

Appendix 1C

Application for Admission to the ASX Official List (ASX Foreign Exempt Listing)

Name of entity¹

Capstone Copper Corp.

ABN/ARBN

ARBN 673 751 490

Date of this form

11 January 2024

We (the entity named above) apply for admission to the *official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing and for *quotation of the following *securities (or such other number of *securities as we may notify to ASX prior to the commencement of *quotation):

	Number	*Class (quoted only)
Estimated maximum number and *class of *securities to be quoted on ASX at the commencement of quotation on ASX	2,000,000	CHESS depository interests

By giving this form to ASX, we agree to the matters set out in Appendix 1C of the ASX Listing Rules.

Notes:

1. If the entity seeking admission is a trust, the application should be in the form "[Name of responsible entity of trust] in its capacity as responsible entity of [Name of trust]".
2. An entity seeking admission to the official list as an ASX Foreign Exempt Listing must also provide to ASX the information and documents referred to in the Information Form and Checklist (ASX Foreign Exempt Listing) published on the ASX website.

Information Form and Checklist

(ASX Foreign Exempt Listing)

Name of entity

CAPSTONE COPPER CORP.

We (the entity named above) supply the following information and documents to support our application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

Note: by giving an Appendix 1C Application for Admission to the ASX Official List (ASX Foreign Exempt Listing) to ASX, the entity is taken to have warranted that all of the information and documents it has given, or will give, to ASX in connection with its admission to the official list and the quotation of its securities are, or will be, accurate, complete and not misleading. It also indemnifies ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from, or connected with, any breach of that warranty (see Appendix 1C of the ASX Listing Rules).

The information and documents referred to in this Information Form and Checklist (including any annexures to it) are covered by the warranty and indemnity mentioned above.

Terms used in this Information Form and Checklist and in any Annexures have the same meaning as in the ASX Listing Rules.

If an applicant is admitted to the Official List of ASX, this Information Form and Checklist will be released on the Market Announcements Platform at the time of admission. Prior to admission, and promptly after this Information Form and Checklist is submitted to ASX, certain key details regarding the upcoming listing will be published on the ASX website at: <https://www2.asx.com.au/listings/upcoming-floats-and-listings>.

Part 1 – Key Information

Instructions: please complete each applicable item below. If an item is not applicable, please mark it as "N/A".

Corporate details

Legal name ¹	Capstone Copper Corp.	
Trading name	Capstone Copper Corp.	
Date of incorporation or establishment	22 March 2022	
Place of incorporation or establishment	Country	Canada
	State (Province, County, etc.)	British Columbia
All Australian registration numbers (as appropriate)	ABN	N/A
	ARBN	673 751 490
Foreign incorporation reference number, ² if applicable	C1354412	
Legal entity identifier (LEI), ³ if applicable	N/A	

¹ As registered with ASIC.

² The equivalent registration number to an ABN or ACN in the country of incorporation or establishment.

³ The LEI is a standard identifier that provides verified data on legal entities registered on a centralised system, the Global LEI System. Providing a LEI is voluntary. If the entity does not have a LEI leave this field blank. For Issuers who choose to voluntarily provide their LEI (where available), ASX will record /cont.

Legislation under which incorporated or established	Business Corporations Act (British Columbia)
Address of registered office in place of incorporation or establishment	Suite 2100, 510 West Georgia Street Vancouver BC V6B 0M3 Canada
Address of registered office in Australia (if any)	Level 61, Governor Philip Tower 1 Farrer Place, Sydney, NSW 2000
Main business activity	Copper mining and production
Country where main business activity is mostly carried on	Canada
Home exchange and listing category ⁴	Toronto Stock Exchange (TSX)
Any other exchanges on which the entity is listed	N/A
Street address of principal administrative office	Suite 2100, 510 West Georgia Street Vancouver BC V6B 0M3 Canada
Postal address of principal administrative office	Suite 2100, 510 West Georgia Street Vancouver BC V6B 0M3 Canada
Telephone number of principal administrative office	Tel: +1 604-684-8894 Toll-free: +1 866-684-8894
Email address for investor enquiries	info@capstonecopper.com
Website URL	capstonecopper.com

Board and senior management details⁵

Full name and title of chairperson of directors	Darren M. Pylot (Chair)
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and link the LEI of the issuer to each International Securities Identification Number (ISIN) allocated to financial instruments issued by that issuer and quoted on ASX. ASX will also provide the ISIN-LEI mapping to the Association of National Numbering Agencies (ANNA) Service Bureau (ASB) for the purpose of the ISIN-LEI mapping initiative, and this information will then be made publicly available on both the ANNA and Global Legal Entity Identifier Foundation (GLEIF) websites. Once publically available, any person may use the LEI information (including the ISIN-LEI mapping data) for any purpose without restriction.

⁴ Examples: NZX Main Board, Toronto Stock Exchange, NASDAQ

⁵ If the entity applying for admission to the official list is a trust, enter the board and senior management details for the responsible entity of the trust.

Full names of all existing directors	Darren M. Pylot (Chair) Peter Meredith (Lead Independent Director) Alison Baker (Director) Robert J. Gallagher (Director) Anne Giardini (Director) Patricia Palacios (Director) Gordon Bell (Director) John MacKenzie (Chief Executive Officer and Director)
Full names of any persons proposed to be appointed as additional or replacement directors	N/A
Full name and title of CEO/managing director	John MacKenzie (Chief Executive Officer and Director)
Email address of CEO/managing director	jmackenzie@capstonecopper.com
Full name and title of CFO	Raman Randhawa (Senior Vice President and Chief Financial Officer)
Email address of CFO	rrandhawa@capstonecopper.com
Full name and title of company secretary	Wendy A. King (Senior Vice President, Risk, ESG, General Counsel and Corporate Secretary)
Email address of company secretary	wking@capstonecopper.com

Third party company secretarial service provider details (if applicable)⁶

Service provider entity name ⁷	King & Wood Mallesons	
All Australian registration numbers (as appropriate)	ABN	22 041 424 954
	ACN	
	ARBN	
Foreign incorporation reference number, ⁸ if applicable		
Place of incorporation or establishment	Country	Australia
	State (Province, County, etc.)	ACT
Address	Level 61, Governor Phillip Tower, 1 Farrer Place, Sydney NSW 2000	

⁶ Please provide these details if the entity seeking admission has engaged an external entity to provide company secretarial services to it.

⁷ As registered with ASIC. If it is a foreign entity, reflect the entity legal name as registered in the country of incorporation or establishment, if applicable.

⁸ The equivalent registration number to an ABN or ACN in the country of incorporation or establishment, where the country of incorporation or establishment is not Australia.

ASX compliance contact details⁹

Full name and title of ASX contact(s)	Wendy A. King (Senior Vice President, Risk, ESG, General Counsel and Corporate Secretary)
Business address of ASX contact(s)	Suite 2100, 510 West Georgia Street Vancouver BC V6B 0M3 Canada
Business phone number of ASX contact(s)	+1 604-674-9040
Mobile phone number of ASX contact(s)	+1 604 655-9263
Email address of ASX contact(s)	wking@capstonecopper.com

Investor relations contact details

Full name and title of person responsible for investor relations	Jerrold Annett (SVP, Strategy and Capital Markets) Daniel Sampieri (Director, Investor Relations & Strategic Analysis)
Business phone number of person responsible for investor relations	+1 647-273-7351 +1 437-788-1767
Email address of person responsible for investor relations	jannett@capstonecopper.com dsampieri@capstonecopper.com

Auditor details

Full name of auditor	Deloitte LLP
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Registry details¹⁰

Name of securities registry	Computershare Investor Services Pty Limited
Address of securities registry	Yarra Falls, 452 Johnston Street, Abbotsford, VIC 3067, Australia
Phone number of securities registry	(within Australia) 1300 850 505 (international) +61 3 9415 4000
Fax number of securities registry	N/A
Email address of securities registry	www-au.computershare.com/Investor/#Contact/Enquiry
Type of sub-registers the entity will operate ¹¹	CHESS sub-register and issuer sponsored sub-register

⁹ Under Listing Rule 1.11 Condition 9, a listed entity must appoint a person responsible for communication with ASX on Listing Rule matters. You can appoint more than one person to cater for situations where the primary nominated contact is not available.

¹⁰ If the entity has different registries for different classes of securities, please indicate clearly which registry details apply to which class of securities.

¹¹ Example: CHESS and issuer sponsored sub-registers.

If the entity has or intends to have a certificated sub-register for quoted securities, the location of the Australian sub-register	N/A
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Key dates

Annual financial year end date	31 December
Month in which annual meeting is usually held (or intended to be held) ¹²	May
Months in which dividends or distributions are usually paid (or are intended to be paid)	N/A – Capstone Copper Corp. has never paid any cash dividends on its common shares and does not presently intend to pay cash dividends on common shares in the foreseeable future.

Agent for service of process

Name of the entity's Australian agent for service of process	Dabserv Corporate Services Pty Ltd	
All Australian registration numbers (as appropriate)	ABN	
	ACN	001 824 111
Place of incorporation or establishment	Country	Australia
	State (Province, County, etc.)	NSW
Address	1 Farrer Place, Sydney NSW 2000	

Part 2 – Checklist Confirming Compliance with Admission Requirements

Instructions: please indicate in the “Location/Confirmation” column for each item below and in any Annexures where the information or document referred to in that item is to be found (e.g. in the case of information, the specific page reference in the entity’s most recent annual report or any subsequent interim report where that information is located or, in the case of a document, the folder tab number where that document is located). If the item asks for confirmation of a matter, you may simply enter “Confirmed” in the “Location/Confirmation” column. If an item is not applicable, please mark it as “N/A”.

In this regard, it will greatly assist ASX and speed up its review of the application if the various documents referred to in this Checklist and any Annexures are provided both in hard copy and in electronic form in one or more folders and/or in any other appropriate electronic form containing consecutively numbered and titled documents (e.g. ‘Attachment 1 – Certificate of Incorporation’, ‘Attachment 2 – Constitution’, etc.), together with a document index. Where this Checklist indicates that an original document is required, ASX will also accept a certified copy of the relevant document.

Note that completion of this Checklist and any Annexures is not to be taken to represent that the entity is necessarily in full or substantial compliance with the ASX Listing Rules or that ASX will admit the entity to its official list. Admission to the official list is in ASX’s absolute discretion and ASX may refuse admission without giving any reasons (see Listing Rule 1.19).

¹² May not apply to some trusts.

Key supporting documents

Nº	Item	Location/Confirmation
1.	Entity's certificate of incorporation, certificate of registration or other evidence of status (including any change of name)	Document 1 – Certificate of Continuation dated 22 March 2022 Document 2 – Certificate of Change of Name dated 23 March 2022 Document 3 – Certificate of Good Standing dated 22 September 2023
2.	Entity's constitution	Document 4 – Articles dated 22 March 2022
3.	Confirmation that the entity is subject to, and complies with, the listing rules (or their equivalent) of its overseas home exchange (Listing Rule 1.11 Conditions 2 and 3)	Confirmed
4.	Details of any waiver or all or part of any listing rule (or the equivalent) provided by home exchange that will be in effect upon admission (Listing Rule 1.11 Condition 4) ¹³	N/A
5.	Entity's most recent annual report and any subsequent interim report	Document 5 – Q4 2021 MD&A and audited financial statements (pre-merger) Document 6 – Q2 2022 MD&A and financial statements Document 7 – Q4 2022 MD&A and audited financial statements Document 8 - Q1 2023 MD&A and financial statements Document 9 – Q2 2023 MD&A and financial statements Document 10 – Q3 2023 MD&A and financial statements Document 11 – 2022 Annual information form
6.	Executed ASX Online agreement confirming that documents may be given to ASX and authenticated electronically (Listing Rule 1.11 Condition 10) ¹⁴	Document 12 – ASX Online Agreement
7.	A specimen certificate/holding statement for each class of securities to be quoted or a specimen holding statement for CDIs (as applicable)	Document 13 - Specimen Holding Statement
8.	Please either enter "Confirmed" in the column to the right to confirm that the entity has not previously applied for, and been refused or withdrawn its application for, admission to the official list of another securities exchange, or attach a statement explaining the circumstances and state the location of that statement	Confirmed
9.	Payment for the initial listing fee ¹⁵	Confirmed

¹³ ASX may require details of waivers to be released to the market (see the note to Listing Rule 1.11 Condition 4).

¹⁴ An electronic copy of the *ASX Online Agreement* is available from the ASX Compliance Downloads page on ASX's website.

¹⁵ See Guidance Notes 15 and 15A for the fees payable on the application. Payment can be made either by cheque made payable to ASX Operations Pty Ltd or by electronic funds transfer to the following account:

Bank: National Australia Bank
Account Name: ASX Operations Pty Ltd
BSB: 082 057
A/C: 494728375
Swift Code (Overseas Customers): NATAAU3202S

If payment is made by electronic funds transfer, please email your remittance advice to ar@asx.com.au, describing the payment as the "initial listing fee" and including the name of the entity applying for admission, the ASX home branch where the entity has lodged its application (ie Sydney, Melbourne or Perth) and the amount paid.

Capital structure

10. A table showing the existing and proposed capital structure of the entity, broken down as follows:
- (a) the number and class of each equity security and each debt security currently on issue; and
 - (b) the number and class of each equity security and each debt security proposed to be issued between the date of this application and the date the entity is admitted to the official list; and
 - (c) the resulting total number of each class of equity security and debt security proposed to be on issue at the date the entity is admitted to the official list.

Note: This applies whether the securities are to be quoted or not. If the entity is proposing to issue a minimum, maximum or oversubscription number of securities, the table should be presented to disclose each scenario.

Document 14 – Capital structure table as at 10 January 2024

11. For each class of securities referred to in the table mentioned in item 10, the terms applicable to those securities

Note: This applies whether the securities are to be quoted or not.

For equity securities (other than options to acquire unissued securities or convertible debt securities), this should state whether they are fully paid or partly paid; if they are partly paid, the amount paid up and the amount owing per security; voting rights; rights to dividends or distributions; and conversion terms (if applicable).

For options to acquire unissued securities, this should state the number outstanding, exercise prices and expiry dates

For debt securities or convertible debt securities, this should state their nominal or face value; rate of interest; dates of payment of interest; date and terms of redemption; and conversion terms (if applicable).

Document 10 – Q3 2023 MD&A and financial statements (see page 43)

Document 14 – Capital structure table

Document 15 – Summary of Incentive Plans

12. If any class of securities which you are seeking to have quoted on ASX will not have CDIs issued over them, please obtain and provide an International Securities Identification Number (ISIN) for that class (ASX is not able to create a new ISIN for non-Australian issuers)

N/A

Other information

13. A brief history of the entity

Capstone is an Americas-focused copper mining company headquartered in Vancouver, Canada.

On 23 March 2022, Mantos Copper (Bermuda) Limited (Mantos Copper) acquired all of the issued and outstanding shares of Capstone Mining Corp. (Capstone Mining) via a court-approved plan of arrangement. Mantos Copper was incorporated pursuant to the Companies Act 1981 (Bermuda) on 18 August 2015, and “continued” from Bermuda into British Columbia under the Business Corporations Act (British Columbia) on 22 March 2022 and subsequently changed its name to Capstone Copper Corp.

The common shares of Capstone are currently listed and posted for trading on the Toronto Stock Exchange (TSX) under the symbol “CS”. It has been trading on the TSX since March 2023. Its predecessor, Capstone Mining, has been trading on the TSX since July 2004.

14. Details of the entity's existing activities and level of operations

Capstone owns and operates the following projects:

(a) **Pinto Valley (operating):** the Pinto Valley copper mine located in Arizona, USA. Pinto Valley has a declared measured and indicated mineral resource estimate of 1,344 mt of metal ore (predominantly copper) and is fully permitted to operate for the duration of the current life of mine plan, which extends to 2039.

(b) **Cozamin (operating):** the Cozamin copper-silver mine located in Zacatecas, Mexico. Cozamin has a declared measured and indicated mineral resource estimate of 23,872 kt of metal ore (copper, silver, zinc, lead) and the current life of mine plan extends to 2030.

(c) **Mantos Blancos (operating):** the Mantos Blancos copper-silver mine located in the Antofagasta region, Chile. Mantos Blancos has a declared measured and indicated mineral resource estimate of 206.4 mt of metal ore (copper, silver) in sulphides and of 120 mt of metal ore (copper) in oxides (dump leach), and a current life of mine plan that extends to 2038.

(d) **Mantoverde (operating):** 70% of the Mantoverde copper-gold mine, located in the Atacama region, Chile. Mantoverde has a declared measured and indicated mineral resource estimate of 527.6 mt of metal ore (copper, gold) in sulphides, of 231.7 mt of metal ore (copper) in oxides (heap leach) and of 244.8 mt of metal ore (copper) in oxides (dump leach).

(e) **Santo Domingo (development):** Santo Domingo is a fully permitted (but not yet constructed) copper-iron-gold-cobalt project, located approximately 30 kilometres northeast of Mantoverde in the Atacama region of Chile. Santo Domingo has a declared measured and indicated mineral resource estimate of 537 mt of metal ore (copper, gold, iron, sulphur and cobalt).

In addition, Capstone has a portfolio of early-stage, base metals exploration projects and is actively pursuing additional exploration opportunities through staking and acquiring properties under various earn-in and/or joint venture models.

15. Confirmation that there is no information not already disclosed to the entity's home exchange that should have been disclosed under the rules of that exchange

Confirmed

Nº Item

Location/Confirmation

Entities that are trusts

16. Please enter "Confirmed" in the column to the right to indicate that no-one is under an obligation to buy-back units in the trust or to allow a security holder to withdraw from the trust (Listing Rule 1.11 Condition 8(c))

N/A

Entities that do not have a primary listing on NZX Main Board

17. A completed Appendix 1C Information Form and Checklist Annexure 1 (Entities that do not have a Primary Listing on the NZX Main Board)¹⁶

Confirmed

Entities that have a primary listing on NZX Main Board

18. A completed Appendix 1C Information Form and Checklist Annexure 2 (Entities that have a Primary Listing on the NZX Main Board)¹⁷

N/A

Further documents to be provided before admission to the official list

Please note that, in addition to the information and documents mentioned above, an entity may be required to provide additional information to ASX under Listing Rule 1.17.

¹⁶ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

¹⁷ An electronic copy of this Appendix is available from the ASX Compliance Downloads page on ASX's website.

Information Form and Checklist

Annexure 1 (Entities that do not have a Primary Listing on the NZX Main Board)

Name of entity

ABN/ACN/ARBN/ARSN

Capstone Copper Corp.

ARBN 673 751 490

This Annexure forms part of the Information Form and Checklist supplied by the entity named above to support its application for admission to the official list of ASX Limited (ASX) as an ASX Foreign Exempt Listing.

***Instructions:** please complete each applicable item below. If an item is not applicable, please mark it as "N/A".*

Nº Item

Location/Confirmation

All entities

- | | |
|---|--|
| <p>1. A concise summary¹ of the rights and obligations of security holders under the law of its home jurisdiction and/or the rules of its home exchange covering:</p> <ul style="list-style-type: none"> what types of transactions require security holder approval; whether security holders have a right to request or requisition a meeting of security holders; whether security holders have a right to appoint proxies to attend and vote at meetings on their behalf; how changes in the rights attaching to securities are regulated; what rights do security holders have to seek relief for oppressive conduct; what rights do security holders have to bring or intervene in legal proceedings on behalf of the entity; and whether there is any equivalent to the "two strikes" rule in relation to remuneration reports in Part 2G.2 Division 9 of the Corporations Act (Guidance Note 4 section 2.3) | <p>Document 16 - Concise summary of laws</p> |
| <p>2. A concise summary² of the obligations of the entity under the law of its home jurisdiction and/or the rules of its home exchange regarding:</p> <ul style="list-style-type: none"> the disclosure of material information; the disclosure of periodic financial information and the accounting and auditing standards that apply; requirements for information to be sent to security holders; and regulation of dealings with directors and controlling holders of equity securities (Guidance Note 4 section 2.3) | <p>Document 16 - Concise summary of laws</p> |
| <p>3. A concise summary³ of how the disclosure of substantial holdings and takeovers are regulated under the law of its home jurisdiction (Guidance Note 4 section 2.3)</p> | <p>Document 16 - Concise summary of laws</p> |

¹ The concise summary is not intended to be a legal treatise on the laws of the entity's home jurisdiction or a detailed comparative analysis of those laws with the laws of Australia. For those matters where the entity's home jurisdiction has broadly comparable laws to Australia, a statement to that effect will generally suffice.

² See note 1 above.

³ See note 1 above.

Nº	Item	Location/Confirmation
4.	A summary of any taxes or duties payable under the law of its home jurisdiction by an investor in relation to the acquisition, holding or disposal of securities in the entity or, if there are no such taxes or duties, a statement to that effect (Guidance Note 4 section 2.3)	Document 17 - Concise summary of Canadian tax considerations

Entities applying under the profit assets test

5.	Evidence that the entity is a going concern or the successor of a going concern (Listing Rule 1.12.1)	N/A
6.	Evidence that the entity's operating profit before income tax from ordinary activities for each of the last 3 full financial years has been at least \$200 million (Listing Rules 1.12.2 and 1.12.3)	N/A
7.	Audited accounts for the last 3 full financial years and audit reports (Listing Rules 1.11 Condition 6(b) and 1.12.4) ⁴	N/A

Entities applying under the net tangible assets test

8.	Evidence that the entity has net tangible assets or a market capitalisation at the time of admission of at least \$2,000 million (Listing Rules 1.11 Condition 6(b) and 1.13)	As at 10 January 2024, Capstone has approximately 696 million common shares issued and outstanding, representing a market capitalisation of approximately C\$4.4 billion (A\$4.9 billion at C\$1:A\$1.11 exchange rate).
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Entities that are companies

9.	Evidence that the entity is registered as a foreign company carrying on business in Australia under the Corporations Act (Listing Rule 1.11 Condition 7)	Document 18 - Certificate of Registration as Foreign Company dated 19 December 2023
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Entities that are trusts

10.	Evidence that the entity is a registered managed investment scheme or has an exemption from ASIC from that requirement (Listing Rule 1.11 Condition 8(a))	N/A
11.	If the entity is exempted from the requirement to be a registered managed investment scheme, evidence that its responsible entity is either an Australian company or registered as a foreign company carrying on business in Australia under the Corporations Act (Listing Rule 1.11 Condition 8(b))	N/A

⁴ The accounts must not have been qualified in a way that goes to whether the entity can continue as a going concern or has satisfied the profit levels required. The entity's accounts must have been prepared and audited to standards acceptable to ASX (Listing Rule 1.12.4). ASX will accept for these purposes Australian Accounting Standards, International Financial Reporting Standards (IFRS) as adopted by the EU, or the accounting standards and generally accepted accounting principles applied in Bermuda, Canada, Cayman Islands, Hong Kong, New Zealand, Singapore, South Africa or USA. Otherwise, ASX must specifically agree to the accounting standards that apply to the entity.