
Robert Gallagher[80]	33,187	101,250	33,750	-	-	-	168,187
Richard Coleman[81]	-	-	-	-	-	-	

77 Share-based awards are granted in the form of DSUs. In addition, independent directors may elect to receive up to 100% of their fees for serving as a director in the form of DSUs.
78 Option-based compensation is valued using the Black-Scholes option pricing model. Awards vest one-third per year commencing on the first anniversary of the award.
79 Mr. Bell was appointed to the Board effective January 8, 2024.
80 Mr. Gallagher resigned from the Board effective May 30, 2024.
81 Mr. Coleman was appointed to the Board effective January 15, 2025.

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Directors' Deferred Share Unit Plan

Capstone has a DSU Plan to align the interests of non-executive directors with those of Capstone's shareholders and to provide a compensation system for eligible directors that, together with the other director compensation mechanisms of Capstone, is reflective of the responsibility, commitment and risk accompanying Board membership and the performance of the duties required of the various committees of the Board.

Under the DSU Plan, independent directors may elect to receive up to 100% of their fees for serving as a director in the form of DSUs. Directors receiving DSUs will be credited with additional DSUs whenever cash dividends are paid on Common Shares. While DSUs received by directors vest immediately, directors will only be able to redeem their DSUs after they cease to be directors of Capstone.

The Board may amend the DSU Plan as it deems necessary or appropriate or terminate the DSU Plan at any time, but no such amendment or termination will, without the consent of the eligible director or unless required by law, adversely affect the rights of an eligible director with respect to any amount in respect of which an eligible director has then elected to receive DSUs or DSUs which the eligible director has been granted under the DSU Plan.

Outstanding Share-Based and Option-Based Awards

The following table sets out all share-based and option-based awards outstanding for each of our non-executive directors at December 31, 2024.

	Option-Based Awards				Share-Based Awards		
Name of Director	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date[82]	Value of Unexercised In-The-Money Options ($)[83]	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)[84]	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)
Darren Pylot	77,037	6.97	Mar 7, 2027	147,141	137,926	1,224,784	606,841
	16,154	6.00	Feb 22, 2028	46,523			
	14,297	7.25	Feb 28, 2029	23,304			
Peter Meredith	19,167	3.90	Mar 2, 2026	95,452	-	-	2,911,876
	10,400	6.97	Mar 7, 2027	19,864			
	10,904	6.00	Feb 22, 2028	31,404			
	9,651	7.25	Feb 28, 2029	15,731			
Alison Baker	5,416	3.47	Nov 7, 2027	29,301	-	-	485,141
	10,904	6.00	Feb 22, 2028	31,404			
	9,651	7.25	Feb 28, 2029	15,731			
Anne Giardini	9,564	5.79	Mar 2, 2026	29,553	-	-	517,899
	10,400	6.97	Mar 7, 2027	19,864			
	10,904	6.00	Feb 22, 2028	31,404			
	9,651	7.25	Feb 28, 2029	15,731			
Gordon Bell[85]	9,651	7.25	Feb 28, 2029	15,731	-	-	124,018
Patricia Palacios	7,656	6.33	May 9, 2028	19,523	-	-	229,406
	9,651	7.25	Feb 28, 2029	15,731			

82 All options (except otherwise noted) granted vest one-third per year commencing on the first anniversary of the award.
83 Calculated based on the difference between the market price of our shares on the TSX on December 31, 2024, which was $8.88, and the exercise price of the options.
84 Market value based on the closing price of Capstone's shares on the TSX on December 31, 2024 ($8.88).
85 Mr. Bell was appointed to the Board effective January 8, 2024.

Name of Director	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price ($)	Option Expiration Date[82]	Value of Unexercised In-The-Money Options ($)[83]	Number of Shares or Units of Shares That Have Not Vested (#)	Market or Payout Value of Share-Based Awards That Have Not Vested ($)[84]	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed ($)
Robert Gallagher[86]	-	-	-	-	-	-	-
Richard Coleman[87]	-	-	-	-	-	-	-

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value of incentive plan awards for each of our non-executive directors vested or earned during the year ended December 31, 2024.

Name of Director	Option-Based Awards - Value Vested During the Year ($)[88]	Share-Based Awards - Value Vested During the Year ($)[89,90]	Non-Equity Incentive Plan Compensation - Value Earned During the Year ($)
Darren Pylot	341,934	150,000	-
Peter Meredith	28,967	101,250	-
Alison Baker	28,394	101,250	-
Anne Giardini	12,347	101,250	-
Gordon Bell[91]	-	101,250	-
Patricia Palacios	2,629	101,250	-
Robert Gallagher[86]	-	-	-
Richard Coleman[87]	-	-	-

On Behalf of the Board of Directors,

"Peter Meredith"
Lead Director
Capstone Copper Corp.

86 Mr. Gallagher resigned from the Board effective May 30, 2024.
87 Mr. Coleman was appointed to the Board effective January 15, 2025.
88 Total value that would have been realized if the stock options had been exercised on the vesting date.
89 The amount represents the aggregate dollar value of the share units as of the vesting date. As directors' DSUs vest immediately, the market value for DSUs was as of the grant date.
90 DSUs vest on the grant date but are not redeemable until the Director ceases to hold office. The value of the DSUs is based on the fair market value on the redemption date(s), accordingly, the amount of the final payout will not be known until that time.
91 Mr. Bell was appointed to the Board effective January 8, 2024.

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SCHEDULE "A"

ADVANCE NOTICE POLICY

INTRODUCTION

Capstone Copper Corp. ("Capstone") is committed to: (i) facilitating an orderly and efficient annual general or, where the need arises, special meeting, process; (ii) ensuring that all shareholders receive adequate notice of the director nominations and sufficient information with respect to all nominees; and (iii) allowing shareholders to register an informed vote.

The purpose of this Advance Notice Policy (the Policy) is to provide shareholders, directors, and management of Capstone with direction on the nomination of directors. This Policy is the framework by which Capstone seeks to fix a deadline by which holders of record of common shares of Capstone must submit director nominations to Capstone prior to any annual or special meetings of shareholders and sets forth the information that a shareholder must include in the notice to Capstone for the notice to be in proper written form.

It is the position of Capstone that this Policy is beneficial to shareholders and other stakeholders. This policy will be subject to an annual review and will reflect changes as required by securities regulatory agencies or stock exchanges, or so as to meet industry standards.

NOMINATIONS OF DIRECTORS

1. Only persons who are nominated in accordance with the following procedures shall be eligible for election as directors of Capstone. Nominations of persons for election to the board of directors of Capstone (the Board) may be made at any annual meeting of shareholders, or at any special meeting of shareholders if one of the purposes for which the special meeting was called was the election of directors:

   (a) by or at the direction of the Board, including pursuant to a notice of meeting;
   (b) by or at the direction or request of one or more shareholders pursuant to a proposal made in accordance with the provisions of the British Columbia Business Corporations Act (the Act), or a requisition of the shareholders made in accordance with the provisions of the Act; or
   (c) by any person (a Nominating Shareholder): (A) who, at the close of business on the Notice Date (as defined below) and on the record date for notice at such meeting, is entered in the securities register as a holder of one or more shares carrying the right to vote at such meeting or who beneficially owns shares that are entitled to be voted at such meeting; and (B) who complies with the notice procedures set forth below in this Policy.

2. In addition to any other applicable requirements, for a nomination to be made by a Nominating Shareholder, the Nominating Shareholder must have given timely notice thereof in proper written form to the Corporate Secretary of Capstone at the principal executive offices of Capstone in accordance with the provisions of this Policy.

3. To be timely, a Nominating Shareholder's notice to the Corporate Secretary of Capstone must be made:

   (a) in the case of an annual meeting of shareholders, not less than 35 days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than 50 days after the date (the Notice Date) on which the first public announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be made not later than the close of business on the tenth (10th) day following the later of: (i) the date of the public announcement (as defined below) of this Policy; and (ii) the Notice Date in respect of such meeting; or
   (b) in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement (as defined below) of the date of the special meeting of shareholders was made.

4. To be in proper written form, a Nominating Shareholder's notice to the Corporate Secretary of Capstone must set forth:

   (a) as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (A) the name, province or state and country of residence of the person; (B) the principal occupation, business or employment of the person; (C) the number of securities of each class of voting securities beneficially owned, or controlled or directed, directly or indirectly, by the person as of the record date for the meeting of shareholders (if such date shall

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then have been made publicly available and shall have occurred) and as of the date of such notice; and (D) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below); and

(b) as to the Nominating Shareholder giving the notice, any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote any shares of Capstone and any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws (as defined below).

Capstone may require any proposed nominee to furnish such other information as may be required by the Act and Applicable Securities Law to determine the eligibility of such proposed nominee to serve as an independent director of Capstone.

5. No person shall be eligible for election as a director of Capstone unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which it would have been entitled to submit a proposal pursuant to the provisions of the Act. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the foregoing provisions and, if any proposed nomination is not in compliance with such foregoing provisions, to declare that such defective nomination shall be disregarded.

6. For purposes of this Policy:

(a) "Public announcement" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by Capstone under its profile on the System of Electronic Document Analysis and Retrieval+ at *www.sedarplus.ca*; and

(b) "Applicable Securities Laws" means the applicable securities legislation of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each province and territory of Canada.

7. Notwithstanding any other provision of this Policy, notice given to the Corporate Secretary of Capstone pursuant to this Policy may only be given by personal delivery, facsimile transmission or email (at such email address as stipulated from time to time by the Corporate Secretary of Capstone for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery, email (at the address as aforesaid) or sent by facsimile transmission (provided that confirmation of such transmission has been received) to the Corporate Secretary at the address of the principal executive offices of Capstone; provided that if such delivery or electronic communication is made on a day which is a not a business day or later than 5:00 p.m. (Vancouver time) on a day which is a business day, then such delivery or electronic communication shall be deemed to have been made on the subsequent day that is a business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any requirement in this Policy.

AMENDMENT

This Policy 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.

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SCHEDULE "B"

TERMS OF REFERENCE FOR THE BOARD OF DIRECTORS

1. INTRODUCTION

The Board of Directors (the "Board") has the responsibility for the overall stewardship of the conduct of the business of Capstone Copper Corp. ("Capstone") and the activities of management. Management is responsible for the day-to-day conduct of the business. The Board's fundamental objectives are to enhance and preserve long-term shareholder value, and to ensure Capstone meets its obligations on an ongoing basis and that Capstone operates in a reliable and safe manner. In performing its functions, the Board should also consider the legitimate interests that its other stakeholders, such as employees, customers and communities, may have in Capstone. In overseeing the conduct of the business, the Board, through the Chief Executive Officer ("CEO"), shall set the standards of conduct for Capstone.

In performing its function, the Board will act honestly and in good faith with a view to the best interest of Capstone.

2. COMPOSITION

The Board operates by delegating certain of its authorities to management and by reserving certain powers to itself. The Board retains the responsibility for managing its own affairs including selecting its Chair, nominating candidates for election to the Board and constituting committees of the Board. Subject to the Articles of Capstone and the British Columbia Business Corporations Act (the "Act"), the Board may constitute, seek the advice of and delegate powers, duties and responsibilities to committees of the Board.

3. CORE RESPONSIBILITIES

The Board's principal duties and responsibilities fall into a number of categories which are outlined below.

A. Legal Requirements

The Board has the responsibility to direct management to ensure that all legal requirements have been met and documents and records have been properly prepared, approved and maintained.

The Board has the statutory responsibility to:

i. Manage or, to the extent it is entitled to delegate such power, to supervise the management of the business and affairs of Capstone by the senior officers of Capstone;

ii. Exercise the care, diligence and skill that reasonable, prudent people would exercise in comparable circumstances;

iii. Act in accordance with its obligations contained in the Act and the regulations, Capstone's Articles, applicable Canadian securities legislation, and other relevant legislation and regulations; and

iv. Ensure that management has established an effective risk management system.

B. Independence

The Board has the responsibility to ensure that appropriate structures and procedures are in place to permit the Board to function independently of management, including endeavouring to have a majority of independent directors as well as an independent Chair or an independent Lead Director, as the term "independent" is defined in National Instrument 58-101 "Disclosure of Corporate Governance Practices".

C. Strategy Determination

The Board has the responsibility to ensure that long term goals and a strategic planning process for Capstone is put in place and to participate with management through its committees in approving the mission of the business of Capstone and the strategic plan by which it proposes to achieve its goals, which strategic plan takes into account, among other things, the opportunities and risks of Capstone's business.

D. Managing Risk and Insurance

The Board has the responsibility to identify and understand the principal risks of the business in which Capstone is engaged, to achieve a proper balance between risks incurred and the potential return to shareholders, and to ensure management has put in place systems which effectively identify, monitor and manage those risks with a view to the long-term viability of Capstone. The Board's oversight of risk includes assessing the environmental and social impacts and related risks of environmental, social and governance (ESG) impacts on the corporate strategy and operating model. The Board also has the responsibility to take appropriate steps to minimize material risk exposures

by assessing Capstone's risk profile, categories of risk Capstone faces, strategies implemented to mitigate identified risks, and maintaining appropriate insurance programs to transfer risks where appropriate, including Capstone's captive insurance program. Board committees assist the Board in fulfilling its risk oversight responsibilities in certain areas of risk, as outlined in each Board Committee's Terms of Reference document.

E. Division of Responsibilities

The Board has the responsibility to:

i. Appoint directors to committees, and to delegate responsibilities to committees where appropriate to do so;

ii. Have in place position descriptions for:

a) The Lead Director of the Board;

b) The Chair of the Board;

c) The Chair of each Board Committee;

d) The Chief Executive Officer;

e) The President and Chief Operating Officer; and

f) The Chief Financial Officer; and

iii. Ensure that the directors of Capstone's subsidiaries are qualified and appropriate and that they are provided with copies of Capstone's policies for consideration for implementation by the subsidiaries.

To assist it in exercising its responsibilities, the Board has established four standing committees of the Board: the Audit Committee, the Human Resources & Compensation Committee, the Governance, Nominating & Sustainability Committee and the Technical, Health, Environment, Safety & Sustainability Committee. The Board may also establish other standing or special committees from time to time.

Each committee shall have written Terms of Reference that clearly establish its purpose, composition, responsibilities, authority, accountability and meetings.

F. Appointment, Training and Monitoring Senior Management

The Board has the responsibility:

i. to appoint the CEO, to monitor and assess the CEO's performance, ensures the CEO's integrity, and to provide advice and counsel in the execution of the CEO's duties;

ii. to approve the corporate goals or objectives that the CEO is responsible for;

iii. to approve the appointment of all corporate officers, acting upon the advice of the CEO and to satisfy itself as to the integrity of such corporate officers;

iv. to ensure that adequate provision has been made to train and develop management and for the orderly succession of management;

v. to ensure that all new directors receive a comprehensive orientation, to fully understand the role of the Board and its committees, the nature and operation of Capstone's business and the contribution that individual directors are required to make;

vi. to ensure a culture of integrity throughout Capstone;

vii. to set out expectations and responsibilities of directors including attendance at meetings and review of meeting materials.

viii. to ensure that management is aware of the Board's expectations of management;

ix. to ensure that succession plans have been made for corporate officers; and

G. Policies, Procedures and Compliance, Conduct

The Board has the responsibility:

i. to ensure that Capstone has in place a corporate policy framework that enables Capstone to operate at all times within applicable laws, regulations and its ethical standards;

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ii. to approve and monitor compliance with significant policies and procedures by which Capstone is operated; and

iii. to have in place a code of conduct and ensure effective systems are in place such that all directors, officers and employees comply with the code.

H. Reporting and Communication

The Board has the responsibility:

i. to ensure Capstone has in place policies and programs to enable Capstone to communicate effectively with its shareholders, stakeholders and the public generally;

ii. to ensure that the financial performance of Capstone is adequately reported to shareholders, other security holders and regulators on a timely and regular basis;

iii. to ensure that the financial results are reported fairly and in accordance with international financial reporting standards ("IFRS")

iv. to ensure the timely reporting of developments that have a material impact on the value of Capstone;

v. to report annually to shareholders on its stewardship of the affairs of Capstone for the preceding year;

vi. to develop appropriate measures for receiving shareholder feedback; and

vii. to develop Capstone's approach to corporate governance and to develop a corporate governance guideline.

I. Monitoring and Acting

The Board has the responsibility:

i. to monitor Capstone's progress towards its goals and objectives and to revise and alter its direction through management in response to changing circumstances;

ii. to take action when performance falls short of its goals and objectives or when other special circumstances warrant;

iii. to ensure that Capstone has implemented adequate control and information systems which ensure the effective discharge of its responsibilities; and

iv. to conduct regular assessments of the Board, committee and director effectiveness.

J. Non-Delegation

The following are responsibilities of the Board that cannot be delegated to management or any committee of the Board.

i. Declare dividends;

ii. On behalf of the Company, purchase, redeem, or otherwise acquire shares issued by the Company

iii. Approve a management proxy circular

iv. Approve a take-over bid circular

v. Approve any financial statements or other statutory disclosure documents

4. REVIEW AND REVISION OF THE TERMS OF REFERENCE

Annual Review: The Board shall annually review these Terms of Reference and make such changes as it deems advisable.

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