

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This prospectus supplement, together with the short form base shelf prospectus dated March 28, 2024 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference therein does not constitute a public offering of these securities in any province or territory of Canada and constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities in those jurisdictions. See “Plan of Distribution”.

These securities have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the “U.S. Securities Act”), or the securities laws of any state of the United States and may not be offered, sold or delivered, directly or indirectly, in the United States, except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. This prospectus supplement, together with the short form base shelf prospectus dated March 28, 2024 to which it relates, as amended or supplemented, and each document incorporated or deemed to be incorporated by reference therein as of the date of this prospectus supplement for purposes of the distribution of the securities to which this prospectus supplement pertains, does not constitute an offer to sell or solicitation of an offer to buy any of these securities in the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this prospectus supplement, and in the short form base shelf prospectus dated March 28, 2024 to which it relates, from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Capstone Copper Corp. at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, telephone: (604) 684-8894 and are also available electronically at www.sedarplus.ca. See “Documents Incorporated by Reference”.

**PROSPECTUS SUPPLEMENT
TO THE SHORT FORM BASE SHELF PROSPECTUS
DATED MARCH 28, 2024**

Secondary Offering

April 5, 2024



Capstone Copper Corp.

A\$592,800,000

62,400,000 Common Shares

This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated March 28, 2024 (the “**Shelf Prospectus**”), qualifies the distribution of 62,400,000 common shares (the “**Offered Shares**”) and, together with all other common shares in the capital of the Company, the “**Common Shares**”) of Capstone Copper Corp. (the “**Company**”, “**Capstone**”, “**we**”, “**our**” or “**us**”) represented by an equal number of CHES depositary interests at a price of A\$9.50 per Offered Share (the “**Offering Price**”) being made to eligible investors outside of Canada (the “**Offering**”) by Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund I-A LP (collectively, the “**Selling Shareholders**”). The Company will not receive any of the proceeds from the sale of the Offered Shares by the Selling Shareholders. The Offering is being made pursuant to a block trade agreement dated April 5, 2024 (the “**Block Trade Agreement**”) between the Selling Shareholders and Macquarie Capital (Australia) Limited, Canaccord Genuity (Australia) Limited and RBC Capital Markets (Australia) (collectively, the “**Managers**”). The Offering Price was determined by arm’s length negotiation between the Selling Shareholders and the Managers with reference to the prevailing market price of the Common Shares and other factors. Under the terms of the Block Trade Agreement, the Offering is being made to eligible persons in Australia and certain other foreign jurisdictions where the distribution of the Offered Shares does not require a prospectus, registration, reporting or other similar requirements of the securities laws of any such jurisdiction. There are no Offered Shares being offered pursuant to this Prospectus Supplement in any of the provinces and territories of Canada. See “*Plan of Distribution*” and “*Selling Shareholders*”.

The Selling Shareholders currently hold, beneficially, an aggregate of 152,936,179 Common Shares, some of which may be held in the form of CDIs (as defined below) representing approximately 20.3% of our issued and outstanding Common Shares. Upon completion of the Offering, the Selling Shareholders will in aggregate, directly or indirectly, own or control 90,536,179 Common Shares, representing approximately 12.0% of our issued and outstanding Common Shares.

Price: A\$9.50 per Offered Share

	Price
Per Offered Share	9.50
Total Offering	592,800,000

An investment in the Offered Shares involves significant risks that should be carefully considered by prospective investors before purchasing Offered Shares. The risks outlined in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein and therein should be carefully reviewed and considered by prospective investors in connection with any investment in Offered Shares. See “Forward-Looking Information” and “Risk Factors”.

It is expected that closing of the Offering (the “**Closing**”) will occur on or about April 9, 2024, or such later date as the Selling Shareholders and the Managers may agree (the “**Closing Date**”). No Offered Shares will be distributed, offered or sold by the Selling Shareholders or the Managers in any province or territory of Canada.

The Common Shares are listed on the Toronto Stock Exchange (the “**TSX**”) under the symbol “CS”. On April 4, 2024, the last completed trading day prior to the public announcement of the Offering, the closing price of the Common Shares on the TSX was C\$8.99. On April 4, 2024, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was C\$8.99.

In addition, Common Shares are quoted on the Australian Securities Exchange (the “**ASX**”) as CHESS Depositary Interests (“**CDIs**”), with each CDI representing one Common Share, under the symbol “CSC”. As of the close of trading on April 5, 2024, the last completed trading day prior to both the public announcement of the Offering and the date of this Prospectus Supplement, there had been no trading of CDIs on ASX and therefore no recorded CDIs trading prices.

Offered Shares will be represented by the transfer of CDIs and, for greater certainty, this Prospectus Supplement will qualify the Offered Shares underlying such CDIs. A CDI trades on the ASX and gives the holder a beneficial interest in a Common Share. Settlement of CDI allocations will be made via CHESS DvP in accordance with the terms set out in the confirmation letter to be provided to investors. Following settlement, investors will be issued CHESS holding statements in respect of the CDIs transferred to them.

Capstone’s head and registered office is located at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada.

Alison Baker, Robert J. Gallagher, Anne Giardini and Patricia Palacios, each a director of the Company, reside outside of Canada and each of the Selling Shareholders is organized under the laws of a foreign jurisdiction. These persons and companies have appointed the following agents for service of process in Canada:

<u>Name of Person or Company</u>	<u>Name and Address of Agent</u>
Alison Baker, Robert J. Gallagher, Anne Giardini and Patricia Palacios	Blakes Vancouver Services Inc., c/o Blake, Cassels & Graydon LLP, 1133 Melville Street, Suite 3500, The Stack, Vancouver, British Columbia, V6E 4E5, Canada
Orion Fund JV Limited	Torys LLP, 79 Wellington Street West, Suite 3000, Toronto, Ontario, M5K 1N2, Canada

Orion Mine Finance Fund II LP

Torys LLP, 79 Wellington Street West, Suite 3000,
Toronto, Ontario, M5K 1N2, Canada

Orion Mine Finance (Master) Fund I-A LP

Torys LLP, 79 Wellington Street West, Suite 3000,
Toronto, Ontario, M5K 1N2, Canada

Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process. See “*Risk Factors*”.

Investors should rely only on the information contained in or incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus. We have not authorized anyone to provide investors with different information. Information contained on our website shall not be deemed to be a part of this Prospectus Supplement (including the accompanying Shelf Prospectus) or incorporated by reference and should not be relied upon by prospective investors for the purpose of determining whether to invest in the Offered Shares. The Selling Shareholders will not make an offer of the Offered Shares in any jurisdiction where such offer or sale is not permitted. Investors should not assume that the information contained in this Prospectus Supplement is accurate as of any date other than the date on the face page of this Prospectus Supplement or the date of any documents incorporated by reference herein.

No underwriter has been involved in the preparation of this Prospectus Supplement or performed any review of the contents of this Prospectus Supplement

Prospective purchasers are advised to consult their own tax and other professional advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Offered Shares. See “*Certain Canadian Federal Income Tax Considerations*”.

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ABOUT THIS PROSPECTUS SUPPLEMENT

Unless otherwise indicated or the context otherwise requires: (i) the “**Company**”, “**Capstone**”, “**we**”, “**our**” and “**us**” refers to Capstone Copper Corp., following completion of the transaction combining Mantos (as defined below) and Old Capstone (as defined below), pursuant to which Old Capstone became a wholly-owned subsidiary of Mantos on March 23, 2022 (the “**Mantos Transaction**”) and includes each of our direct and indirect subsidiaries, including Old Capstone as the context requires; (ii) “**Old Capstone**” or “**Capstone Mining**” refers to Capstone Mining Corp., prior to completion of the Mantos Transaction; and (iii) “**Mantos**” refers to Mantos Copper (Bermuda) Limited, prior to completion of the Mantos Transaction.

This document is composed of two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and adds to and supplements information contained in the Shelf Prospectus and the documents incorporated by reference therein. The second part is the Shelf Prospectus, which gives more general information, some of which may not apply to the Offering. This Prospectus Supplement is deemed to be incorporated by reference into the Shelf Prospectus solely for the purpose of the Offering.

An investor should rely only on the information contained in this Prospectus Supplement and the Shelf Prospectus (or incorporated by reference herein or therein). None of the Company, the Selling Shareholders or the Managers have authorized anyone to provide investors with additional or different information and any such information should not be relied upon. Information presented on or accessed through the Company’s website at www.capstonecopper.com is not incorporated into, or made part of, this Prospectus Supplement and prospective investors should not rely on such information when deciding whether or not to invest in the Offered Shares.

If the description of the Offered Shares or any other information varies between this Prospectus Supplement and the Shelf Prospectus (including the documents incorporated by reference herein and therein), the information in this Prospectus Supplement supersedes the information in the Shelf Prospectus. The Offered Shares are not being offered in any jurisdiction where such offer or sale is not permitted. This Prospectus Supplement shall not be used by anyone for any purpose other than in connection with the Offering.

Prospective purchasers should assume that the information contained in or incorporated by reference in this Prospectus Supplement and the Shelf Prospectus is accurate only as at its date or the respective dates of the documents incorporated by reference herein, unless otherwise noted herein or as required by law. The Company’s business, financial condition, results of operations and prospects may have changed since those dates. We do not undertake to update the information contained or incorporated by reference herein, except as required by applicable securities laws.

Market data and certain industry forecasts used in the Shelf Prospectus or this Prospectus Supplement, and the documents incorporated by reference therein and herein, were obtained from market research, publicly available information and industry publications. We believe that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. We have not independently verified such information, and we do not make any representation as to the accuracy of such information.

The Company may use certain non-GAAP and other financial measures in this Prospectus Supplement, the Shelf Prospectus or in documents incorporated by reference herein or therein, which are not defined under International Financial Reporting Standards (“**IFRS**”). Prospective investors are cautioned that non-GAAP financial measures should not be construed as an alternative to the IFRS consolidated statements of income or other IFRS statements. Accordingly, these measures are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. Further, these measures do not have any standardized meaning and the Company’s method of calculating each measure may not be comparable to calculations used by other companies bearing the same description.

In this Prospectus Supplement, unless otherwise indicated, all references to “\$”, “US\$” or “dollars” are expressed in United States dollars. References to “A\$” are to Australian dollars, references to “C\$” are to Canadian dollars, references to “MX\$” are to Mexican pesos and references to “CLP\$” are to Chilean pesos.

None of the Managers, nor their respective affiliates, related bodies corporate, directors, officers, partners, employees, associates, advisers and agents (together the “**Manager Parties**”), have authorised, permitted or caused the issue,

lodgement, submission, dispatch or provision of this Prospectus Supplement or the Shelf Prospectus and, for the avoidance of doubt, none of them makes or purports to make any statement in this Prospectus Supplement or the Shelf Prospectus and there is no statement in this Prospectus Supplement or the Shelf Prospectus which is based on any statement by any of them. To the maximum extent permitted by law, each of the Manager Parties exclude and expressly disclaim all responsibility and liabilities (including without limitation for negligence or in respect of any expenses, losses, damages or costs incurred) as a result of an investor's participation in or failure to participate in the Offering and the information in this Prospectus Supplement or the Shelf Prospectus being inaccurate or incomplete in any way for any reason, whether by negligence or otherwise, and make no representations or warranties (express or implied) as to the currency, accuracy, reliability, reasonableness or completeness of information in this Prospectus Supplement or the Shelf Prospectus and have not independently verified any such information and take no responsibility for any part of this Prospectus Supplement or the Shelf Prospectus.

FORWARD-LOOKING INFORMATION

This Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein and therein contain "forward-looking information" and "forward-looking statements" (collectively, "**forward-looking information**") within the meaning of applicable securities laws. Forward-looking information may relate to the Company's future financial outlook and anticipated events or results and may include information regarding our financial position, business strategy, growth strategies, addressable markets, budgets, operations, financial results, taxes, dividend policy, plans and objectives. Particularly, information regarding our expectations of future results, performance, achievements, prospects or opportunities or the markets in which we operate is forward-looking information. In some cases, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "targets", "expects" or "does not expect", "is expected", "an opportunity exists", "budget", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "does not anticipate", "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent management's expectations, estimates and projections regarding future events or circumstances. We have based the forward-looking information on our current expectations and projections about future events and financial trends that we believe might affect our financial condition, results of operations, business strategy and financial needs.

Forward-looking information included in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein and therein includes, but is not limited to:

- the intentions of the Selling Shareholders and the Managers to complete the Offering on the terms and conditions described herein;
- the commissioning activities at the Mantoverde Development Project (the "MVDP");
- the terms of the Offering;
- business objectives and anticipated milestones and expected timing relating thereto;
- the plan of distribution of the Offered Shares;
- the estimation of Mineral Resources and Mineral Reserves;
- the realization of Mineral Reserve estimates;
- the timing and amount of estimated future production;
- the costs of production and capital expenditures and reclamation;
- the budgets for exploration projects;
- the success of our mining operations;
- the continuing success of mineral exploration;
- the estimations for potential quantities and grade of inferred resources and exploration targets;
- our ability to finance future growth capital;
- environmental risks;
- unanticipated reclamation expenses; and
- title disputes.

Forward-looking information is based on our opinions, estimates and assumptions in light of management's experience and perception of historical trends, current conditions and expected future developments, including, but not limited to:

- favourable equity and debt capital markets;
- the ability to raise any necessary additional capital on reasonable terms to advance the Company's projects;
- future prices of copper and other metals;
- the accuracy of any mineral reserve and mineral resource estimates;
- production costs;
- the accuracy of budgeted costs and expenditures;
- the price of other commodities such as fuel;
- future currency exchange rates and interest rates;
- operating conditions being favourable such that the Company is able to operate in a safe, efficient and effective manner;
- the receipt of governmental, regulatory and third party approvals, licenses and permits on favourable terms;
- obtaining required renewals for existing approvals, licenses and permits on favourable terms;
- sustained labour stability;
- stability in financial and capital goods markets;
- availability of equipment; and
- other factors that we currently believe are appropriate and reasonable in the circumstances, and are subject to risks and uncertainties.

Although we believe that the assumptions underlying these statements are reasonable, they may prove to be incorrect and there can be no assurance that actual results will be consistent with the forward-looking information. Given these risks, uncertainties and assumptions, prospective purchasers of the Offered Shares should not place undue reliance on the forward-looking information contained herein. Whether actual results, performance or achievements will conform to the Company's expectations and predictions is subject to a number of known and unknown risks, uncertainties, assumptions and other factors, including, but not limited to:

- the price of Common Shares may experience significant fluctuations;
- there can be no assurance that there will be sufficient liquidity on the ASX or the TSX;
- there is no assurance that the forward-looking statements included or incorporated by reference in this Prospectus Supplement will prove to be correct;
- risks related to dilution to existing shareholders in connection with financings, acquisitions, investments and equity investment plans;
- future sales of a substantial amount of Common Shares could depress the market price of the Common Shares;
- public shareholders having limited control over our operations;
- the concentration of share ownership of Capstone;
- trading price and volume of the Common Shares could decline following unfavourable industry research;
- enforcement of civil liabilities against directors and officers residing outside of Canada;
- investors may lose their entire investment;
- inherent hazards associated with mining operations;
- future prices of copper and other metals;
- integrating the operations, technologies and personnel of Capstone Mining and Mantos Copper;
- operating in domestic and foreign jurisdictions with risk of changes to governmental regulation or community interest;
- adoption of a mining royalty tax;
- geotechnical and hydrological challenges including without limitation landslides, cave-ins, rock falls, slump, ground or slope failure, waste rock, leaching and tailings and water storage facility failures or releases and pit wall failures;

- completion requirements for the silver stream agreement for the production of silver from Cozamin (as defined below) between Old Capstone and Wheaton Precious Metals Corp. (“**Wheaton**”) dated February 19, 2021 (the “**Cozamin Silver Stream Agreement**”);
- pricing and other risks in connection with the Cozamin Silver Stream Agreement;
- completion requirements for the precious metals purchase agreement for the production of gold from Santo Domingo (as defined below) between Capstone Mining and Wheaton dated March 25, 2021;
- financings entered into for the development of the MB-CDP (as defined below) and the MVDP (as defined below) surety bonding;
- dependence on the availability of water;
- compliance with financial covenants;
- ability to obtain additional financing on acceptable terms or at all;
- concentrate sales offtake agreements and counterparty risk;
- market access restrictions or tariffs;
- global crises and pandemics;
- foreign currency exchange rate fluctuations;
- changes in general economic conditions;
- increased operating and capital costs;
- uncertainties and risks related to the costs, timing and complexities of developing Capstone’s projects;
- reliance on approvals, licences and permits from governmental authorities;
- accuracy of mineral resource and mineral reserve estimates;
- challenges to title to our mineral properties;
- compliance with governmental regulations;
- climate change and its impact on climatic conditions on our operations and projects;
- public policy changes in climate change regulatory regime;
- compliance with environmental laws and regulations;
- ability to recruit and retain qualified personnel;
- land reclamation and mine closure obligations;
- uncertainties and risks related to the Mantos Blancos Concentrator Debottlenecking Project (“**MB-CDP**”) and the MVDP;
- financings entered into for the development of the MB-CDP and the MVDP;
- uncertainties and risks related to the potential development of Santo Domingo;
- reliance on infrastructure being adequate and available;
- our ability to acquire properties for growth;
- dependence on key management personnel;
- potential conflicts of interest involving our directors and officers;
- corruption and bribery;
- limitations inherent in our insurance coverage;
- labour disruptions involving Capstone employees, or employees of its independent contractors;
- cybersecurity threats;
- competition in the mining industry;
- limited recourse regarding the potential liabilities associated with Pinto Valley (as defined below);
- risks associated with joint venture partners or relations with non-controlling shareholders;
- security and violence;
- legal proceedings;
- availability and cost of our revolving credit facility;
- sales of Common Shares by existing shareholders can reduce trading prices;
- Capstone’s Sustainable Development Strategy;
- reputational risk;
- the volatility of the price of the Common Shares;
- the Company may be unable to obtain additional financing on acceptable terms or at all;
- the uncertainty of maintaining a liquid trading market for the Common Shares;
- risks related to dilution to existing shareholders if stock options or other convertible securities are exercised;

- the history of the Company with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future;
- the absence of a public market for certain of the securities;
- unsecured debt securities;
- the effect of changes in interest rates on the Company's debt securities; and
- the effect of fluctuations in foreign currency markets on the Company's debt securities;

Although we have attempted to identify important risk factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to us or that we presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information, including but not limited to the factors in the “*Risk Factors*” sections of the AIF and in the Shelf Prospectus, as well as those contained in this Prospectus Supplement. The AIF is available under our issuer profile on SEDAR+ at www.sedarplus.ca. If any of these risks or uncertainties materialize, or if assumptions underlying the forward-looking information prove incorrect, actual results might vary materially from those anticipated in the forward-looking information.

Although we base forward-looking information on assumptions that we believe are reasonable when made, we caution investors that forward-looking information is not a guarantee of future performance and that our actual results of operations, financial condition and liquidity and the development of the industry in which we operate may differ materially from those made in or suggested by the forward-looking information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein or therein. In addition, even if our results of operations, financial condition and liquidity and the development of the industry in which we operate are consistent with the forward-looking information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein or therein, those results or developments may not be indicative of results or developments in subsequent periods.

Given these risks and uncertainties, investors are cautioned not to place undue reliance on forward-looking information. Any forward-looking information that is contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein or therein speaks only as of the date of such statement, and we undertake no obligation to update any forward-looking information or to publicly announce the results of any revisions to any of those statements to reflect future events or developments, except as required by applicable securities laws. Comparisons of results for current and any prior periods are not intended to express any future trends or indications of future performance, unless specifically expressed as such, and should only be viewed as historical data.

All of the forward-looking information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein or therein is expressly qualified by the foregoing cautionary statements. Investors should read this Prospectus Supplement, the Shelf Prospectus and the documents incorporated by reference herein and therein and consult their own professional advisors to ascertain and assess the income tax, legal, risk factors and other aspects of their investment in the Offered Shares.

Additional information is contained in the Company's filings with Canadian securities regulators, including the AIF. These filings are available under our issuer profile on SEDAR+ at www.sedarplus.ca. Except as expressly provided herein, documents filed on SEDAR+ are not, and should not be considered, part of this Prospectus Supplement or the Shelf Prospectus.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Shelf Prospectus solely for the purposes of the Offering. Other documents are also incorporated, or are deemed to be incorporated by reference, into the Shelf Prospectus and reference should be made to the Shelf Prospectus for full particulars thereof.

Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada, telephone (604) 684-8894. In addition, copies of the documents incorporated by reference herein may be obtained from the securities commissions or similar authorities in Canada electronically under our issuer profile on SEDAR+, at www.sedarplus.ca.

Except to the extent that their contents are modified or superseded by a statement contained in this Prospectus Supplement or in any other subsequently filed document that is also incorporated by reference in this Prospectus Supplement, the following documents of the Company filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement:

- a) our annual information form dated March 27, 2024 for the fiscal year ended December 31, 2023 (the “**AIF**”);
- b) our audited consolidated financial statements as at and for the years ended December 31, 2023 and 2022;
- c) our management’s discussion and analysis of financial position and operating results for the year ended December 31, 2023;
- d) our management information circular in respect of the annual general meeting of shareholders of the Company to be held on May 3, 2024; and
- e) the following material change reports of the Company filed since December 31, 2023, the end of the financial year in respect of which the AIF was filed:
 - i. dated February 9, 2024, announcing the completion of the secondary and treasury offering of Common Shares;
 - ii. dated February 7, 2024, announcing the ASX approval of the Company’s secondary listing on the ASX; and
 - iii. dated January 4, 2024, announcing the resignation of Mr. George Brack from the board of directors of Capstone (the “**Board**”).

Any document of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference into a short form prospectus, including any annual information forms, material change reports (except confidential material change reports), business acquisition reports, interim financial statements, annual financial statements and the independent auditor’s report thereon, management’s discussion and analysis and information circulars of the Company, filed by the Company with securities commissions or similar authorities in Canada after the date of this Prospectus Supplement and before the termination of the distribution under the Offering, shall be deemed to be incorporated by reference into this Prospectus Supplement. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should carefully review all information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated or deemed to be incorporated by reference herein and therein.

Any statement contained in this Prospectus Supplement, in the Shelf Prospectus or in any document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in the Shelf Prospectus or in any other subsequently filed document which also is, or is deemed to be, incorporated by reference herein or in the Shelf Prospectus modifies or supersedes such prior statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to prevent a statement that is made from being false or misleading in the circumstances in which it was made. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute part of this Prospectus Supplement.

References to our website in any documents that are incorporated by reference into this Prospectus Supplement and the Shelf Prospectus are inactive textual references only and do not incorporate by reference the information on such website into this Prospectus Supplement or the Shelf Prospectus, and we disclaim any such incorporation by reference.

CURRENCY AND EXCHANGE RATE DATA

The following table sets forth for the U.S. dollar exchange rates for our principal operating currencies, the high and low exchange rates during each period and the average of the exchange rates on the last day of each month during each period.

	Years Ended December 31	
	2023	2022
Canadian dollar (C\$)⁽¹⁾		
Average	1.3495	1.3019
High	1,3875	1.3885
Low	1.3110	1.2477
Australian dollar (A\$)⁽²⁾		
Average	0.8968	0.9035
High	0.9490	0.9474
Low	0.8602	0.8633
Mexican peso (MX\$)⁽³⁾		
Average	17.7306	20.1079
High	19.4070	21.3764
Low	16.6870	19.1509
Chilean peso (CLP\$)⁽⁴⁾		
Average	839.69	873.39
High	946.13	1,048.50
Low	779.30	778.10

(1) Information on US\$ to C\$ exchange rates obtained from Bloomberg.

(2) Information on A\$ to C\$ exchange rates obtained from Bloomberg.

(3) Information on US\$ to MX\$ exchange rates obtained from Bloomberg.

(4) Information on US\$ to CLP\$ exchange rates obtained from Bloomberg.

On April 4, 2024, the daily average exchange rate published by the Bank of Canada was \$1.00 equals C\$1.35, the exchange rate published by the Reserve Bank of Australia was \$1.00 equals A\$1.518142, the exchange rate published by the Bank of Mexico was \$1.00 equals MX\$16.5173 and the exchange rate published by the Central Bank of Chile was \$1.00 equals CLP\$962.83. The Canadian/U.S. dollar, Australian/U.S. Dollar, the Mexican Peso/U.S. dollar and Chilean Peso/U.S. dollar exchange rates have each varied significantly over the last several years and investors are cautioned that the exchange rates presented here are historical and are not indicative of future exchange rates.

The foregoing rates may differ from the actual rates used in the preparation of the financial statements and other financial data appearing in this Prospectus Supplement. The inclusion of these exchange rates is not meant to suggest that the amounts in one currency actually represent such amounts in another currency, or that one currency could have been converted into another currency at any particular rate, if at all.

THE COMPANY

The following description of the Company does not contain all of the information about the Company and its properties and business that you should consider before investing in the Offered Shares. You should carefully read this Prospectus Supplement in its entirety and the Shelf Prospectus, including the sections titled “Risk Factors”, as well as the documents incorporated by reference herein and therein before making an investment decision.

Overview

Capstone is an Americas-focused copper mining company headquartered in Vancouver, British Columbia, Canada. We own and operate the Pinto Valley copper mine located in Arizona, United States, the Cozamin copper-silver mine

located in Zacatecas, Mexico, the Mantos Blancos copper-silver mine located in the Antofagasta region, Chile, and 70% of the Mantoverde copper-gold mine located in the Atacama region, Chile. In addition, we own the fully permitted Santo Domingo copper-gold project, located approximately 30 kilometres northeast of Mantoverde in the Atacama region, Chile, as well as a portfolio of exploration properties in the Americas.

Capstone's strategy is to grow copper production while executing on cost and operational improvements through innovation, optimization and safe and responsible production throughout our portfolio of assets. We focus on profitability and disciplined capital allocation to surface stakeholder value. We are committed to creating a positive impact in the lives of our people and local communities, while delivering compelling returns to investors by sustainably producing copper to meet the world's growing needs.

Capstone's material mineral properties consist of:

- Pinto Valley mine, an open-pit, copper mine located in Arizona, United States ("**Pinto Valley**");
- Cozamin mine, an underground, copper-silver mine located in the State of Zacatecas, Mexico ("**Cozamin**" or "**Cozamin Mine**");
- Mantos Blancos mine, a copper-silver mine located in Antofagasta region, Chile ("**Mantos Blancos**");
- 70% of the Mantoverde copper-gold mine, located in the Atacama region, Chile ("**Mantoverde**"); and
- the Santo Domingo development project, a large-scale copper-iron-gold-cobalt project in the Atacama Region, Chile ("**Santo Domingo**").

In addition to ongoing exploration at our operations aimed at increasing mine life, we have a portfolio of early-stage, base metals exploration projects and are actively pursuing additional exploration opportunities through staking and acquiring properties under the earn-in and/or joint venture models.

Capstone's principal product is copper (in concentrate as well as copper cathode), with silver, zinc and other metals produced as by-products.

Further information regarding the business of the Company, its operations and its mineral properties can be found in the AIF, the Shelf Prospectus and the documents incorporated by reference therein and herein. See "*Documents Incorporated by Reference*".

USE OF PROCEEDS

The net proceeds from the sale of the Offered Shares are solely for the account of the Selling Shareholders. The Company is not issuing or selling any securities under the Offering and, accordingly, will not receive any proceeds from the Offering. The estimated net proceeds received by the Selling Shareholders from the Offering will be approximately A\$580,052,693. In accordance with the Registration and Board Nomination Rights Agreement, dated March 23, 2022 between the Company and the Selling Shareholders, the Selling Shareholders have agreed to pay all of the Company's expenses and certain other expenses incurred in connection with the Offering.

DESCRIPTION OF SECURITIES DISTRIBUTED

The Company's authorized share capital consists of an unlimited number of Common Shares. As at the date hereof, 753,464,743 Common Shares are issued and outstanding. As of the date hereof, 64,703,635 of those Common Shares are held in the form of CDIs. In addition, as of the date hereof, there are 7,827,500 Common Shares issuable upon the conversion of outstanding share units and exercise of stock options. See "*Description of Share Capital – Common Shares*" in the Shelf Prospectus for a detailed description of the attributes of the Common Shares.

The ASX uses an electronic system called CHESS for the clearance and settlement of trades on the ASX. The Company is incorporated in Canada which does not recognize the CHESS system of holding securities. Accordingly, to enable the Common Shares to be cleared and settled electronically through CHESS, CDIs are issued.

CONSOLIDATED CAPITALIZATION

Since December 31, 2023, being the date of the Financial Statements, there have been no material changes in our consolidated share and loan capital which have not been described in the Shelf Prospectus and the documents incorporated by reference therein.

PRIOR SALES

The following table sets forth the prior sales of Common Shares by the Selling Shareholders for the 12-month period prior to the date of this Prospectus Supplement:

Date	Security	Price Per Security	Number of Securities
February 8, 2024	Common Shares	\$6.30	11,900,000 ⁽¹⁾⁽²⁾⁽³⁾
Total Common Shares			11,900,000

Notes:

- (1) 10,247,358 Common Shares sold by Orion Fund JV Limited.
- (2) 1,211,937 Common Shares sold by Orion Mine Finance Fund II LP.
- (3) 440,705 Common Shares sold by Orion Mine Finance Fund I-A LP.

TRADING PRICE AND VOLUME

The Common Shares are listed on the TSX under the symbol “CS”. On April 4, 2024, the last completed trading day prior to the public announcement of the Offering, the closing price of the Common Shares on the TSX was C\$8.99. On April 4, 2024, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was C\$8.99. The following table sets out the monthly price ranges and trading volumes of the Common Shares on the TSX for the 12-month period prior to the date of this Prospectus Supplement, all as reported by the TSX:

Month	Volume	High (C\$)	Low (C\$)
April 1 - 4, 2024	9,340,823	9.15	8.535
March 2024	36,686,204	8.68	6.91
February 2024	31,169,836	7.59	6.23
January 2024	33,404,372	6.93	5.97
December 2023	25,149,683	6.79	5.47
November 2023	20,605,262	5.65	4.40
October 2023	27,245,856	5.67	4.51
September 2023	22,950,594	6.68	5.37
August 2023	22,497,953	6.83	5.82
July 2023	25,931,519	7.00	5.71
June 2023	26,050,844	6.38	5.41
May 2023	32,973,983	6.70	5.16
April 2023	30,871,311	7.25	5.71

Common Shares were first quoted on the ASX as CDIs on February 2, 2024, with each CDI representing one Common Share, under the symbol “CSC”. As of the close of trading on April 5, 2024, the last completed trading day prior to both the public announcement of the Offering and the date of this Prospectus Supplement, there had been no trading in CDIs on ASX and therefore no recorded CDIs trading prices.

SELLING SHAREHOLDERS

The Selling Shareholders under the Offering are Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund I-A LP. The following table sets forth information with respect to the ownership of Common Shares by the Selling Shareholders as of the date hereof, as adjusted to reflect the completion of the Offering.

Name of Shareholder	Common Shares Beneficially Owned Prior to Closing		Common Shares Beneficially Owned Immediately Following Closing	
	Number of Common Shares ⁽⁴⁾	Percentage of Total Outstanding Common Shares	Number of Common Shares	Percentage of Total Outstanding Common Shares
Orion Fund JV Limited	131,696,788	17.48%	77,962,743	10.35% ⁽¹⁾
Orion Mine Finance Fund II LP	15,575,554	2.07%	9,220,520	1.22% ⁽²⁾
Orion Mine Finance (Master) Fund I-A LP	5,663,837	0.75%	3,352,916	0.44% ⁽³⁾

Notes:

- (1) On a fully-diluted basis, assuming the exercise in full of outstanding share units and options, approximately 10.24%.
- (2) On a fully-diluted basis, assuming the exercise in full of outstanding share units and options, approximately 1.21%.
- (3) On a fully-diluted basis, assuming the exercise in full of outstanding share units and options, approximately 0.44%.
- (4) Stated inclusive of Common Shares underlying CDIs.

PLAN OF DISTRIBUTION

The Offering is being made pursuant to the Block Trade Agreement between the Selling Shareholders and the Managers. The Managers are severally obligated to take up and pay for any Offered Shares that are not purchased and acquired by eligible investors. The Offering Price was determined by arm's length negotiation between the Selling Shareholders and the Managers with reference to the prevailing market price of the Common Shares and other factors.

Under the terms of the Block Trade Agreement, the Offering is being made to eligible persons in Australia and certain other foreign jurisdictions where the distribution of the Offered Shares does not require a prospectus, registration, reporting or other similar requirements of the securities laws of any such jurisdiction. **There are no Offered Shares being offered pursuant to this Prospectus Supplement in any of the provinces and territories of Canada.**

No disclosure document has been lodged with the Australian Securities and Investments Commission in relation to the Offering. Neither this Prospectus Supplement nor the Shelf Prospectus constitutes a disclosure document under the *Corporations Act 2001 (Cth)* of Australia, and does not purport to include the information required for a disclosure document under the *Corporations Act 2001 (Cth)* of Australia.

The Offered Shares are listed on the TSX with Offered Shares settled in Australia being represented by CDIs that will be quoted on ASX.

The obligations of the Managers under the Block Trade Agreement are conditional and may be terminated at their discretion upon the occurrence of certain stated events, including but not limited to in the event of certain stated material changes to the Company and its subsidiaries (taken as a whole), a general moratorium on commercial banking activities in Australia, Hong Kong, Singapore, Canada, the United Kingdom or the United States being declared by the relevant central banking authority in those countries, or the trading in all securities quoted on the ASX, London Stock Exchange, TSX or the New York Stock Exchange being suspended or limited in a material respect.

The Selling Shareholders have agreed to indemnify the Manager Parties against all liabilities, losses, costs, expenses and damages, however caused, arising directly or indirectly from or in connection with the Block Trade Agreement, the Offering, or any of the Managers' activities contemplated in the Block Trade Agreement.

The Offered Shares offered hereby have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered or sold in the United States except pursuant to an exemption from the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Offered Shares will not be offered or sold in the United States.

Offered Shares will be represented by the transfer of CDIs and, for greater certainty, this Prospectus Supplement will qualify the Offered Shares underlying such CDIs. A CDI trades on the ASX and gives the holder a beneficial interest in a Common Share. Settlement of CDI allocations will be made via CHESS DvP in accordance with the terms set out in the confirmation letter to be provided to investors. Following settlement, investors will be issued CHESS holding statements in respect of the CDIs transferred to them.

The Selling Shareholders have agreed not to, without the prior written consent of the Managers (such consent not to be unreasonably withheld), sell or otherwise lend, transfer or dispose of (or announce any intention to sell or otherwise lend, transfer or dispose of), directly or indirectly, any Common Shares or CDIs, for the period ending 90 days after the date of the Block Trade Agreement.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

The following is a general summary, as of the date hereof, of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (the “**Tax Act**”) generally applicable to a holder who: (i) acquires as beneficial owner Offered Shares pursuant to the Offering; (ii) for the purposes of the Tax Act and at all relevant times, acquires and holds the Offered Shares as capital property; and (iii) for purposes of the Tax Act and at all relevant times, deals at arm’s length with the Company and each of the Managers and is not affiliated with the Company or any of the Managers (a “**Holder**”). An Offered Share will generally be capital property to a Holder provided that the Holder does not hold or use such Offered Share in the course of carrying on a business of trading or dealing in securities and such Holder has not acquired or been deemed to have acquired the Offered Share in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder: (i) that is a “financial institution” (as defined in the Tax Act for the purposes of the mark-to-market rules); (ii) an interest in which would be a “tax shelter investment” (as defined in the Tax Act); (iii) that is a “specified financial institution” (as defined in the Tax Act); (iv) that has elected to report its “Canadian tax results” (as defined in the Tax Act) in a currency other than Canadian currency; or (v) that is exempt from tax under the Tax Act; (vi) has entered or will enter into a “derivative forward agreement” or “synthetic disposition arrangement”, as those terms are defined in the Tax Act, with respect to the Offered Shares, or (vii) that receives dividends on the Offered Shares under or as part of a “dividend rental arrangement”, as defined in the Tax Act. Such investors should consult their own tax advisors with respect to an investment in the Offered Shares.

This summary does not address the deductibility of interest by a Holder who has borrowed money or otherwise incurred debt in connection with the acquisition of the Offered Shares.

This summary is based upon: (i) the current provisions of the Tax Act and the *Canada-United States Tax Convention* (1980), as amended (the “**Treaty**”), in each case in force as of the date hereof; (ii) all specific proposals to amend the Tax Act that have been publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof (the “**Proposed Amendments**”); (iii) counsel’s understanding of the current administrative policies and assessing practices of the Canada Revenue Agency (the “**CRA**”) published in writing by the CRA prior to the date hereof; and (iv) the facts set out in this Prospectus Supplement. This summary assumes the Proposed Amendments will be enacted in the form proposed, however, no assurance can be given that the Proposed Amendments will be enacted in the form proposed or at all. If the Proposed Amendments are not enacted or otherwise implemented as presently proposed, the tax consequences may not be as described in this summary in all cases. Except for the Proposed Amendments, this summary does not take into account or anticipate any changes in law or the CRA’s administrative policies or assessing practices, whether by legislative, regulatory, administrative governmental or judicial decision or action, nor does it take into account other federal or any provincial, territorial or foreign tax legislation or considerations, which may differ significantly from those discussed herein.

This summary is of a general nature only and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder or prospective Holder of Offered Shares, and no representations with respect to the tax consequences to any Holder or prospective Holder are made herein. This summary is not exhaustive of all Canadian federal income tax considerations. Accordingly, Holders and prospective Holders of Offered Shares are urged to consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Offered Shares, having regard to their particular circumstances.

Currency Conversion

Generally, for purposes of the Tax Act, all amounts relating to the acquisition, holding or disposition of Offered Shares must be determined in Canadian dollars. Any such amount that is expressed or denominated in a currency other than Canadian dollars must be converted into Canadian dollars using the relevant exchange rate determined in accordance with the Tax Act.

Non-Resident Holders

The following discussion applies to a Holder who, at all relevant times, for purposes of the Tax Act and any relevant income tax treaty or convention: (i) is neither resident nor deemed to be resident in Canada; and (ii) does not, and is not deemed to, use or hold Offered Shares in carrying on a business in Canada (a “**Non-Resident Holder**”). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer carrying on business in Canada and elsewhere or an “authorized foreign bank” (as defined in the Tax Act) and such holders should consult their own tax advisors.

Dividends on Offered Shares

Dividends paid or credited, or deemed to be paid or credited, on an Offered Share to a Non-Resident Holder will generally be subject to Canadian withholding tax at the rate of 25% of the gross amount of the dividend unless the rate is reduced by the terms of an applicable income tax treaty or convention. For example, where the Non-Resident Holder is paid or credited a dividend or deemed dividend, is a resident of the United States that is entitled to full benefits under the Treaty, and is the beneficial owner of the dividends, the rate of Canadian withholding tax applicable to dividends is generally reduced to 15% of the gross amount of the dividend (or 5% in the case of a Non-Resident Holder that is a company resident in the United States and entitled to full benefits under the Treaty beneficially owning at least 10% of the Company’s voting shares). The *Multilateral Convention to Implement Tax Treaty Related Measures to Prevent Base Erosion and Profit Shifting* of which Canada is a signatory, affects many of Canada’s tax treaties (but not the Treaty), including the ability to claim benefits thereunder. Non-Resident Holders should consult their own tax advisors to determine their entitlement to relief under an applicable income tax treaty or convention.

Dispositions of Offered Shares

Generally, a Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized by such Non-Resident Holder on a disposition or deemed disposition of an Offered Share, nor will capital losses arising therefrom be recognized under the Tax Act, unless the Offered Share constitutes “taxable Canadian property” (as defined in the Tax Act) of the Non-Resident Holder at the time of disposition and the Non-Resident Holder is not entitled to relief under an applicable income tax convention between Canada and the country in which the Non-Resident Holder is resident.

Provided the Offered Shares are listed on a “designated stock exchange”, as defined in the Tax Act (which currently includes the TSX), at the time of disposition, Offered Shares generally will not constitute taxable Canadian property of a Non-Resident Holder at that time, unless at any time during the 60 month period immediately preceding the disposition of the Offered Shares the following two conditions are met concurrently: (i)(a) the Non-Resident Holder; (b) persons with whom the Non-Resident Holder did not deal at arm’s length (for purposes of the Tax Act); (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; or (d) the Non-Resident Holder together with such persons and partnerships, owned 25% or more of the issued shares of any class or series of shares of the Company; and (ii) more than 50% of the fair market value of the Offered Shares was derived directly or indirectly from one or any combination of: (a) real or immovable property situated in Canada; (b) “Canadian resource properties” (as defined in the Tax Act); (c) “timber resource properties” (as defined in the Tax Act); and (d) options in respect of, or interests in or, for civil law, rights in, property described in (a) to (c), whether or not such property exists. Notwithstanding the foregoing, Offered Shares may otherwise be deemed to be taxable Canadian property to a Non-Resident Holder for purposes of the Tax Act in certain circumstances.

In the event that an Offered Share constitutes “taxable Canadian property” of a Non-Resident Holder and any capital gain that would be realized on the disposition (or deemed disposition) thereof is not exempt from tax under the Tax

Act or pursuant to an applicable income tax convention, the income tax consequences discussed above for Resident Holders under “*Resident Holders - Dispositions of Offered Shares*” and “*Resident Holders – Taxation of Capital Gains and Capital Losses*” will generally apply to the Non-Resident Holder.

Non-Resident Holders whose Offered Shares may constitute “taxable Canadian property” should consult their own tax advisors regarding the tax and compliance considerations that may be relevant to them.

RISK FACTORS

Investing in the Offered Shares is speculative and involves a high degree of risk due to the nature of our business and the present stage of its development. The following risk factors, as well as risks currently unknown to us, could materially adversely affect our future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company, or its business, property or financial results, each of which could cause purchasers of our securities to lose part or all of their investment. The risks set out below are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, results of operations and prospects. Before deciding whether to invest in any securities of the Company, investors should consider carefully the risks discussed below, the risks incorporated by reference in the Shelf Prospectus and this Prospectus Supplement (including subsequently filed documents incorporated by reference).

The price of the Common Shares in public markets may experience significant fluctuations and investors may not be able to sell the Common Shares at or above the Offering Price.

The market price for the Common Shares may be volatile and subject to wide fluctuations in response to numerous factors, many of which are beyond our control, including but not limited to the following:

- (i) actual or anticipated fluctuations in our quarterly results of operations;
- (ii) actual or anticipated fluctuations to the capital requirements of our properties;
- (iii) changes in estimates of our future results of operations by us;
- (iv) changes in forecasts, estimates or recommendations of securities research analysts regarding our future results of operations or financial performance;
- (v) changes in the economic, operating, performance or market valuations of other companies in the industry in which we operate or of other companies that investors deem comparable to us;
- (vi) failure of securities analysts to initiate or maintain coverage of us, changes in ratings and financial estimates and the publication of other news by any securities analysts who follow it, or our failure to meet these estimates or the expectations of investors;
- (vii) release or expiration of lock-up or other transfer restrictions on outstanding Common Shares or securities issuable upon exchange of options;
- (viii) price and volume fluctuations in the trading of the Common Shares and in the overall stock market, including as a result of trends in the economy as a whole;
- (ix) changes in general political, geopolitical, economic, industry and market conditions and trends;
- (x) significant acquisitions or business combinations, strategic partnerships, joint ventures or capital commitments by or involving us or our competitors;
- (xi) new laws or regulations or new interpretations of existing laws or regulations applicable to our business or industry;

- (xii) lawsuits threatened or filed against us for claims relating to intellectual property, employment issues, or otherwise;
- (xiii) sales or perceived intent to sell Common Shares by our insiders or the issuance of additional Common Shares by us;
- (xiv) the size of the public float of the Common Shares;
- (xv) changes in the Board, our management or other key personnel;
- (xvi) short sales, hedging, and other derivative transactions involving the Common Shares; and
- (xvii) news reports relating to trends, concerns, technological or competitive developments, regulatory changes and other related issues in our industry or target markets.

Financial markets often demonstrate significant price and volume fluctuations that may particularly affect the market prices of equity securities of public entities unrelated to the operating performance, underlying asset values or prospects of such entities. Accordingly, the market price of the Common Shares may decline even if our business, financial condition and results of operations or prospects have not changed. Additionally, these factors, as well as other related factors, may cause decreases in asset values that are deemed to be other than temporary, which may result in impairment losses. As well, certain institutional investors may base their investment decisions on consideration of our environmental, governance and social practices and performance against such institutions' respective investment guidelines and criteria, and failure to satisfy such criteria may result in limited or no investment in the Common Shares by those institutions, which could materially adversely affect the trading price of the Common Shares. There can be no assurance that fluctuations in price and volume will not occur. If such increased levels of volatility and market turmoil continue for a protracted period of time, our business, financial condition and results of operations could be materially adversely impacted and the trading price of the Common Shares could also be materially adversely affected.

There can be no assurance that there will be sufficient liquidity on the ASX.

If the number of CDIs quoted on the ASX is less than the number of outstanding Common Shares listed on the TSX, it is possible that the market for CDIs on the ASX may be less liquid than the market for Common Shares on the TSX. This may have the effect of reducing the volume of CDIs that can be bought and sold on the ASX and the speed with which they can be bought and sold. For example, holders of CDIs may be unable to sell significant quantities of their CDIs they hold in the Company (or which they may convert Common Shares into) on the ASX without a significant reduction in the price of the CDIs to be sold, or at all.

This reduced liquidity may also result in CDIs trading on the ASX at a discount to the Common Shares on the TSX. An overview of the process for converting CDIs into Common Shares is included in section 8.3 of the prospectus dated March 6, 2024 that is available on the Company's market announcements platform at www.asx.com.au and under our issuer profile on SEDAR+ at www.sedarplus.ca.

There can be no assurance that there will be sufficient liquidity of the CDIs on the ASX or any other trading market or whether the Company will continue to meet the ongoing listing requirements of the ASX.

Different rights as a CDI holder

The holder of a CDI has an indirect, beneficial interest in a Common Share underlying their CDI instead of directly owning the Common Share. This means that a holder of a CDI is not the registered legal holder of the underlying

Common Share and therefore cannot directly trade the underlying Common Share and is a beneficial holder (rather than a registered legal holder) of the underlying Common Share.

The differences between Common Shares and CDIs are summarised in section 8.2 of the prospectus dated March 6, 2024 that is available on the Company's market announcements platform at www.asx.com.au and under our issuer profile on SEDAR+ at www.sedarplus.ca.

There can be no assurance that the forward-looking statements included or incorporated by reference in this Prospectus Supplement will prove to be correct.

The forward-looking statements relating to, among other things, our future results, performance, achievements, prospects or opportunities included or incorporated by reference in this Prospectus Supplement, are based on our opinions, assumptions and estimates made by us in light of our experience and perception of historical trends, current conditions and expected future developments, as well as other factors we believe are appropriate and reasonable in the circumstances. However, there can be no assurance that such estimates and assumptions will prove to be correct. Our actual results in the future may vary significantly from historical and estimated results and those variations may be material. There is no representation by us that actual results achieved by us in the future will be the same, in whole or in part, as those included or incorporated by reference in this Prospectus Supplement. See “Forward-Looking Information”.

Our issuance of additional Common Shares in connection with financings, acquisitions, investments, equity incentive plans, or otherwise will dilute all other shareholders.

We may raise additional funds in the future by issuing equity securities, including Common Shares and other securities convertible, exercisable or exchangeable into equity securities, including Common Shares. Holders of Common Shares will have no pre-emptive rights in connection with such further issues. The Board has the discretion to determine if an issuance of Common Shares or other equity securities is warranted, the price at which such issuance is effected and the other terms of issuing Common Shares. In addition, we may issue additional Common Shares in connection with the exercise of options. Any such issuances of additional Common Shares may cause shareholders to experience significant dilution of their ownership interests and the per share value of the Common Shares to decline.

Pursuant to the Registration and Nomination Rights Agreement, the Selling Shareholders generally have the right to oblige us to arrange the sale of any or all of their Common Shares by way of a prospectus pursuant to their registration rights described in the AIF. Any future sale of Common Shares by the Selling Shareholders by way of prospectus or otherwise could significantly reduce the market price of the Common Shares and impede our ability to raise capital through the issuance of additional Common Shares.

Future sales of a substantial amount of Common Shares may depress the market price of the Common Shares.

If our shareholders sell substantial amounts of Common Shares in the public market, the market price of the Common Shares could decline, as a result of these sales, or create the market perception that the holders of a large number of Common Shares intend to sell their position. We cannot predict the effect, if any, that future public sales of these securities or the availability of these securities for sale will have on the market price of the Common Shares. These sales may also impede our ability to sell our equity or equity-related securities in the future at a time and price that we deem appropriate and might cause remaining shareholders to lose all or part of their investments.

Public shareholders have limited control over our operations.

Public shareholders have limited control over changes in our policies and operations, which increases the uncertainty and risks of an investment in us. The Board determines major policies, including policies regarding financing, growth, debt capitalization and any future dividends to shareholders. Generally, the Board may amend or revise these and other policies without a vote of the shareholders. Shareholders only have a right to vote, as a class, in the circumstances described under “Description of Share Capital – Common Shares” in the Shelf Prospectus. The Board's broad discretion in setting policies and the limited ability of shareholders to exert control over those policies increases the uncertainty and risks of an investment in us.

Concentration of share ownership of Capstone.

As at the date hereof, the Selling Shareholders own approximately 20.3% of the outstanding Common Shares and Hadrian Capital Partners Inc. owns approximately 13.4% of the outstanding Common Shares. Following the closing of the Offering, the Selling Shareholders will, in the aggregate, beneficially own 90,536,179 Common Shares, representing approximately 12.0% of the outstanding Common Shares. As part of the Offering, the Selling Shareholders have agreed, subject to certain limited exceptions, not to sell any Common Shares or other securities of Capstone for a period of 90 days from the Closing Date. As long as these shareholders maintain their significant positions in Capstone, they will have the ability to exercise influence with respect to the affairs of Capstone and significantly affect the outcome of matters upon which shareholders are entitled to vote. Furthermore, there is a risk that Capstone's securities are less liquid and trade at a relative discount compared to circumstances where these shareholders did not have the ability to influence or determine matters affecting Capstone. Moreover, there is a risk that their significant interests in Capstone discourages transactions involving a change of control of Capstone, including transactions in which an investor, as a holder of Capstone's securities, would otherwise receive a premium for its Capstone securities over the then-current market price. A disposition of Common Shares by these shareholders could adversely affect the market price of the Common Shares. Capstone and the Selling Shareholders are party to the Registration and Nomination Rights Agreement between Capstone Mining and the Selling Shareholders dated March 23, 2022, which gives the Selling Shareholders certain rights if they maintain certain levels of ownership of the Common Shares. See "Material Contracts" in the AIF for further information regarding the Registration and Nomination Rights Agreement.

If securities or industry analysts cease to publish research or publish inaccurate or unfavourable research about us or our business, the trading price and volume of the Common Shares could decline.

The trading market for the Common Shares relies in part on the research and reports that industry or financial analysts publish about us or our business. If one or more of the analysts who cover us downgrade their evaluations of the Common Shares or the value thereof, or publish inaccurate or unfavourable reports about our business, the trading price of the Common Shares may decline. Similarly, the trading price of the Common Shares may decline if our actual results of operations do not match analysts' projections. If one or more of these analysts cease coverage of us or fail to publish reports on us regularly, we could lose visibility in the market for the Common Shares, which could cause the trading price and volume of the Common Shares to decline.

Some of our directors and officers reside outside of Canada, and the Selling Shareholders are organized under laws of a foreign jurisdiction, therefore it may be difficult for Canadian investors to enforce civil liabilities against our directors and officers residing outside of Canada and the Selling Shareholders.

Some of our directors and officers are residents of countries other than Canada, and the Selling Shareholders are organized under laws of a foreign jurisdiction. All or a substantial portion of the assets of such persons are located outside Canada. As a result, it may be difficult for Canadian investors to initiate a lawsuit within Canada against these non-Canadian residents. In addition, it may not be possible for Canadian investors to collect from these non-Canadian residents judgments obtained in courts in Canada predicated on the civil liability provisions of securities legislation of certain of the provinces and territories of Canada. It may also be difficult for Canadian investors to succeed in a lawsuit in foreign jurisdictions, based solely on violations of Canadian securities laws.

Investors May Lose their Entire Investment.

An investment in the Offered Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

INDEPENDENT AUDITOR, TRANSFER AGENT AND REGISTRAR

The Company's auditor is Deloitte LLP, located at 410 West Georgia Street, Vancouver, British Columbia, V6B 0S7. Deloitte LLP is independent of the Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

Computershare Investor Services Inc., located at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, is the Canadian transfer agent and registrar of the Common Shares.

Computershare Investor Services Pty Limited, located at Yarra Falls, 452 Johnston Street, Abbotsford VIC 3067, is the Australian registry of the CDIs.

SCIENTIFIC AND TECHNICAL INFORMATION

The technical disclosure relating to the Company's mineral properties included or incorporated by reference in this Prospectus Supplement has been included or incorporated by reference in reliance on the report, valuation, statement or opinion of the persons described below.

The following persons, each a "qualified person" as defined in NI 43-101, are named as having prepared or certified a report under NI 43-101 referenced in this Prospectus Supplement, either directly or in a document incorporated by reference: (i) Gregg Bush, P.Eng.; (ii) Jenna Hardy, P.Geo., FGC; (iii) Vivienne McLennan, P.Geo.; (iv) Josh Moncrieff, P.Geo.; (v) Garth Kirkham, P.Geo., FGC; (vi) Clay Craig, P.Eng.; (vii) Klaus Triebel, CPG; (viii) Tony J. Freiman, PE; (ix) J. Todd Harvey, SME-RM; (x) Colleen Roche, P.Eng.; (xi) Edward C. Wellman, PE, PG, CEG; (xii) Carlos Guzmán, CMC, FAusIMM; (xiii) David W. Rennie, P.Eng.; (xiv) Joyce Maycock, P.Eng.; (xv) Dr. Antonio Luraschi, CMC; (xvi) Marcial Mendoza, CMC; (xvii) Dr. Mario Bianchin, P. Geo.; (xviii) Roy Betinol, P.Eng.; (xix) Roger Amelunxen, P. Eng.; (xx) Lyn Jones, P.Eng.; (xxi) Michael J. Gingles, QP MMSA; (xxii) Tom Kerr, P.Eng.; (xxiii) Cashel Meagher, P.Geo.; (xxiv) Gustavo Tapia, RM CMC; (xxv) Ronald Turner, MAusIMM CP(Geo); (xxvi) Peter Amelunxen, P.Eng.; (xxvii) Ali Jalbout, P.Eng., P. Geo; and (xxviii) Guillermo Pareja, P.Geo.

INTERESTS OF EXPERTS

Cashel Meagher, Josh Moncrieff, Clay Craig, Vivienne McLennan, Colleen Roche, Klaus Triebel, Gregg Bush, Peter Amelunxen and Guillermo Pareja beneficially own, directly or indirectly, less than 1% of the outstanding securities of the Company.

Klaus Triebel and Clay Craig are employees of Pinto Valley Mining Corp. and Colleen Roche is a former employee of Pinto Valley Mining Corp. Vivienne McLennan, Peter Amelunxen and Guillermo Pareja are employees of Capstone, Josh Moncrieff is a former employee of Capstone and Gregg Bush is a former consultant to Capstone. Cashel Meagher is our President and Chief Operating Officer.

Except as set out herein, none of the experts named in the foregoing section of this Prospectus Supplement, when or after they prepared the statement, report or valuation, has received or holds any registered or beneficial interests, direct or indirect, in any securities or other property of Capstone or of one of Capstone's associates or affiliates (based on information provided to us by the experts), or is expected to be elected, appointed or employed as a director, officer or employee of Capstone or of any of our associates or affiliates.

PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may only be exercised within two business days after receipt or deemed receipt of this Prospectus Supplement relating to the securities purchased by a purchaser and any amendment thereto. In several of the provinces and territories, securities legislation further provides the purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if this Prospectus Supplement relating to the securities purchased by a purchaser and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that such remedies for rescission, revisions of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. A purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor. No Offered Shares will be distributed, offered or sold by the Selling Shareholders or the Managers in any province or territory of Canada pursuant to the Offering. Investors are cautioned that the foregoing rights may not be available to purchasers of Offered Shares outside of Canada.

CERTIFICATE OF THE COMPANY

Dated: April 5, 2024

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

(signed) *John MacKenzie*
Chief Executive Officer

(signed) *Raman S. Randhawa*
Chief Financial Officer

On behalf of the Board of Directors:

(signed) *Peter Meredith*
Director

(signed) *Darren M. Pylot*
Director

This short form prospectus is a base shelf prospectus. This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this short form base shelf prospectus has become final and that permits the omission from this short form base shelf prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities. Notwithstanding the foregoing, delivery to purchasers of a prospectus supplement containing the omitted information is not required where an exemption from the delivery requirements under applicable securities legislation in each of the provinces and territories of Canada is available. This short form base shelf prospectus is filed in reliance on an exemption from the preliminary base shelf prospectus requirements for a well-known seasoned issuer.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

Information contained herein is subject to completion or amendment. This short form base shelf prospectus shall not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of securities in any state in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state.

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with the securities commissions or similar authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Capstone Copper Corp. at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, telephone: (604) 684-8894 and are also available electronically at www.sedarplus.ca.

SHORT FORM BASE SHELF PROSPECTUS

New Issue and Secondary Offering

March 28, 2024

CAPSTONE COPPER CORP.



Common Shares
Warrants
Subscription Receipts
Units
Debt Securities
Share Purchase Contracts

This short form base shelf prospectus (“**prospectus**”) relates to the offering for sale from time to time, during the 25-month period that this prospectus, including any amendments hereto, remains effective, of the securities of Capstone Copper Corp. (the “**Company**”, “**Capstone**”, “**we**”, “**us**” or “**our**”) listed above in one or more series or issuances. The securities may be offered by us or by our securityholders. The securities may be offered separately or together, in amounts, at prices and on terms to be determined based on market conditions at the time of the sale and set forth in an accompanying prospectus supplement.

In addition, the securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Company or a subsidiary of the Company. The consideration for any such acquisition may consist of any of the securities separately, a combination of securities or any combination of, among other things, securities, cash and the assumption of liabilities.

The common shares of the Company (the “**Common Shares**”) are listed and posted for trading on the Toronto Stock Exchange (the “**TSX**”) under the symbol “CS”. On March 27, 2024, being the last complete trading day prior to the

date hereof, the closing price of the Common Shares on the TSX was C\$8.42. In addition, the Common Shares are listed on the Australian Securities Exchange (the “**ASX**”) as Chess Depositary Instruments (“**CDIs**”), with each CDI representing one Common Share, under the symbol “**CSC**”. Unless otherwise specified in an applicable prospectus supplement, debt securities, subscription receipts, units, warrants and share purchase contracts will not be listed on any securities or stock exchange or on any automated dealer quotation system. **There is currently no market through which our securities, other than our Common Shares, may be sold and purchasers may not be able to resell such securities purchased under this prospectus. This may affect the pricing of our securities, other than our Common Shares, in the secondary market, the transparency and availability of trading prices, the liquidity of our securities and the extent of issuer regulation. See “Risk Factors”.**

Acquiring our securities may subject you to tax consequences in Canada. This prospectus or any applicable prospectus supplement may not describe these tax consequences fully. You should read the tax discussion in any applicable prospectus supplement with respect to any particular offering and consult your own tax advisor with respect to your own particular circumstances.

As of the date hereof, the Company has determined that it qualifies as a “well-known seasoned issuer” under the WKSJ Blanket Orders (as defined below). See “*Well-Known Seasoned Issuer*”. All applicable information permitted under applicable laws, including as permitted under the WKSJ Blanket Orders, to be omitted from this prospectus that has been omitted will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus, except in cases where an exemption from such delivery requirements is available. Each prospectus supplement will be incorporated by reference into this prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of the securities to which the prospectus supplement pertains. Prospective investors should read this prospectus and any applicable prospectus supplement carefully before investing in any securities issued pursuant to this prospectus.

No underwriter has been involved in the preparation of this prospectus or performed any review of the contents of this prospectus.

This prospectus constitutes a public offering of the securities only in those jurisdictions where they may be lawfully offered for sale and only by persons permitted to sell the securities in such jurisdiction. Except where an exemption from the delivery requirements under applicable securities legislation in each of the provinces and territories of Canada is available, all applicable information permitted under securities legislation to be omitted from this prospectus that has been so omitted will be contained in one or more prospectus supplements that will be delivered to purchasers together with this prospectus. Each prospectus supplement will be incorporated by reference into this prospectus for the purposes of securities legislation as of the date of the prospectus supplement and only for the purposes of the distribution of the securities to which the prospectus supplement pertains. You should read this prospectus and any applicable prospectus supplement carefully before you invest in any securities issued pursuant to this prospectus.

Our securities may be sold pursuant to this prospectus by us or by any selling securityholders through underwriters or dealers or directly or through agents designated from time to time at amounts and prices and other terms determined by us or any selling securityholders, including by way of an “at-the-market distribution” (an “**ATM Distribution**”) as defined in National Instrument 44-102 - *Shelf Distributions* (“**NI 44-102**”). In connection with any underwritten offering of securities, except an ATM Distribution, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of the securities offered. Such transactions, if commenced, may be discontinued at any time. No underwriter of an ATM Distribution, and no person or company acting jointly or in concert with an underwriter, may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the securities or securities of the same class as the securities distributed under the ATM Distribution prospectus, including selling an aggregate number or principal amount of securities that would result in the underwriter creating an over-allocation position in the securities. See “*Plan of Distribution*”.

A prospectus supplement will set out the names of any underwriters, dealers, agents, or selling securityholders involved in the sale of our securities, the amounts, if any, to be purchased by underwriters, the plan of distribution for such securities, including the net proceeds we expect to receive from the sale of such securities, if any, the amounts and prices at which such securities are sold by us or any selling securityholders and the compensation of such underwriters, dealers or agents.

Investment in the securities being offered is highly speculative and involves significant risks that you should consider before purchasing such securities. You should carefully review the risks outlined in this prospectus (including any prospectus supplement) and in the documents incorporated by reference as well as the information under the heading “Cautionary Note Regarding Forward-Looking Statements” and consider such risks and information in connection with an investment in the securities. See “Risk Factors”.

The specific terms of the securities with respect to a particular offering will be set out in one or more prospectus supplements and may include, where applicable: (i) in the case of Common Shares, the number of Common Shares offered, the offering price and any other specific terms; (ii) in the case of warrants, the offering price, the designation, number and terms of the Common Shares or debt securities issuable upon exercise of the warrants, any procedures that will result in the adjustment of these numbers, the exercise price, dates and periods of exercise, the currency in which the warrants are issued and any other specific terms; (iii) in the case of subscription receipts, the number of subscription receipts being offered, the offering price, the procedures for the exchange of the subscription receipts for Common Shares, debt securities or warrants, as the case may be, and any other specific terms; (iv) in the case of debt securities, the specific designation, the aggregate principal amount, the currency or the currency unit for the debt securities being offered, the maturity, the interest provisions, the authorized denominations, the offering price, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion terms, whether the debt securities are secured, affiliate-guaranteed, senior or subordinated and any other terms specific to the debt securities being offered; (v) in the case of units, the designation, number and terms of the Common Shares, warrants, subscription receipts, share purchase contracts or debt securities comprising the units; and (vi) in the case of share purchase contracts, whether the share purchase contracts obligate the holder to purchase or sell or both purchase and sell Common Shares, whether the share purchase contracts are to be prepaid or not or paid in instalments, any conditions upon which the purchase or sale will be contingent and the consequences if such conditions are not satisfied, whether the share purchase contracts are to be settled by delivery, any provisions relating to the settlement of the share purchase contracts, the date or dates on which the sale or purchase must be made and whether the share purchase contracts will be issued in fully registered or global form. Where required by statute, regulation or policy, and where securities are offered in currencies other than Canadian dollars, appropriate disclosure of foreign exchange rates applicable to the securities will be included in the prospectus supplement describing the securities.

Investors should rely only on the information contained in or incorporated by reference into this prospectus and any applicable prospectus supplement. We have not authorized anyone to provide investors with different information. Information contained on our website shall not be deemed to be a part of this prospectus (including any applicable prospectus supplement) or incorporated by reference herein and should not be relied upon by prospective investors for the purpose of determining whether to invest in the securities. We or any selling securityholders will not make an offer of these securities in any jurisdiction where the offer or sale is not permitted. Investors should not assume that the information contained in this prospectus is accurate as of any date other than the date on the face page of this prospectus, the date of any applicable prospectus supplement or the date of any documents incorporated by reference herein.

Alison Baker, Robert J. Gallagher, Anne Giardini and Patricia Palacios, each directors of the Company, reside outside of Canada and have appointed the following agent for service of process in Canada:

<u>Name of Person</u>	<u>Name and Address of Agent</u>
Alison Baker, Robert J. Gallagher, Anne Giardini and Patricia Palacios	Blakes Vancouver Services Inc., c/o Blake, Cassels & Graydon LLP, 1133 Melville Street, Suite 3500, The Stack, Vancouver, British Columbia, V6E 4E5, Canada

In addition, Carlos Guzmán, Gustavo Tapia, Ronald Turner, Joyce Maycock, Dr. Antonio Luraschi, Marcial Mendoza, Gregg Bush, Clay Craig, Tony J. Freiman, J. Todd Harvey, Klaus Triebel, Edward C. Wellman, Michael J. Gingles and Roy Betinol, each a “qualified person” under NI 43-101 (as defined below) required to file a consent with this prospectus, also reside outside of Canada.

Purchasers are advised that it may not be possible for investors to enforce judgements obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, or resides outside of Canada, even if the party has appointed an agent for service of process.

Capstone's head and registered office is located at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada.

All dollar amounts in this prospectus are in United States dollars, unless otherwise indicated. See “*Currency and Exchange Rate Information*”.

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ABOUT THIS PROSPECTUS

You should rely only on the information contained or incorporated by reference in this prospectus and any applicable prospectus supplement and on the other information included in the registration statement of which this prospectus will form a part. We have not authorized anyone to provide you with different or additional information. If anyone provides you with different or additional information, you should not rely on it. We are not making an offer to sell or seeking an offer to buy the securities offered pursuant to this prospectus in any jurisdiction where the offer or sale is not permitted. You should assume that the information contained in this prospectus and any applicable prospectus supplement is accurate only as of the date on the front of such document and that information contained in any document incorporated by reference is accurate only as of the date of that document, regardless of the time of delivery of this prospectus or any applicable prospectus supplement or of any sale of our securities pursuant thereto. Our business, financial condition, results of operations and prospects may have changed since those dates.

Market data and certain industry forecasts used in this prospectus and any applicable prospectus supplement, and the documents incorporated by reference in this prospectus and any applicable prospectus supplement, were obtained from market research, publicly available information and industry publications. We believe that these sources are generally reliable, but the accuracy and completeness of this information is not guaranteed. We have not independently verified such information, and we do not make any representation as to the accuracy of such information.

In this prospectus and any prospectus supplement, unless stated otherwise or the context otherwise requires: (i) “**Capstone Copper**”, the “**Company**”, “**Capstone**”, “**we**”, “**our**” and “**us**” refers to Capstone Copper Corp., following completion of the completion of the transaction combining Mantos Copper (as defined below) and Old Capstone (as defined below), pursuant to which Old Capstone became a wholly-owned subsidiary of Mantos Copper (the “**Mantos Transaction**”) and includes each of our direct and indirect subsidiaries, including Old Capstone as the context requires; (ii) “**Old Capstone**” or “**Capstone Mining**” refers to Capstone Mining Corp., prior to completion of the Mantos Transaction; and (iii) “**Mantos Copper**” or “**Mantos**” refers to Mantos Copper (Bermuda) Limited, prior to completion of the Mantos Transaction.

PRESENTATION OF FINANCIAL INFORMATION

Our Annual Financial Statements (as defined below), which are incorporated by reference in this prospectus, are presented in U.S. dollars and have been prepared in accordance with International Financial Reporting Standards.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

The Company cautions readers regarding forward-looking statements (as defined below) found in this prospectus (including the documents incorporated by reference herein) and in any other statement made by, or on the behalf of the Company.

Except for statements of historical fact, information contained in this prospectus and the documents incorporated by reference herein, constitutes “forward-looking information” within the meaning of Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “**forward-looking statements**”).

Forward-looking statements relate to future events or future performance and reflect our expectations or beliefs regarding future events. Forward-looking statements include, but are not limited to, statements with respect to:

- the estimation of mineral resources and mineral reserves;
- the realization of mineral reserve estimates;
- the Company’s intended use of net proceeds from the sale the number of securities the Company intends to issue;
- the liquidity and market price of the Common Shares;
- the Company’s expectations regarding the sufficiency of its capital resources and requirements for additional capital;

- risks related to the decrease of the market price of the Common Shares if the Company's shareholders sell substantial amounts of Common Shares;
- future sales or issuances of equity securities diluting voting power and reducing future earnings per share;
- changes to governmental laws and regulations.

Forward-looking statements are often, but not always, identified by the use of words such as “seeks”, “anticipates”, “plans”, “continue”, “expects”, “projects”, “predicts”, “potential”, “intends”, “believes”, “budget”, “estimates”, “forecasts”, “guidance”, “scheduled”, “approximately”, “target”, or variations of such words and phrases, or describes a “goal”, or states that certain actions, events or results “may”, “should”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Statements relating to mineral resource and mineral reserve estimates are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral resources described and mineral reserves exist in the quantities predicted or estimated or that it will be commercially viable to produce any portion of such resources.

Forward-looking statements are not guarantees of future performance and are based upon a number of estimates and assumptions of management at the date the statements are made, including among the assumptions set out in this prospectus and the documents incorporated by reference. Many of these assumptions are inherently subject to significant business, social, economic, political, regulatory, competitive and other risks and uncertainties, contingencies, and other factors that are not within the control of the Company and could cause actual performance, achievements, actions, events, results or conditions to be materially different from those projected in the forward-looking statements.

The forward-looking statements in this prospectus (including the documents incorporated by reference herein) are necessarily based upon a number of estimates and assumptions that, while are considered reasonably by the Company as at the date such statements, are inherently subject to significant business, economic and competitive uncertainties and contingencies. Capstone has based these forward-looking statements on the Company's current expectations and projections about future events. By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, amongst others, risks related to:

- inherent hazards associated with mining operations;
- global crises and pandemics;
- future prices of copper and other metals;
- integrating the operations, technologies and personnel of Capstone Mining and Mantos Copper;
- operating in foreign jurisdictions with risk of changes to governmental regulation or community interest;
- adoption of a mining royalty tax;
- geotechnical and hydrological challenges including without limitation landslides, cave-ins, rock falls, slump, ground or stope failure, waste rock, leaching and tailings and water storage facility failures or releases and pit wall failures;
- completion requirements for the silver stream agreement for the production of silver from Cozamin (as defined below) between Old Capstone and Wheaton Precious Metals Corp. (“**Wheaton**”) dated February 19, 2021 (the “**Cozamin Silver Stream Agreement**”);
- pricing and other risks in connection with the Cozamin Silver Stream Agreement;
- completion requirements for the precious metals purchase agreement for the production of gold from the Santo Domingo Project (as defined below) between Capstone Mining and Wheaton dated March 25, 2021;
- financings entered into for the development of the MB-CDP (as defined below) and the MVDP (as defined below) surety bonding;
- dependence on the availability of water;
- compliance with financial covenants;
- ability to obtain additional financing on acceptable terms or at all;
- concentrate sales offtake agreements and counterparty risk;
- market access restrictions or tariffs;
- foreign currency exchange rate fluctuations;

- changes in general economic conditions;
- increased operating and capital costs;
- uncertainties and risks related to the costs, timing and complexities of developing Capstone's projects;
- reliance on approvals, licences and permits from governmental authorities;
- accuracy of mineral resource and mineral reserve estimates;
- challenges to title to our mineral properties;
- compliance with governmental regulations;
- climate change and its impact on climatic conditions on our operations and projects;
- public policy changes in climate change regulatory regime;
- compliance with environmental laws and regulations;
- ability to recruit and retain qualified personnel;
- land reclamation and mine closure obligations;
- uncertainties and risks related to the Mantos Blancos Concentrator Debottlenecking Project ("MB-CDP") and the Mantoverde Development Project ("MVDP");
- financings entered into for the development of the MB-CDP and the MVDP;
- uncertainties and risks related to the potential development of the Santo Domingo Project;
- reliance on infrastructure being adequate and available;
- our ability to acquire properties for growth;
- dependence on key management personnel;
- potential conflicts of interest involving our directors and officers;
- corruption and bribery;
- limitations inherent in our insurance coverage;
- labour disruptions involving Capstone employees, or employees of its independent contractors;
- cybersecurity threats;
- competition in the mining industry;
- limited recourse regarding the potential liabilities associated with the Pinto Valley Mine (as defined below);
- risks associated with joint venture partners or relations with non-controlling shareholders;
- security and violence;
- legal proceedings;
- availability and cost of our revolving credit facility;
- sales of Common Shares by existing shareholders can reduce trading prices;
- the concentration of share ownership of Capstone;
- Capstone's Sustainable Development Strategy;
- reputational risk;
- the volatility of the price of the Common Shares;
- the Company may be unable to obtain additional financing on acceptable terms or at all;
- the uncertainty of maintaining a liquid trading market for the Common Shares;
- risks related to dilution to existing shareholders if stock options or other convertible securities are exercised;
- the history of the Company with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future;
- risks related to the Company's use of proceeds from the sale of its securities;
- the absence of a public market for certain of the securities;
- unsecured debt securities;
- the effect of changes in interest rates on the Company's debt securities; and
- the effect of fluctuations in foreign currency markets on the Company's debt securities;

This list is not exhaustive of the factors that may affect any of our forward-looking statements. Although the Company has attempted to identify important factors that could cause actual actions, events, results, performance or achievements to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events, results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements or information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements.

Forward-looking statements are statements about the future and are inherently uncertain, and our actual achievements or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties and other factors, including, without limitation, those referred to in this prospectus under the heading “*Risk Factors*” and in the Company’s AIF (as defined below). Accordingly, readers and investors should not place undue reliance on forward-looking statements. The Company does not intend to update forward-looking statements, except as required by law.

CAUTIONARY NOTE REGARDING MINERAL RESERVE AND MINERAL RESOURCE ESTIMATES

Unless otherwise indicated, all mineral reserve and mineral resource estimates included in this prospectus and the documents incorporated by reference herein have been prepared in accordance with National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”) and the Canadian Institute of Mining, Metallurgy and Petroleum (the “**CIM**”) – CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended (the “**CIM Standards**”). NI 43-101 is a rule developed by the Canadian Securities Administrators, which established standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. The terms “mineral reserve”, “proven mineral reserve” and “probable mineral reserve” are Canadian mining terms as defined in accordance with NI 43-101 and the CIM Standards. In addition, the terms “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” are defined in accordance with NI 43-101 and the CIM Standards. Investors are cautioned not to assume that all or any part of mineral deposits in these categories will ever be converted into mineral reserves. “Inferred mineral resources” have a great amount of uncertainty as to their economic and legal feasibility. It is reasonably expected that the majority of inferred mineral resources could be upgraded to indicated mineral resources with continued exploration. Under Canadian rules, estimates of inferred mineral resources may not form the basis of feasibility or pre-feasibility studies, except in very limited circumstances. Investors are cautioned not to assume that all or any part of an inferred mineral resource is economically or legally mineable.

The mineral resource and mineral reserve figures referred to in this prospectus and the documents incorporated therein by reference are estimates and no assurances can be given that the indicated levels of copper, gold and silver will be produced. Such estimates are expressions of judgment based on knowledge, mining experience, analysis of drilling results and industry practices. Valid estimates made at a given time may significantly change when new information becomes available. By their nature, mineral resource and mineral reserve estimates are imprecise and depend, to a certain extent, upon statistical inferences which may ultimately prove unreliable. Any inaccuracy or future reduction in such estimates could have a material adverse impact on the Company.

CAUTIONARY NOTE TO UNITED STATES INVESTORS REGARDING PRESENTATION OF MINERAL RESERVE AND MINERAL RESOURCE ESTIMATES

As a British Columbia corporation and a “reporting issuer” under Canadian securities laws, we are required to provide disclosure regarding our mineral properties in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. In accordance with NI 43-101, we use the terms mineral reserves and resources as they are defined in accordance with the CIM Standards. In particular, the terms “mineral reserve”, “proven mineral reserve”, “probable mineral reserve”, “mineral resource”, “measured mineral resource”, “indicated mineral resource” and “inferred mineral resource” used in this prospectus and the documents incorporated by reference herein and therein, are Canadian mining terms defined in accordance with CIM Standards. These definitions differ from the definitions in the disclosure requirements promulgated by the U.S. Securities and Exchange Commission (“**SEC**”). Accordingly, information contained in this prospectus and the documents incorporated by reference herein may not be comparable to similar information made public by U.S. companies reporting pursuant to SEC disclosure requirements.

United States investors are also cautioned that while the SEC will now recognize “measured mineral resources”, “indicated mineral resources” and “inferred mineral resources”, mineralization described using these terms has a greater amount of uncertainty as to their feasibility than mineralization that has been characterized as reserves. Accordingly, investors are cautioned not to assume that any “measured mineral resources”, “indicated mineral resources”, or “inferred mineral resources” that we report are or will be economically or legally mineable. In

accordance with Canadian rules, estimates of “inferred mineral resources” cannot form the basis of feasibility or other economic studies, except in limited circumstances where permitted under NI 43-101.

CURRENCY AND EXCHANGE RATE INFORMATION

In this prospectus and any prospectus supplement, all references to “\$”, “US\$” or “dollars” are expressed in United States dollars, unless otherwise indicated. References to “C\$” are to Canadian dollars, references to “MX\$” are to Mexican pesos and references to “CLP\$” are to Chilean pesos.

The following table sets forth for the U.S. dollar exchange rates for our principal operating currencies, the high and low exchange rates during each period and the average of the exchange rates on the last day of each month during each period.

	Years ended December 31,	
	2023	2022
Canadian dollar (C\$)⁽¹⁾		
Average	1.3495	1.3019
High	1,3875	1.3885
Low	1.3110	1.2477
Mexican peso (MX\$)⁽²⁾		
Average	17.7306	20.1079
High	19.4070	21.3764
Low	16.6870	19.1509
Chilean peso (CLP\$)⁽³⁾		
Average	839.69	873.39
High	946.13	1,048.50
Low	779.30	778.10

(1) Information on US\$ to C\$ exchange rates obtained from Bloomberg.

(2) Information on US\$ to MX\$ exchange rates obtained from Bloomberg.

(3) Information on US\$ to CLP\$ exchange rates obtained from Bloomberg.

On March 27, 2024, the daily average exchange rate published by the Bank of Canada was \$1.00 equals C\$1.3587, the exchange rate published by the Bank of Mexico was \$1.00 equals MX\$16.53230 and the exchange rate published by the Central Bank of Chile was \$1.00 equals CLP\$981.71. The Canadian/U.S. dollar, the Mexican Peso/U.S. dollar and Chilean Peso/U.S. dollar exchange rates have each varied significantly over the last several years and investors are cautioned that the exchange rates presented here are historical and are not indicative of future exchange rates.

CONVERSION TABLE

In this prospectus, metric units are used with respect to Capstone’s mineral properties, unless otherwise indicated. Conversion rates from imperial measures to metric units and from metric units to imperial measures are provided in the table set out below.

Imperial Measure	=	Metric Unit	Metric Unit	=	Imperial Measure
2.47 acres	=	1 hectare	0.4047 hectares	=	1 acre
3.28 feet	=	1 metre	0.3048 metres	=	1 foot
0.62 miles	=	1 kilometre	1.609 kilometres	=	1 mile
0.032 ounces (troy)	=	1 gram	31.1 grams	=	1 ounce (troy)
1.102 tons (short)	=	1 tonne	0.907 tonnes	=	1 ton
0.029 ounces (troy)/ton	=	1 gram/tonne	34.28 grams/tonne	=	1 ounce (troy)/ton

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this prospectus from documents filed with the securities commissions or similar authorities in Canada.

Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of the Company at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada telephone (604) 684-8894 and are also available electronically under the Company's profile on SEDAR+ at www.sedarplus.ca. The Company's filings through SEDAR+ are not incorporated by reference in the prospectus except as specifically set out herein.

The following documents, filed with the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada are specifically incorporated by reference into, and form an integral part of, this prospectus:

- (a) our annual information form dated March 18, 2024 for the year ended December 31, 2023 (the “**AIF**”);
- (b) our audited consolidated financial statements as at and for the years ended December 31, 2023 and 2022 (the “**Annual Financial Statements**”);
- (c) our management's discussion and analysis of our financial position and operating results for the year ended December 31, 2023;
- (d) our management information circular in respect of the annual general and special meeting of shareholders of the Company to be held on May 3, 2024; and
- (e) the following material change reports of the Company filed since December 31, 2023, the end of the financial year in respect of which the AIF was filed:
 - (i) dated February 9, 2024, announcing the completion of the secondary and treasury offering of Common Shares;
 - (ii) dated February 7, 2024, announcing the ASX approval of the Company's secondary listing on the ASX; and
 - (iii) dated January 4, 2024, announcing the resignation of Mr. George Brack from the board of directors of Capstone (the “**Board**”).

Any documents of the type described in Section 11.1 of Form 44-101F1 – *Short Form Prospectus* filed by the Company with a securities commission or similar authority in any province or territory of Canada subsequent to the date of this prospectus and prior to the expiry of this prospectus, or the completion of the issuance of securities pursuant hereto, will be deemed to be incorporated by reference into this prospectus.

A prospectus supplement containing the specific terms of any offering of our securities will be delivered to purchasers of our securities together with this prospectus and will be deemed to be incorporated by reference in this prospectus as of the date of the prospectus supplement and only for the purposes of the offering of our securities to which that prospectus supplement pertains.

Any statement contained in this prospectus or in a document incorporated or deemed to be incorporated by reference in this prospectus will be deemed to be modified or superseded for purposes of this prospectus to the extent that a statement contained herein, in any prospectus supplement hereto or in any other subsequently filed document that also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making

of a modifying or superseding statement is not to be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus.

Any template version of any “marketing materials” (as such term is defined in NI 44-101 – *Short Form Prospectus Distributions* (“**NI 44-101**”)) filed after the date of a prospectus supplement and before the termination of the distribution of the securities offered pursuant to such prospectus supplement (together with this prospectus) is deemed to be incorporated by reference in such prospectus supplement.

Upon our filing of a new annual information form and the related annual financial statements and management’s discussion and analysis with applicable securities regulatory authorities during the currency of this prospectus, the previous annual information form, the previous annual financial statements and management’s discussion and analysis and all interim financial statements, material change reports and information circulars filed prior to the commencement of our financial year in which the new annual information form is filed will be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of our securities under this prospectus. Upon interim consolidated financial statements and the accompanying management’s discussion and analysis being filed by us with the applicable securities regulatory authorities during the duration of this prospectus, all interim consolidated financial statements and the accompanying management’s discussion and analysis filed prior to the new interim consolidated financial statements shall be deemed no longer to be incorporated into this prospectus for purposes of future offers and sales of securities under this prospectus.

References to our website in any documents that are incorporated by reference into this prospectus do not incorporate by reference the information on such website into this prospectus, and we disclaim any such incorporation by reference.

THE COMPANY

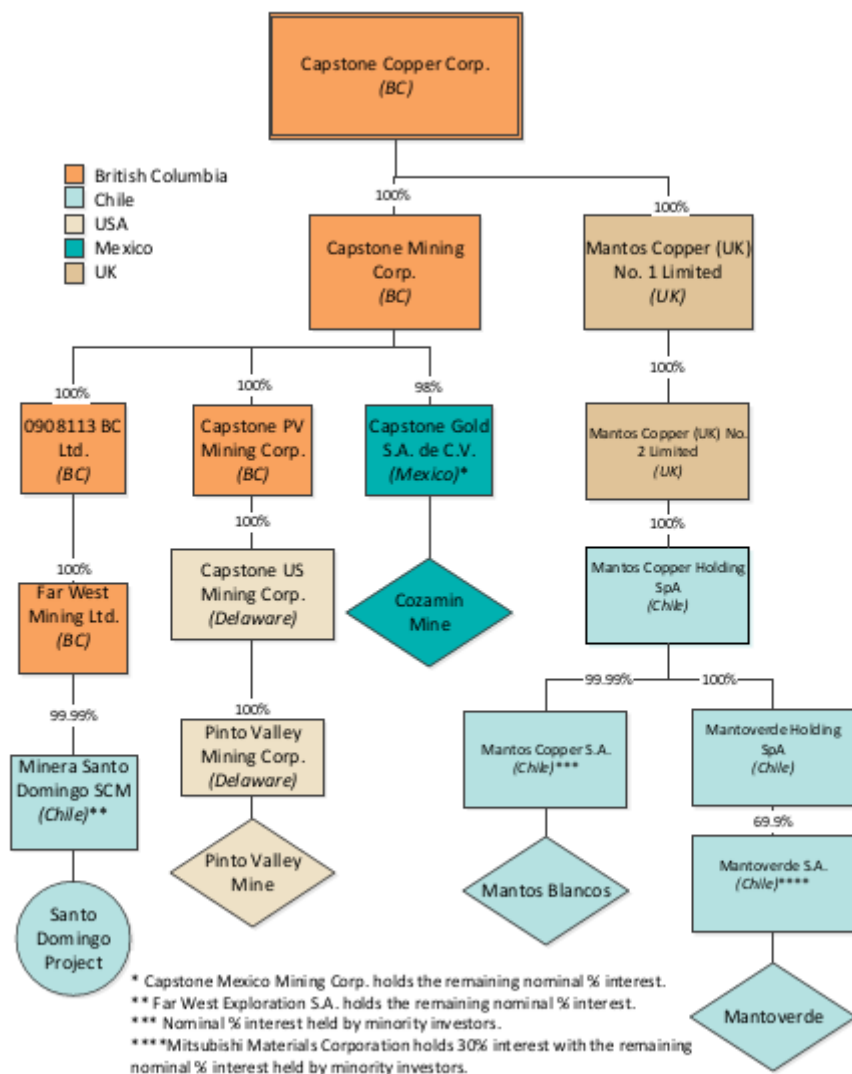
The following description of the Company is, in some instances, derived from selected information about us contained in the documents incorporated by reference into this prospectus. This description does not contain all of the information about us and our properties and business that you should consider before investing in any securities. You should carefully read the entire prospectus and the applicable prospectus supplement, including the section entitled “Risk Factors”, as well as the documents incorporated by reference into this prospectus and the applicable prospectus supplement, before making an investment decision.

Name, Address and Incorporation

Capstone is governed by the *Business Corporations Act* (British Columbia) (the “**BCBCA**”). Capstone’s head and registered office is located at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada.

Intercorporate Relationships

The following chart describes the intercorporate relationships amongst Capstone’s material subsidiaries and the percentage of voting securities held by Capstone, either directly or indirectly, as the date of the AIF, and the jurisdiction of incorporation, formation, continuation or organization of each subsidiary:



Summary Description of the Business

Capstone is an Americas-focused copper mining company headquartered in Vancouver, Canada. We own and operate the Pinto Valley (as defined below) copper mine located in Arizona, USA, the Cozamin copper-silver mine located in Zacatecas, Mexico, the Mantos Blancos copper-silver mine located in the Antofagasta region, Chile, and 70% of the Mantoverde copper-gold mine, located in the Atacama region, Chile. In addition, we own the fully permitted Santo Domingo copper-iron-gold-cobalt project, located approximately 30 kilometres northeast of Mantoverde in the Atacama region, Chile, as well as a portfolio of exploration properties in the Americas.

Capstone's strategy is to grow copper production while executing on cost and operational improvements through innovation, optimization and safe and responsible production throughout our portfolio of assets. We focus on profitability and disciplined capital allocation to surface stakeholder value. We are committed to creating a positive impact in the lives of our people and local communities, while delivering compelling returns to investors by sustainably producing copper to meet the world's growing needs.

Capstone's material mineral properties consist of:

- Pinto Valley mine, an open-pit, copper mine located in Arizona, US ("**Pinto Valley**" or the "**Pinto Valley Mine**");
- Cozamin mine, an underground, copper-silver mine located in the State of Zacatecas, Mexico ("**Cozamin**" or the "**Cozamin Mine**");
- Mantos Blancos mine, a copper-silver mine located in the Antofagasta region, Chile ("**Mantos Blancos**" or the "**Mantos Blancos Mine**");
- 70% of the Mantoverde copper-gold mine, located in the Atacama region, Chile ("**Mantoverde**" or the "**Mantoverde Mine**"); and
- the large-scale copper-iron-gold-cobalt Santo Domingo development project in the Atacama Region, Chile ("**Santo Domingo**" or the "**Santo Domingo Project**").

In addition to ongoing exploration at our operations aimed at increasing mine life, we have a portfolio of early-stage, base metals exploration projects and are actively pursuing additional exploration opportunities through staking and acquiring properties under the earn-in and/or joint venture models.

Capstone's principal product is copper (in concentrate as well as copper cathode), with silver, zinc and other metals produced as by-products.

Further information regarding the business of the Company, its operations and its mineral properties can be found in the AIF and the documents incorporated by reference into this prospectus. See "*Documents Incorporated by Reference*".

Recent Developments

Since the date of the AIF, there have been no recent developments.

Material Mineral Properties

Cozamin Mine (Mexico)

The Cozamin Mine is the subject of a report entitled "*NI 43-101 Technical Report on the Cozamin Mine, Zacatecas, Mexico*" dated May 2, 2023 with an effective date of January 1, 2023 (the "**Cozamin Report**"). The Cozamin Report is authored by: (i) Peter Amelunxen, P.Eng., Capstone Copper Corp.; (ii) Clay Craig, P.Eng., Capstone Copper Corp.; (iii) Jenna Hardy, P.Geo., FGC, Nimbus Management Ltd.; (iv) Ali Jalbout, P.Eng., Ph.D., ASA Geotech; (v) Vivienne McLennan, P.Geo., Capstone Copper Corp.; and (vi) Josh Moncrieff, P.Geo., Capstone Copper Corp., each a Qualified Person as defined by NI 43-101. Reference should be made to the full text of this report, which is available in its entirety on SEDAR+ at www.sedarplus.ca under Capstone's profile. For greater certainty, the Cozamin Report is not incorporated by reference herein.

Further information regarding the Cozamin Mine can be found in the AIF.

Santo Domingo (Chile)

Santo Domingo is the subject of a report entitled "*Santo Domingo Project, Region III, Chile, NI 43-101 Technical Report*" (the "**Santo Domingo Technical Report**") effective February 19, 2020. The Santo Domingo Technical Report is authored by: (i) Joyce Maycock, P.Eng., Amec Foster Wheeler Ingeniería y Construcción Ltda (doing business as Wood) ("**Wood**"); (ii) Dr. Antonio Luraschi, CMC, Wood, (iii) Marcial Mendoza, CMC, Wood; (iv) Dr. Mario Bianchin, P.Geo., Wood Canada Limited; (v) David Rennie, P.Eng., Roscoe Postle Associates Inc.; (vi) Carlos Guzmán, CMC, FAusIMM, NCL Ingeniería y Construcción SpA; (vii) Roger Amelunxen, P. Eng., Amelunxen

Mineral Processing Ltd.; (viii) Michael J. Gingles, QP MMSA, Sunrise Americas LLC; (ix) Tom Kerr, P.Eng., P.E., Knight Piésold Ltd.; (x) Roy Betinol, P.Eng., BRASS Chile SA; and (xi) Lyn Jones, P.Eng., M. Plan International, each an independent Qualified Person as defined in NI 43-101, and (xii) Gregg Bush, P.Eng., former Senior Vice President and Chief Operating Officer and therefore a non-independent consulting engineer. Reference should be made to the full text of this report which is available in its entirety on SEDAR+ at www.sedarplus.ca under Capstone's profile. For greater certainty, the Santo Domingo Technical Report is not incorporated by reference herein.

Further information regarding Santo Domingo can be found in the AIF.

Pinto Valley Mine (US)

The Pinto Valley Mine is the subject of a report entitled “*NI 43-101 Technical Report on the Pinto Valley Mine, Arizona, USA*” dated June 11, 2021 with an effective date of March 31, 2021 (the “**Pinto Valley Technical Report**”). The Pinto Valley Technical Report is authored by: (i) Clay Craig, P.Eng., Manager, Mining and Evaluations, Old Capstone; (ii) Tony J. Freiman, PE, Wood, Environment & Infrastructure Solutions, Inc.; (iii) J. Todd Harvey, SME-RM, Global Resource Engineering, Ltd.; (iv) Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd.; (v) Colleen Roche, P. Eng., Operations Support Manager, Old Capstone; (vi) Klaus Triebel, CPG, Chief Resource Modeler, Old Capstone; and (vii) Edward C. Wellman, PE, PG, CEG, Independent Geomechanics LLC, each a Qualified Person as defined by NI 43-101. Reference should be made to the full text of this report which is available in its entirety on SEDAR+ at www.sedarplus.ca under Capstone's profile. For greater certainty, the Pinto Valley Technical Report is not incorporated by reference herein.

Further information regarding the Pinto Valley Mine can be found in the AIF.

Mantos Blancos (Chile)

Mantos Blancos is the subject of a report entitled “*Mantos Blancos Mine NI 43-101 Technical Report, Antofagasta / Región de Antofagasta, Chile*” dated January 5, 2022 with an effective date of November 29, 2021 (the “**Mantos Blancos Report**”). The Mantos Blancos Report is authored by: (i) Carlos Guzmán, RM CMC, FAusIMM, Principal and Project Director of NCL; (ii) Gustavo Tapia, RM CMC, Metallurgical and Process Consultant of GT Metallurgy; and (iii) Ronald Turner, MAusIMM CP(Geo), Golder Associates S.A., each a Qualified Person as defined by NI 43-101. Reference should be made to the full text of this report, which is available in its entirety on SEDAR+ at www.sedarplus.ca under Capstone's profile. For greater certainty, the Mantos Blancos Report is not incorporated by reference herein.

Further information regarding Mantos Blancos can be found in the AIF.

Mantoverde (Chile)

Mantoverde is the subject of a report entitled “*Mantoverde Mine and Mantoverde Development Project NI 43-101 Technical Report Chañaral / Región de Atacama, Chile*” dated January 5, 2022 with an effective date of November 29, 2021 (the “**Mantoverde Report**”). The Mantoverde Report is authored by: (i) Carlos Guzmán, RM CMC, FAusIMM, Principal and Project Director of NCL; (ii) Gustavo Tapia, RM CMC, Metallurgical and Process Consultant of GT Metallurgy; and (iii) Ronald Turner, MAusIMM CP(Geo), Golder Associates S.A., each a Qualified Person as defined by NI 43-101. Reference should be made to the full text of this report, which is available in its entirety on SEDAR+ at www.sedarplus.ca under Capstone's profile. For greater certainty, the Mantoverde Report is not incorporated by reference herein.

Further information regarding Mantoverde can be found in the AIF.

RISK FACTORS

Investing in our securities is speculative and involves a high degree of risk due to the nature of our business which includes acquisition, divestitures, financing, exploration, development, construction and operation of mining properties. Investors should carefully consider the risks and uncertainties described below and all of the information

contained in this prospectus and the documents incorporated by reference herein before deciding whether to invest in our securities. The following risk factors, as well as risks currently unknown to us, could materially and adversely affect our future business, operations and financial condition and could cause them to differ materially from the estimates described in forward-looking statements relating to the Company, or its business, property or financial results, each of which could cause purchasers of our securities to lose part or all of their investment. The risks and uncertainties set out below are not the only risks we face; risks and uncertainties not currently known to us or that we currently deem to be immaterial may also materially and adversely affect our business, financial condition, results of operations and prospects. You should also refer to the other information set forth or incorporated by reference in this prospectus or any applicable prospectus supplement, including our AIF, annual and interim financial statements, and the related notes, as well as our annual and interim management's discussion and analysis. The risks discussed below also include forward-looking statements, and our actual results may differ substantially from those discussed in these forward-looking statements. See "Cautionary Notice Regarding Forward-Looking Statements" **A prospective investor should carefully consider the risk factors set out below along with the other matters set out or incorporated by reference in this prospectus.**

Risks Related to the Offering

The price of Common Shares is volatile.

Publicly quoted securities are subject to a relatively high degree of price volatility. It should be expected that continued fluctuations in price will occur, and no assurances can be made as to whether the share prices will increase or decrease in the future. In recent years, the securities markets in Canada have experienced a high level of price and volume volatility, and the market price of many companies, particularly those considered exploration or development stage companies, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The factors influencing such volatility include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries. The price of the Common Shares is also likely to be significantly affected by short-term changes in precious metal prices or other mineral prices, the results of further exploration activities, currency exchange fluctuations and Capstone's financial condition or results of operations as reflected in its earnings reports. Other factors unrelated to the performance of Capstone that may have an effect on the price of the Common Shares include the following: the extent of analyst coverage available to investors concerning the business of Capstone may be limited if investment banks with research capabilities do not follow Capstone's securities; lessening in trading volume and general market interest in Capstone's securities may affect an investor's ability to trade significant numbers of securities of Capstone; and a substantial decline in the price of the securities of Capstone that persists for a significant period of time could cause Capstone's securities to be delisted from an exchange, further reducing market liquidity.

Securities class-action litigation often has been brought against companies following periods of volatility in the market price of their securities. Capstone may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Need for Future Financing.

The future development of the Company's business will require additional financings or refinancings. There are no assurances that such financing or refinancing will be available, or if available, available on terms acceptable to the Company. If sufficient capital is not available, the Company may be required to delay the expansion of its business and operations, which could have a material adverse effect on the Company's business, financial condition, prospects or results of operations.

There is no assurance of a sufficient liquid trading market for Common Shares in the future.

Shareholders of Capstone may be unable to sell significant quantities of Common Shares into the public trading markets without a significant reduction in the price of their Common Shares, or at all. There can be no assurance that there will be sufficient liquidity of Common Shares on the trading market, and that Capstone will continue to meet the listing requirements of the exchange on which Common Shares are listed.

Capstone has outstanding Common Share equivalents which, if exercised, could cause dilution to existing shareholders.

The exercise of any of stock options, share units, other share-based compensation and share purchase warrants and the subsequent resale of such Common Shares in the public market could adversely affect the prevailing market price and Capstone's ability to raise equity capital in the future at a time and price which it deems appropriate. Capstone may also enter into commitments in the future which would require the issuance of additional Common Shares and Capstone may grant additional share purchase warrants and stock options. Any share issuances from Capstone's treasury will result in immediate dilution to existing shareholders' percentage interest in Capstone.

Capstone has not paid dividends and may not pay dividends in the foreseeable future.

Payment of dividends on Common Shares is within the discretion of the Board and will depend upon Capstone's future earnings if any, its capital requirements and financial condition, and other relevant factors. Capstone anticipates that all available funds will be invested to finance the growth of its business for the foreseeable future.

Discretion in the Use of Proceeds.

The Company intends to allocate the net proceeds it will receive from an offering as described under "Use of Proceeds" in this prospectus and the applicable prospectus supplement; however, the Company will have discretion in the actual application of the net proceeds. The Company may elect to allocate the net proceeds differently from that described in "Use of Proceeds" in this prospectus and the applicable prospectus supplement if the Company believes it would be in the Company's best interests to do so. The Company's investors may not agree with the manner in which the Company chooses to allocate and spend the net proceeds from an offering. The failure by the Company to apply these funds effectively could have a material adverse effect on the business of the Company.

Sales by existing shareholders can reduce share prices.

Sales of a substantial number of Common Shares in the public market could occur at any time. These sales, or the market perception that the holders of a large number of Common Shares intend to sell Common Shares, could reduce the market price of the Common Shares. If this occurs and continues, it could impair the Company's ability to raise additional capital through the sale of securities.

Absence of a public market for certain of the securities.

There is no public market for the debt securities, warrants, subscription receipts, securities purchase contracts or units and, unless otherwise specified in the applicable prospectus supplement, the Company does not intend to apply for listing of the debt securities, warrants, subscription receipts, securities purchase contracts or units on any securities exchanges. If the debt securities, warrants, subscription receipts, securities purchase contracts or units are traded after their initial issuance, they may trade at a discount from their initial offering prices depending on prevailing interest rates (as applicable), the market for similar securities and other factors, including general economic conditions and our financial condition. There can be no assurance as to the liquidity of the trading market for the debt securities, warrants, subscription receipts, share purchase contracts or units, or that a trading market for these securities will develop at all.

Unsecured Debt Securities

The Company carries on its business through corporate subsidiaries, and the majority of its assets are held in corporate subsidiaries. The Company's results of operations and ability to service indebtedness, including the debt securities, are dependent upon the results of operations of these subsidiaries and the payment of funds by these subsidiaries to the Company in the form of loans, dividends or otherwise. Unless otherwise indicated in the applicable prospectus supplement, the Company's subsidiaries will not have an obligation to pay amounts due pursuant to any debt securities or to make any funds available for payment on debt securities, whether by dividends, interest, loans, advances or other payments. In addition, the payment of dividends and the making of loans, advances and other payments to the Company by its subsidiaries may be subject to statutory or contractual restrictions. Unless otherwise indicated in the

applicable prospectus supplement, the indenture governing the Company's debt securities is not expected to limit the Company's ability or the ability of its subsidiaries to incur indebtedness. Unless otherwise indicated in the applicable prospectus supplement, such indebtedness of the Company's subsidiaries would be structurally senior to the debt securities. As such, in the event of the liquidation of any subsidiary, the assets of the subsidiary would be used first to repay the obligations of the subsidiary, including indebtedness and trade payables, prior to being used by the Company to pay its indebtedness, including any debt securities. See "*Description of Debt Securities*".

Effect of Changes in Interest Rates on Debt Securities

Prevailing interest rates will affect the market price or value of any debt securities. The market price or value of any debt securities may increase or decline as prevailing interest rates for comparable debt instruments rise or decline.

Effect of Fluctuation in Foreign Currency Markets on Debt Securities

Debt securities denominated or payable in foreign currencies may entail significant risk. These risks include, without limitation, the possibility of significant fluctuations in the foreign currency markets, the imposition or modification of foreign exchange controls and potential liquidity restrictions in the secondary market. These risks will vary depending upon the currency or currencies involved and will be more fully described in the applicable prospectus supplement.

Risks and Other Considerations Related to the Company

Prospective purchasers should carefully consider the risks in the documents incorporated by reference into this prospectus, including in the AIF under "*Risk Factors*". If any of such or other risks occurs, the Company's business, prospects, financial condition, financial performance and cash flows could be materially adversely impacted. In that case, the applicable securities could decline in value and purchasers could lose all or part of their investment. There is no assurance that any risk management steps taken by the Company will avoid future loss due to the occurrence of such risks or other unforeseen risks.

USE OF PROCEEDS

The use of proceeds from the sale of our securities will be described in the applicable prospectus supplement relating to a specific offering and sale of securities. Unless otherwise specified in a prospectus supplement, among other potential uses, the Company may use the net proceeds for any additional major future expenditures beyond our annual sustaining capital and exploration guidance at ongoing operations, to repay any future indebtedness outstanding, to complete future acquisitions or for other corporate purposes, as set forth in the prospectus supplement relating to the offering of the securities.

More detailed information regarding the use of proceeds from the sale of securities, including any determinable milestones at the applicable time, will be described in a prospectus supplement. We may also, from time to time, issue securities otherwise than pursuant to a prospectus supplement to this prospectus. All expenses relating to an offering of securities and any compensation paid to underwriters, dealers or agents, as the case may be, will be paid out of the proceeds from the sale of such securities, unless otherwise stated in the applicable prospectus supplement.

CONSOLIDATED CAPITALIZATION

Other than disclosed below, there have been no material changes in our consolidated share or debt capital since the date of the Annual Financial Statements.

On February 8, 2024, the Company completed a bought deal offering of Common Shares of 56,548,000 Common Shares for gross proceeds to the Company of C\$356,252,400 million. The following table sets forth the pro-forma balance sheet as of December 31, 2023. The table should be read in conjunction with the Annual Financial Statements incorporated by reference in this prospectus.

	As at December 31, 2023 (\$000s)	Bought Deal Capital Raise ⁽¹⁾ (\$000s)	Pro-forma as at December 31, 2023 (\$000s)
Cash and cash equivalents	126,016	253,488	379,504
Long-term debt ⁽²⁾	1,058,656	-	1,058,656
Equity			
Common shares	2,451,572	253,448	2,705,020
Other reserves	40,129	-	40,129
Retained earnings	168,886	-	168,886
Total equity attributable to equity holders of the Company	2,660,587	253,448	2,914,035
Non-controlling interest	405,535	-	405,535
Total equity	3,066,122	253,448	3,319,570
Total capitalization ⁽³⁾	4,124,778	253,448	4,378,226

⁽¹⁾ Net proceeds giving effect to the overallotment and estimated Company costs of C\$750,000 translated into US\$ at an exchange rate of US\$1.00 = C\$1.3389.

⁽²⁾ Long-term debt includes the current and long-term portion of the Company's revolving credit facility, the MVDP and the cost overrun facility.

⁽³⁾ Total capitalization is long-term debt plus total equity.

PRIOR SALES

Information in respect of our Common Shares and securities exchangeable for or exercisable into Common Shares issued within the previous twelve month period, as well as in respect of Common Shares that we issued upon the exercise of options or share units granted under our equity incentive plans, and in respect of such equity securities exercisable or convertible into Common Shares that we granted under such equity incentive plans, will be provided as required in a prospectus supplement with respect to the issuance of securities pursuant to such prospectus supplement.

TRADING PRICE AND VOLUME

The outstanding Common Shares are listed and posted for trading on the TSX under the symbol "CS" and listed on the ASX as CDIs, with each CDI representing one Common Share, under the symbol "CSC".

Trading price and volume information for the Company's securities will be provided as required in each prospectus supplement to this prospectus.

EARNINGS COVERAGE

If we offer debt securities having a term to maturity in excess of one year under this prospectus and any applicable prospectus supplement, the applicable prospectus supplement will include earnings coverage ratios giving effect to the issuance of such securities.

DESCRIPTION OF SHARE CAPITAL

Our authorized share capital consists of an unlimited number of Common Shares. As of the date of this prospectus, we had 753,394,297 Common Shares issued and outstanding. In addition, as of the date of this prospectus, there were 7,158,541 Common Shares issuable upon the conversion of outstanding share units and exercise of stock options.

Common Shares

The holders of Common Shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of Capstone and each Common Share confers the right to one vote in person or by proxy at all meetings of the shareholders. The holders of the Common Shares, subject to the prior rights, if any, of the holders of any other class of shares of Capstone, are entitled to receive such dividends in any financial year as the Board may determine.

In the event of liquidation, dissolution or winding-up of Capstone, whether voluntary or involuntary, the holders of the Common Shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares, the remaining property and assets of Capstone. Provisions as to the creation, modification, amendment or variation of such rights or such provisions are contained in the BCBCA and the articles of the Company.

DESCRIPTION OF DEBT SECURITIES

In this section describing the debt securities, the terms “Company” and “Capstone” refer only to Capstone Copper Corp. without any of its subsidiaries.

The following description of the terms of debt securities sets forth certain general terms and provisions of debt securities in respect of which a prospectus supplement may be filed. The particular terms and provisions of debt securities offered by any prospectus supplement, and the extent to which the general terms and provisions described below may apply thereto, will be described in the prospectus supplement filed in respect of such debt securities. Prospective investors should rely on information in the applicable prospectus supplement if it is different from the following information.

Debt securities may be offered separately or in combination with one or more other securities of the Company. The Company may, from time to time, issue debt securities and incur additional indebtedness other than through the issue of debt securities pursuant to this prospectus.

The debt securities will be issued under one or more indentures (each, a “**Trust Indenture**”), in each case between the Company and a financial institution or trust company organized under the laws of Canada or any province thereof and authorized to carry on business as a trustee (each, a “**Trustee**”).

The following description sets forth certain general terms and provisions of the debt securities and is not intended to be complete. The particular terms and provisions of the debt securities and a description of how the general terms and provisions described below may apply to the debt securities will be included in the applicable prospectus supplement. The following description is subject to the detailed provisions of the applicable Trust Indenture. Accordingly, reference should also be made to the applicable Trust Indenture, a copy of which will be filed by the Company with the securities commissions or similar regulatory authorities in applicable Canadian offering jurisdictions, after it has been entered into, and will be available electronically at www.sedarplus.ca.

General

The applicable Trust Indenture will not limit the aggregate principal amount of debt securities that may be issued under such Trust Indenture and will not limit the amount of other indebtedness that the Company may incur. The applicable Trust Indenture will provide that the Company may issue debt securities from time to time in one or more series and may be denominated and payable in any currency. Unless otherwise indicated in the applicable prospectus supplement, the debt securities will be unsecured obligations of the Company.

The Company may specify a maximum aggregate principal amount for the debt securities of any series and, unless otherwise provided in the applicable prospectus supplement, a series of debt securities may be reopened for issuance of additional debt securities of such series. The applicable Trust Indenture will also permit the Company to increase the principal amount of any series of the debt securities previously issued and to issue that increased principal amount.

Any prospectus supplement for debt securities supplementing this prospectus will contain the specific terms and other information with respect to the debt securities being offered thereby, including, but not limited to, the following:

- the designation, aggregate principal amount and authorized denominations of such debt securities;
- the interest rate at which the debt securities will be issued;
- whether payment on the debt securities will be senior or subordinated to other liabilities or obligations of the Company;
- whether the payment of the debt securities will be guaranteed by any other person;

- the date or dates, or the methods by which such dates will be determined or extended, on which the Company may issue the debt securities and the date or dates, or the methods by which such dates will be determined or extended, on which the Company will pay the principal and any premium on the debt securities and the portion (if less than the principal amount) of debt securities to be payable upon a declaration of acceleration of maturity;
- whether the debt securities will bear interest, the interest rate (whether fixed or variable) or the method of determining the interest rate, the date from which interest will accrue, the dates on which the Company will pay interest and the record dates for interest payments, or the methods by which such dates will be determined or extended;
- the place or places the Company will pay principal, premium, if any, and interest, if any, and the place or places where debt securities can be presented for registration of transfer or exchange;
- whether and under what circumstances the Company will be required to pay any additional amounts for withholding or deduction for Canadian taxes with respect to the debt securities, and whether and on what terms the Company will have the option to redeem the debt securities rather than pay the additional amounts;
- whether the Company will be obligated to redeem or repurchase the debt securities pursuant to any sinking or purchase fund or other provisions, or at the option of a holder, and the terms and conditions of such redemption;
- whether the Company may redeem the debt securities at its option and the terms and conditions of any such redemption;
- the denominations in which the Company will issue any registered and unregistered debt securities;
- the currency or currency units for which debt securities may be purchased and the currency or currency units in which the principal and any interest is payable (in either case, if other than Canadian dollars) or if payments on the debt securities will be made by delivery of Common Shares or other property;
- whether payments on the debt securities will be payable with reference to any index or formula;
- if applicable, the ability of the Company to satisfy all or a portion of any redemption of the debt securities, any payment of any interest on such debt securities or any repayment of the principal owing upon the maturity of such debt securities through the issuance of securities of the Company or of any other entity, and any restriction(s) on the persons to whom such securities may be issued;
- whether the debt securities will be issued as global securities (defined below) and, if so, the identity of the depositary for the global securities;
- whether the debt securities will be issued as unregistered securities (with or without coupons), registered securities or both;
- the periods within which and the terms and conditions, if any, upon which the Company may redeem the debt securities prior to maturity and the price or prices of which, and the currency or currency units in which, the debt securities are payable;
- any events of default or covenants applicable to the debt securities;
- any terms under which debt securities may be defeased, whether at or prior to maturity;
- whether the holders of any series of debt securities have special rights if specified events occur;
- any mandatory or optional redemption or sinking fund or analogous provisions;
- the terms, if any, for any conversion or exchange of the debt securities for any other securities;
- rights, if any, on a change of control;
- provisions as to modification, amendment or variation of any rights or terms attaching to the debt securities;
- the Trustee under the Trust Indenture pursuant to which the debt securities are to be issued;
- whether the Company will undertake to list the debt securities of the series on any securities exchange or automated interdealer quotation system; and
- any other terms, conditions, rights and preferences (or limitations on such rights and preferences) including covenants and events of default which apply solely to a particular series of the debt securities being offered which do not apply generally to other debt securities, or any covenants or events of default generally applicable to the debt securities which do not apply to a particular series of the debt securities.

The Company reserves the right to include in a prospectus supplement specific terms pertaining to the debt securities which are not within the options and parameters set forth in this prospectus. In addition, to the extent that any particular terms of the debt securities described in a prospectus supplement differ from any of the terms described in this

prospectus, the description of such terms set forth in this prospectus shall be deemed to have been superseded by the description of such differing terms set forth in such prospectus supplement with respect to such debt securities.

Unless stated otherwise in the applicable prospectus supplement, no holder of debt securities will have the right to require the Company to repurchase the debt securities and there will be no increase in the interest rate if the Company becomes involved in a highly leveraged transaction or has a change of control.

The Company may issue debt securities bearing no interest or interest at a rate below the prevailing market rate at the time of issuance, and offer and sell these securities at a discount below their stated principal amount. The Company may also sell any of the debt securities for a foreign currency or currency unit, and payments on the debt securities may be payable in a foreign currency or currency unit. In any of these cases, the Company will describe certain Canadian federal income tax consequences and other special considerations in the applicable prospectus supplement.

Unless otherwise indicated in the applicable prospectus supplement, the Company may issue debt securities with terms different from those of debt securities previously issued and, without the consent of the holders thereof, reopen a previous issue of a series of debt securities and issue additional debt securities of such series.

Ranking and Other Indebtedness

Unless otherwise indicated in an applicable prospectus supplement, the debt securities will be direct unsecured obligations of the Company. The debt securities will be senior or subordinated indebtedness of the Company as described in the applicable prospectus supplement. If the debt securities are senior indebtedness, they will rank equally and ratably with all other unsecured indebtedness of the Company from time to time issued and outstanding which is not subordinated. If the debt securities are subordinated indebtedness, they will be subordinated to senior indebtedness of the Company as described in the applicable prospectus supplement, and they will rank equally and ratably with other subordinated indebtedness of the Company from time to time issued and outstanding as described in the applicable prospectus supplement. The Company reserves the right to specify in a prospectus supplement whether a particular series of subordinated debt securities is subordinated to any other series of subordinated debt securities.

The Board may establish the extent and manner, if any, to which payment on or in respect of a series of debt securities will be senior or will be subordinated to the prior payment of our other liabilities and obligations and whether the payment of principal, premium, if any, and interest, if any, will be guaranteed by any other person and the nature and priority of any security.

Registration of Debt Securities

Debt Securities in Book Entry Form

Unless otherwise indicated in an applicable prospectus supplement, debt securities of any series may be issued in whole or in part in the form of one or more global securities (“**Global Securities**”) registered in the name of a designated clearing agency (a “**Depository**”) or its nominee and held by or on behalf of the Depository in accordance with the terms of the applicable Trust Indenture. The specific terms of the depositary arrangement with respect to any portion of a series of debt securities to be represented by a Global Security will, to the extent not described herein, be described in the prospectus supplement relating to such series. The Company anticipates that the provisions described in this section will apply to all depositary arrangements.

Upon the issuance of a Global Security, the Depository or its nominee will credit, in its book-entry and registration system, the respective principal amounts of the debt securities represented by the Global Security to the accounts of such participants that have accounts with the Depository or its nominee (“**Participants**”). Such accounts are typically designated by the underwriters, dealers or agents participating in the distribution of the debt securities or by the Company if such debt securities are offered and sold directly by the Company. Ownership of beneficial interests in a Global Security will be limited to Participants or persons that may hold beneficial interests through Participants. With respect to the interests of Participants, ownership of beneficial interests in a Global Security will be shown on, and the transfer of that ownership will be effected only through records maintained by the Depository or its nominee. With respect to the interests of persons other than Participants, ownership of beneficial interests in a Global Security will

be shown on, and the transfer of that ownership will be effected only through records maintained by Participants or persons that hold through Participants.

So long as the Depositary for a Global Security, or its nominee, is the registered owner of such Global Security, such Depositary or such nominee, as the case may be, will be considered the sole owner or holder of the debt securities represented by such Global Security for all purposes under the applicable Trust Indenture and payments of principal, premium, if any, and interest, if any, on the debt securities represented by a Global Security will be made by the Company to the Depositary or its nominee. The Company expects that the Depositary or its nominee, upon receipt of any payment of principal, premium, if any, or interest, if any, will credit Participants' accounts with payments in amounts proportionate to their respective beneficial interests in the principal amount of the Global Security as shown on the records of such Depositary or its nominee. The Company also expects that payments by Participants to owners of beneficial interests in a Global Security held through such Participants will be governed by standing instructions and customary practices and will be the responsibility of such Participants.

Conveyance of notices and other communications by the Depositary to direct Participants, by direct Participants to indirect Participants and by direct and indirect Participants to beneficial owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial owners of debt securities may wish to take certain steps to augment transmission to them of notices of significant events with respect to the debt securities, such as redemptions, tenders, defaults and proposed amendments to the Trust Indenture.

Owners of beneficial interests in a Global Security will not be entitled to have the debt securities represented by such Global Security registered in their names, will not receive or be entitled to receive physical delivery of such debt securities in certificated non-book-entry form, and will not be considered the owners or holders thereof under the applicable Trust Indenture, and the ability of a holder to pledge a debt security or otherwise take action with respect to such holder's interest in a debt security (other than through a Participant) may be limited due to the lack of a physical certificate.

No Global Security may be exchanged in whole or in part for debt securities registered, and no transfer of a Global Security in whole or in part may be registered, in the name of any person other than the Depositary for such Global Security or any nominee of such Depositary unless: (i) the Depositary is no longer willing or able to discharge properly its responsibilities as depositary and the Company is unable to locate a qualified successor; (ii) the Company at its option elects, or is required by law, to terminate the book-entry system through the Depositary or the book-entry system ceases to exist; or (iii) if provided for in the Trust Indenture, after the occurrence of an event of default thereunder (provided the Trustee has not waived the event of default in accordance with the terms of the Trust Indenture), Participants acting on behalf of beneficial holders representing, in aggregate, a threshold percentage of the aggregate principal amount of the debt securities then outstanding advise the Depositary in writing that the continuation of a book-entry system through the Depositary is no longer in their best interest.

If one of the foregoing events occurs, such Global Security shall be exchanged for certificated non-book-entry debt securities of the same series in an aggregate principal amount equal to the principal amount of such Global Security and registered in such names and denominations as the Depositary may direct.

The Company, any underwriters, dealers or agents and any Trustee identified in an accompanying prospectus supplement, as applicable, will not have any liability or responsibility for (i) records maintained by the Depositary relating to beneficial ownership interests in the debt securities held by the Depositary or the book-entry accounts maintained by the Depositary, (ii) maintaining, supervising or reviewing any records relating to any such beneficial ownership interests, or (iii) any advice or representation made by or with respect to the Depositary and contained in this prospectus or in any prospectus supplement or Trust Indenture with respect to the rules and regulations of the Depositary or at the direction of Depositary Participants.

Unless otherwise stated in the applicable prospectus supplement, CDS Clearing and Depositary Services Inc. or its successor will act as Depositary for any debt securities represented by a Global Security.

Debt Securities in Certificated Form

A series of the debt securities may be issued in definitive form, solely as registered securities, solely as unregistered securities or as both registered securities and unregistered securities. Unless otherwise indicated in the applicable prospectus supplement, unregistered securities will have interest coupons attached.

In the event that the debt securities are issued in certificated non-book-entry form, and unless otherwise indicated in the applicable prospectus supplement, payment of principal, premium, if any, and interest, if any, on the debt securities (other than a Global Security) will be made at the office or agency of the Trustee or, at the option of the Company, by the Company by way of cheque mailed or delivered to the address of the person entitled at the address appearing in the security register of the Trustee or electronic funds wire or other transmission to an account of the person entitled to receive such payments. Unless otherwise indicated in the applicable prospectus supplement, payment of interest, if any, will be made to the persons in whose name the debt securities are registered at the close of business on the day or days specified by the Company.

At the option of the holder of debt securities, registered securities of any series will be exchangeable for other registered securities of the same series, of any authorized denomination and of a like aggregate principal amount and tenor. If, but only if, provided in an applicable prospectus supplement, unregistered securities (with all unmatured coupons, except as provided below, and all matured coupons in default) of any series may be exchanged for registered securities of the same series, of any authorized denominations and of a like aggregate principal amount and tenor. In such event, unregistered securities surrendered in a permitted exchange for registered securities between a regular record date or a special record date and the relevant date for payment of interest shall be surrendered without the coupon relating to such date for payment of interest, and interest will not be payable on such date for payment of interest in respect of the registered security issued in exchange for such unregistered security, but will be payable only to the holder of such coupon when due in accordance with the terms of the Trust Indenture. Unless otherwise specified in an applicable prospectus supplement, unregistered securities will not be issued in exchange for registered securities.

The applicable prospectus supplement may indicate the places to register a transfer of the debt securities in definitive form. Except for certain restrictions to be set forth in the Trust Indenture, no service charge will be payable by the holder for any registration of transfer or exchange of the debt securities in definitive form, but the Company may, in certain instances, require a sum sufficient to cover any tax or other governmental charges payable in connection with these transactions.

DESCRIPTION OF WARRANTS

General

This section describes the general terms that will apply to any warrants for the purchase of Common Shares (the “**Equity Warrants**”), or for the purchase of debt securities (“**Debt Warrants**”).

We may issue warrants independently or together with other securities, and warrants sold with other securities may be attached to or separate from the other securities. Warrants will be issued under one or more warrant agency agreements to be entered into by us and one or more banks or trust companies acting as warrant agent.

The Company will deliver an undertaking to the securities regulatory authority in each of the provinces and territories of Canada that it will not distribute warrants that, according to their terms as described in the applicable prospectus supplement, are “novel” specified derivatives within the meaning of Canadian securities legislation, separately to any member of the public in Canada, unless the offering is in connection with and forms part of the consideration for an acquisition or merger transaction or unless such prospectus supplement containing the specific terms of the warrants to be distributed separately is first approved by or on behalf of the securities commissions or similar regulatory authorities in each of the provinces of Canada where the warrants will be distributed.

This summary of some of the provisions of the warrants is not complete. The statements made in this prospectus relating to any warrant agreement and warrants to be issued under this prospectus are summaries of certain anticipated provisions thereof and do not purport to be complete and are subject to, and are qualified in their entirety by reference

to, all provisions of the applicable warrant agreement. You should refer to the warrant indenture or warrant agency agreement relating to the specific warrants being offered for the complete terms of the warrants. A copy of any warrant indenture or warrant agency agreement relating to an offering or warrants will be filed by the Company with the securities regulatory authorities in the applicable Canadian offering jurisdictions after we have entered into it, and will be available electronically on SEDAR+ at www.sedarplus.ca.

The applicable prospectus supplement relating to any warrants that we offer will describe the particular terms of those warrants and include specific terms relating to the offering.

Original purchasers of warrants (if offered separately) will have a contractual right of rescission against us in respect of the exercise of such warrant. The contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities acquired upon exercise of the warrant, the total of the amount paid on original purchase of the warrant and the amount paid upon exercise, in the event that this prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the exercise takes place within 180 days of the date of the purchase of the warrant under the applicable prospectus supplement; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the warrant under the applicable prospectus supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

In an offering of warrants, or other convertible securities, original purchasers are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the warrants, or other convertible securities, are offered to the public under the prospectus offering. This means that, under the securities legislation of each of the provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise of such securities, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces or territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights, or consult with a legal advisor.

Equity Warrants

The particular terms of each issue of Equity Warrants will be described in the applicable prospectus supplement. This description will include, where applicable:

- (i) the designation and aggregate number of Equity Warrants;
- (ii) the price at which the Equity Warrants will be offered;
- (iii) the currency or currencies in which the Equity Warrants will be offered;
- (iv) the date on which the right to exercise the Equity Warrants will commence and the date on which the right will expire;
- (v) the number of Common Shares that may be purchased upon exercise of each Equity Warrant and the price at which and currency or currencies in which the Common Shares may be purchased upon exercise of each Equity Warrant;
- (vi) the terms of any provisions allowing or providing for adjustments in (a) the number and/or class of shares that may be purchased, (b) the exercise price per share or (c) the expiry of the Equity Warrants;
- (vii) whether we will issue fractional shares;
- (viii) whether we have applied to list the Equity Warrants or the underlying shares on a stock exchange;
- (ix) the designation and terms of any securities with which the Equity Warrants will be offered, if any, and the number of the Equity Warrants that will be offered with each security;
- (x) the date or dates, if any, on or after which the Equity Warrants and the related securities will be transferable separately;
- (xi) whether the Equity Warrants will be subject to redemption or call and, if so, the terms of such redemption or call provisions;
- (xii) material Canadian federal income tax consequences of owning the Equity Warrants;
- (xiii) any terms, procedures and limitations relating to the transferability, exchange or exercise of the Equity Warrants; and

- (xiv) any other material terms or conditions of the Equity Warrants.

Debt Warrants

The particular terms of each issue of Debt Warrants will be described in the related prospectus supplement. This description will include, where applicable:

- (i) the designation and aggregate number of Debt Warrants;
- (ii) the price at which the Debt Warrants will be offered;
- (iii) the currency or currencies in which the Debt Warrants will be offered;
- (iv) the designation and terms of any securities with which the Debt Warrants are being offered, if any, and the number of the Debt Warrants that will be offered with each security;
- (v) the date or dates, if any, on or after which the Debt Warrants and the related securities will be transferable separately;
- (vi) the principal amount and designation of debt securities that may be purchased upon exercise of each Debt Warrant and the price at which and currency or currencies in which that principal amount of debt securities may be purchased upon exercise of each Debt Warrant;
- (vii) the date on which the right to exercise the Debt Warrants will commence and the date on which the right will expire;
- (viii) the minimum or maximum amount of Debt Warrants that may be exercised at any one time;
- (ix) whether the Debt Warrants will be subject to redemption or call, and, if so, the terms of such redemption or call provisions;
- (x) material Canadian federal income tax consequences of owning the Debt Warrants;
- (xi) whether we have applied to list the Debt Warrants or the underlying debt securities on an exchange;
- (xii) any terms, procedures and limitations relating to the transferability, exchange or exercise of the Debt Warrants; and
- (xiii) any other material terms or conditions of the Debt Warrants.

Prior to the exercise of their warrants, holders of warrants will not have any of the rights of holders of the securities subject to the warrants.

DESCRIPTION OF UNITS

Capstone may issue units, which may consist of one or more of Common Shares, warrants or any other security specified in the relevant prospectus supplement. Each unit will be issued so that the holder of the unit is also the holder of each of the securities included in the unit. In addition, the relevant prospectus supplement relating to an offering of units will describe all material terms of any units offered, including, as applicable:

- (i) the designation and aggregate number of units being offered;
- (ii) the price at which the units will be offered;
- (iii) the designation, number and terms of the securities comprising the units and any agreement governing the units;
- (iv) the date or dates, if any, on or after which the securities comprising the units will be transferable separately;
- (v) whether we will apply to list the units or any of the individual securities comprising the units on any exchange;
- (vi) material Canadian income tax consequences of owning the units, including, how the purchase price paid for the units will be allocated among the securities comprising the units; and
- (vii) any other material terms or conditions of the units.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

We may issue subscription receipts separately or in combination with one or more other securities, which will entitle holders thereof to receive, upon satisfaction of certain release conditions (the “**Release Conditions**”) and for no additional consideration, Common Shares, warrants, debt securities or any combination thereof. Subscription receipts

will be issued pursuant to one or more subscription receipt agreements (each, a “**Subscription Receipt Agreement**”), the material terms of which will be described in the applicable prospectus supplement, each to be entered into between the Company and an escrow agent (the “**Escrow Agent**”) that will be named in the relevant prospectus supplement. Each Escrow Agent will be a financial institution organized under the laws of Canada or a province thereof and authorized to carry on business as a trustee. If underwriters or agents are used in the sale of any subscription receipts, one or more of such underwriters or agents may also be a party to the Subscription Receipt Agreement governing the subscription receipts sold to or through such underwriter or agent.

The following description sets forth certain general terms and provisions of subscription receipts that may be issued hereunder and is not intended to be complete. The statements made in this prospectus relating to any Subscription Receipt Agreement and subscription receipts to be issued thereunder are summaries of certain anticipated provisions thereof and are subject to, and are qualified in their entirety by reference to, all provisions of the applicable Subscription Receipt Agreement. Prospective investors should refer to the Subscription Receipt Agreement relating to the specific subscription receipts being offered for the complete terms of the subscription receipts. We will file a copy of any Subscription Receipt Agreement relating to an offering of subscription receipts with the applicable securities regulatory authorities in Canada after it has been entered into it.

General

The prospectus supplement and the Subscription Receipt Agreement for any subscription receipts that we may offer will describe the specific terms of the subscription receipts offered. This description may include, but may not be limited to, any of the following, if applicable:

- (i) the designation and aggregate number of subscription receipts being offered;
- (ii) the price at which the subscription receipts will be offered;
- (iii) the designation, number and terms of the Common Shares, warrants and/or debt securities to be received by the holders of subscription receipts upon satisfaction of the Release Conditions, and any procedures that will result in the adjustment of those numbers;
- (iv) the Release Conditions that must be met in order for holders of subscription receipts to receive, for no additional consideration, the Common Shares, warrants and/or debt securities;
- (v) the procedures for the issuance and delivery of the Common Shares, warrants and/or debt securities to holders of subscription receipts upon satisfaction of the Release Conditions;
- (vi) whether any payments will be made to holders of subscription receipts upon delivery of the Common Shares, warrants and/or debt securities upon satisfaction of the Release Conditions;
- (vii) the identity of the Escrow Agent;
- (viii) the terms and conditions under which the Escrow Agent will hold all or a portion of the gross proceeds from the sale of subscription receipts, together with interest and income earned thereon (collectively, the “**Escrowed Funds**”), pending satisfaction of the Release Conditions;
- (ix) the terms and conditions pursuant to which the Escrow Agent will hold the Common Shares, warrants and/or debt securities pending satisfaction of the Release Conditions;
- (x) the terms and conditions under which the Escrow Agent will release all or a portion of the Escrowed Funds to the Company upon satisfaction of the Release Conditions;
- (xi) if the subscription receipts are sold to or through underwriters or agents, the terms and conditions under which the Escrow Agent will release a portion of the Escrowed Funds to such underwriters or agents in payment of all or a portion of their fees or commissions in connection with the sale of the subscription receipts;
- (xii) procedures for the refund by the Escrow Agent to holders of subscription receipts of all or a portion of the subscription price of their subscription receipts, plus any pro rata entitlement to interest earned or income generated on such amount, if the Release Conditions are not satisfied;
- (xiii) any contractual right of rescission to be granted to initial purchasers of subscription receipts in the event that this prospectus, the prospectus supplement under which such subscription receipts are issued or any amendment hereto or thereto contains a misrepresentation;
- (xiv) any entitlement of Capstone to purchase the subscription receipts in the open market by private agreement or otherwise;
- (xv) whether we will issue the subscription receipts as global securities and, if so, the identity of the depository for the global securities;

- (xvi) whether we will issue the subscription receipts as unregistered bearer securities, as registered securities or both;
- (xvii) provisions as to modification, amendment or variation of the Subscription Receipt Agreement or any rights or terms of the subscription receipts, including upon any subdivision, consolidation, reclassification or other material change of the Common Shares, warrants or other Capstone securities, any other reorganization, amalgamation, merger or sale of all or substantially all of the Company's assets or any distribution of property or rights to all or substantially all of the holders of Common Shares;
- (xviii) whether we will apply to list the subscription receipts on any exchange;
- (xix) material Canadian federal income tax consequences of owning the subscription receipts; and
- (xx) any other material terms or conditions of the subscription receipts.

Original purchasers of subscription receipts will have a contractual right of rescission against us in respect of the conversion of the subscription receipts. The contractual right of rescission will entitle such original purchasers to receive the total of the amount paid on original purchase of the subscription receipts and the amount paid upon conversion of the subscription receipts (if any) upon surrender of the underlying securities gained thereby, in the event that this prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion takes place within 180 days of the date of the purchase of the subscription receipts under this prospectus; and (ii) the right of rescission is exercised within 180 days of the date of purchase of the subscription receipts under this prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

Rights of Holders of Subscription Receipts Prior to Satisfaction of Release Conditions

The holders of subscription receipts will not be, and will not have the rights of, shareholders of Capstone. Holders of subscription receipts are entitled only to receive Common Shares, warrants and/or debt securities on exchange of their subscription receipts, plus any cash payments, if any, all as provided for under the Subscription Receipt Agreement and only once the Release Conditions have been satisfied. If the Release Conditions are not satisfied, holders of subscription receipts shall be entitled to a refund of all or a portion of the subscription price therefor and their pro rata share of interest earned or income generated thereon, if provided for in the Subscription Receipt Agreement, all as provided in the Subscription Receipt Agreement.

Escrow

The Subscription Receipt Agreement will provide that the Escrowed Funds will be held in escrow by the Escrow Agent, and such Escrowed Funds will be released to the Company (and, if the subscription receipts are sold to or through underwriters or agents, a portion of the Escrowed Funds may be released to such underwriters or agents in payment of all or a portion of their fees in connection with the sale of the subscription receipts) at the time and under the terms specified by the Subscription Receipt Agreement. If the Release Conditions are not satisfied, holders of subscription receipts will receive a refund of all or a portion of the subscription price for their subscription receipts, plus their pro-rata entitlement to interest earned or income generated on such amount, if provided for in the Subscription Receipt Agreement, in accordance with the terms of the Subscription Receipt Agreement. Common Shares, warrants and or debt securities may be held in escrow by the Escrow Agent and will be released to the holders of subscription receipts following satisfaction of the Release Conditions at the time and under the terms specified in the Subscription Receipt Agreement.

Modifications

The Subscription Receipt Agreement will specify the terms upon which modifications and alterations to the subscription receipts issued thereunder may be made by way of a resolution of holders of subscription receipts at a meeting of such holders or consent in writing from such holders. The number of holders of subscription receipts required to pass such a resolution or execute such a written consent will be specified in the Subscription Receipt Agreement.

The Subscription Receipt Agreement will also specify that we may amend any Subscription Receipt Agreement and the subscription receipts without the consent of the holders of the subscription receipts to cure any ambiguity, to cure, correct or supplement any defective or inconsistent provision or in any other manner that will not materially and adversely affect the interests of the holders of outstanding subscription receipts or as otherwise specified in the Subscription Receipt Agreement.

DESCRIPTION OF SHARE PURCHASE CONTRACTS

We may issue share purchase contracts, representing contracts obligating holders to purchase from or sell to us, and obligating us to purchase from or sell to the holders, a specified number of Common Shares, as applicable, at a future date or dates, and including by way of instalment.

The price per Common Share and the number of Common Shares, as applicable, may be fixed at the time the share purchase contracts are issued or may be determined by reference to a specific formula or method set forth in the share purchase contracts. We may issue share purchase contracts in accordance with applicable laws and in such amounts and in as many distinct series as we may determine.

The share purchase contracts may be issued separately or as part of units consisting of a share purchase contract and beneficial interests in debt securities, or debt obligations of third parties, including U.S. treasury securities or obligations of our subsidiaries, securing the holders' obligations to purchase the Common Shares under the share purchase contracts, which we refer to in this prospectus as share purchase units. The share purchase contracts may require the Company to make periodic payments to the holders of the share purchase units or vice versa, and these payments may be unsecured or refunded and may be paid on a current or on a deferred basis. The share purchase contracts may require holders to secure their obligations under those contracts in a specified manner.

Holders of share purchase contracts are not shareholders of Capstone. The particular terms and provisions of share purchase contracts offered by any prospectus supplement, and the extent to which the general terms and provisions described below may apply to them, will be described in the prospectus supplement filed in respect of such share purchase contracts.

This description will include, where applicable:

- (i) whether the share purchase contracts obligate the holder to purchase or sell, or both purchase and sell, Common Shares, as applicable, and the nature and amount of those securities, or the method of determining those amounts;
- (ii) whether the share purchase contracts are to be prepaid or paid in instalments;
- (iii) any conditions upon which the purchase or sale will be contingent and the consequences if such conditions are not satisfied;
- (iv) whether the share purchase contracts are to be settled by delivery, or by reference or linkage to the value or performance of Common Shares;
- (v) any acceleration, cancellation, termination or other provisions relating to the settlement of the share purchase contracts;
- (vi) the date or dates on which the sale or purchase must be made, if any;
- (vii) whether the share purchase contracts will be issued in fully registered or global form;
- (viii) the material income tax consequences of owning the share purchase contracts; and
- (ix) any other material terms and conditions of the share purchase contracts including, without limitation, transferability and adjustment terms and whether the share purchase contracts will be listed on a stock exchange.

Original purchasers of share purchase contracts will be granted a contractual right of rescission against the Company in respect of the conversion, exchange or exercise of such share purchase contract. The contractual right of rescission will entitle such original purchasers to receive the total of the amount paid on original purchase of the share purchase contracts and the amount paid upon conversion, exchange or exercise of the share purchase contracts, upon surrender of the underlying securities gained thereby, in the event that this prospectus (as supplemented or amended) contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this prospectus; and (ii) the right of

rescission is exercised within 180 days of the date of the purchase of the convertible, exchangeable or exercisable security under this prospectus. This contractual right of rescission will be consistent with the statutory right of rescission described under section 131 of the *Securities Act* (British Columbia), and is in addition to any other right or remedy available to original purchasers under section 131 of the *Securities Act* (British Columbia) or otherwise at law.

SELLING SECURITYHOLDERS

Our Common Shares may be sold under this prospectus by way of a secondary offering by or for the account of certain of our securityholders. The prospectus supplement that we will file in connection with any offering of our Common Shares by selling securityholders will include the following information:

- the names of the selling securityholders, and where the selling securityholder is not an individual, the name of the principal securityholder of such selling securityholder to the extent known;
- the number or amount of our Common Shares owned, controlled or directed by each selling securityholder;
- the number or amount of our Common Shares being distributed for the account of each selling securityholder;
- the number or amount of securities to be owned by the selling securityholders after the distribution and the percentage that number or amount represents of the total number of our outstanding securities; and
- whether our Common Shares are owned by the selling securityholders both of record and beneficially, of record only or beneficially only.

PLAN OF DISTRIBUTION

New Issue

The Company may sell securities offered by this prospectus for cash or other consideration (i) to or through underwriters, dealers, placement agents or other intermediaries, (ii) directly to one or more purchasers or (iii) in connection with acquisitions of assets or shares or another entity or company. The consideration for an acquisition of assets or shares of another entity or company may consist of any of the securities covered hereby separately, a combination of such securities, or any combination of, among other things, securities, cash or the assumption of liabilities.

Each prospectus supplement with respect to our securities being offered will set forth the terms of the offering, including:

- (i) the name or names of any underwriters, dealers or other placement agents;
- (ii) the number and the purchase price of, and form of consideration for, our securities;
- (iii) any proceeds to the Company from such sale; and
- (iv) any commissions, fees, discounts and other items constituting underwriters', dealers' or agents' compensation.

Our securities may be sold, from time to time, in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market price or at negotiated prices, including sales in transactions that are deemed to be ATM Distributions, including sales made directly on the TSX or other existing trading markets for the securities. The prices at which the securities may be offered may vary as between purchasers and during the period of distribution. If, in connection with the offering of securities at a fixed price or prices, the underwriters have made a *bona fide* effort to sell all of the securities at the initial offering price fixed in the applicable prospectus supplement, the public offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial offering price fixed in such prospectus supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the securities is less than the gross proceeds paid by the underwriters to the Company.

Only underwriters named in the prospectus supplement are deemed to be underwriters in connection with our securities offered by that prospectus supplement.

Under agreements which may be entered into by the Company, underwriters, dealers and agents who participate in the distribution of our securities may be entitled to indemnification by the Company against certain liabilities, including liabilities under applicable Canadian securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. The underwriters, dealers and agents with whom we enter into agreements may be customers of, engage in transactions with, or perform services for, the Company in the ordinary course of business.

No underwriter or dealer involved in an ATM Distribution, no affiliate of such underwriter or dealer and no person acting jointly or in concert with such underwriter or dealer has over-allotted, or will over allot, our securities in connection with an ATM Distribution of our securities or effect any other transactions that are intended to stabilize the market price of our securities during an ATM Distribution. In connection with any offering of our securities other than in an ATM Distribution, the underwriters may over-allot or effect transactions which stabilize or maintain the market price of our securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time.

Secondary Offering

This prospectus may also, from time to time, relate to the offering of our Common Shares by certain selling securityholders.

The selling securityholders may sell all or a portion of our Common Shares beneficially owned by them and offered hereby from time to time directly or through one or more underwriters, broker-dealers or agents. If our Common Shares are sold through underwriters or broker-dealers, the selling securityholders will be responsible for underwriting discounts or commissions or agent's commissions. Our Common Shares may be sold by the selling securityholders in one or more transactions at fixed prices, at prevailing market prices at the time of the sale, at varying prices determined at the time of sale, or at negotiated prices. These sales may be effected in transactions, which may involve crosses or block transactions, as follows:

- on any national securities exchange or quotation service on which the securities may be listed or quoted at the time of sale;
- in the over-the-counter market;
- in transactions otherwise than on these exchanges or systems or in the over-the-counter market;
- through the writing of options, whether such options are listed on an options exchange or otherwise;
- ordinary brokerage transactions and transactions in which the broker-dealer solicits purchasers;
- block trades in which the broker-dealer will attempt to sell the shares as agent but may position and resell a portion of the block as principal to facilitate the transaction;
- purchases by a broker-dealer as principal and resale by the broker-dealer for its account;
- an exchange distribution in accordance with the rules of the applicable exchange;
- privately negotiated transactions;
- short sales;
- broker-dealers may agree with the selling securityholders to sell a specified number of such shares at a stipulated price per share;
- a combination of any such methods of sale; and
- any other method permitted pursuant to applicable law.

If the selling securityholders effect such transactions by selling our Common Shares to or through underwriters, broker-dealers or agents, such underwriters, broker-dealers or agents may receive commissions in the form of discounts, concessions or commissions from the selling securityholders or commissions from purchasers of our Common Shares for whom they may act as agent or to whom they may sell as principal (which discounts, concessions or commissions as to particular underwriters, broker-dealers or agents may be in excess of those customary in the types of transactions involved). In connection with sales of our Common Shares or otherwise, the selling securityholders may enter into hedging transactions with broker-dealers, which may in turn engage in short sales of our Common Shares in the course of hedging in positions they assume. The selling securityholders may also sell our Common Shares short and deliver our Common Shares covered by this prospectus to close out short positions and to

return borrowed shares in connection with such short sales. The selling securityholders may also loan or pledge our Common Shares to broker-dealers that in turn may sell such shares.

At the time a particular offering of our Common Shares is made by any selling securityholders, a prospectus supplement will be distributed which will identify the selling securityholders and provide the other information set forth under “Selling Securityholders” of such prospectus supplement, including the aggregate amount of our Common Shares being offered and the terms of the offering, including the name or names of any underwriters, broker-dealers or agents, any discounts, commissions and other terms constituting compensation from the selling securityholders and any discounts, commissions or concessions allowed or re-allowed or paid to broker-dealers.

There can be no assurance that any securityholder will sell any or all of our Common Shares registered pursuant to this prospectus.

CERTAIN INCOME TAX CONSIDERATIONS

The applicable prospectus supplement may describe certain Canadian federal income tax consequences to an investor who is a non-resident of Canada or to an investor who is a resident of Canada of acquiring, owning and disposing of any of our securities offered thereunder. Investors should read the tax discussion in any prospectus supplement with respect to a particular offering and consult their own tax advisors with respect to their own particular circumstances.

LEGAL MATTERS

Certain legal matters related to any offering of Securities may be passed upon on our behalf by Blake, Cassels & Graydon LLP. In addition, certain legal matters in connection with any offering of Securities may be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering by such underwriters, dealers or agents, as the case may be.

AUDITORS, TRANSFER AGENT AND REGISTRAR

The auditor of Capstone is Deloitte LLP (“**Deloitte**”) Chartered Professional Accountants located at 410 West Georgia Street, Vancouver, British Columbia, V6B 0S7. Deloitte is independent of the Company within the meaning of the rules of professional conduct of the Chartered Professional Accountants of British Columbia.

Computershare Investor Services Inc., at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, is the transfer agent and registrar of our Common Shares.

SCIENTIFIC AND TECHNICAL INFORMATION

The technical disclosure relating to the Company’s mineral properties included or incorporated by reference in this prospectus has been included or incorporated by reference in reliance on the report, valuation, statement or opinion of the persons described below.

The following persons, each a “qualified person” as defined in NI 43-101, are named as having prepared or certified a report under NI 43-101 referenced in this prospectus, either directly or in a document incorporated by reference: (i) Gregg Bush, P.Eng.; (ii) Jenna Hardy, P.Geo., FGC; (iii) Vivienne McLennan, P.Geo.; (iv) Josh Moncrieff, P.Geo.; (v) Garth Kirkham, P.Geo., FGC; (vi) Clay Craig, P.Eng.; (vii) Klaus Triebel, CPG; (viii) Tony J. Freiman, PE; (ix) J. Todd Harvey, SME-RM; (x) Colleen Roche, P.Eng., SME-RM; (xi) Edward C. Wellman, PE, PG, CEG; (xii) Carlos Guzmán, CMC, FAusIMM; (xiii) David W. Rennie, P.Eng.; (xiv) Joyce Maycock, P.Eng.; (xv) Dr. Antonio Luraschi, CMC; (xvi) Marcial Mendoza, CMC; (xvii) Dr. Mario Bianchin, P. Geo.; (xviii) Roy Betinol, P.Eng.; (xix) Roger Amelunxen, P. Eng.; (xx) Lyn Jones, P.Eng.; (xxi) Michael J. Gingles, QP MMSA; (xxii) Tom Kerr, P.Eng.; (xxiii) Cashel Meagher, P.Geo.; (xxiv) Gustavo Tapia, RM CMC; (xxv) Ronald Turner, MAusIMM CP(Geo); (xxvi) Peter Amelunxen, P.Eng.; (xxvii) Ali Jalbout, P.Eng., P. Geo.; and (xxviii) Guillermo Pareja, P. Geo.

INTEREST OF EXPERTS

Except as set out herein, none of the experts named in the foregoing section, when or after they prepared the statement, report or valuation, has received or holds any registered or beneficial interests, direct or indirect, in any securities or other property of Capstone or of one of Capstone's associates or affiliates (based on information provided to us by the experts) or is expected to be elected, appointed or employed as a director, officer or employee of Capstone or of any of our associates or affiliates.

Cashel Meagher, Josh Moncrieff, Clay Craig, Vivienne McLennan, Colleen Roche, Klaus Triebel, Gregg Bush, Peter Amelunxen and Guillermo Pareja beneficially own, directly or indirectly, less than one percent of the outstanding common shares of the Company.

Klaus Triebel and Clay Craig are employees of Pinto Valley Mining Corp. and Colleen Roche is a former employee of Pinto Valley Mining Corp. Vivienne McLennan, Peter Amelunxen and Guillermo Pareja are employees of Capstone, Josh Moncrieff is a former employee of Capstone and Gregg Bush is a former consultant to Capstone. Cashel Meagher is our President and Chief Operating Officer.

WELL-KNOWN SEASONED ISSUER

On December 6, 2021, the securities regulatory authorities in each of the provinces and territories of Canada each independently adopted a series of substantively harmonized blanket orders, including in British Columbia, BC Instrument 44-503 – *Exemption from Certain Prospectus Requirements for Canadian Well-known Seasoned Issuers* (together with the equivalent local blanket orders in each of the other provinces and territories of Canada, collectively, the “**WКСI Blanket Orders**”). The WКСI Blanket Orders were adopted to reduce regulatory burden for certain large, established reporting issuers with strong disclosure records associated with certain prospectus requirements under NI 44-101 and NI 44-102. The WКСI Blanket Orders came into force on January 4, 2022 and allow “well-known seasoned issuers”, or “WКСIs”, to file a final short form base shelf prospectus as the first public step in an offering, and exempt qualifying issuers from certain disclosure requirements relating to such final short form base shelf prospectus. As of the date hereof, the Company has determined that it qualifies as a “well-known seasoned issuer” under the WКСI Blanket Orders.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of securities distributed under an ATM Distribution by Capstone do not have the right to withdraw from an agreement to purchase the securities and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser because the prospectus, prospectus supplement, and any amendment relating to the securities purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of National Instrument 44-102 – *Shelf Distributions*.

Securities legislation in some provinces and territories of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of securities distributed under an ATM Distribution by Capstone may have against Capstone or its agents for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement, and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

In an offering of warrants, or other convertible, exchangeable or exercisable securities, investors are cautioned that the statutory right of action for damages under Canadian securities laws for a misrepresentation contained in the prospectus or a prospectus supplement (or any amendment thereto) is limited, in certain provincial securities legislation, to the price at which the warrants, or other convertible, exchangeable or exercisable securities are offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise of such securities, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal advisor.

CERTIFICATE OF THE COMPANY

Dated: March 28, 2024

This short form base shelf prospectus, together with the documents incorporated in this prospectus by reference, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by this prospectus and the supplement as required by the securities legislation of each of the provinces and territories of Canada.

(signed) *John MacKenzie*
Chief Executive Officer

(signed) *Raman S. Randhawa*
Chief Financial Officer

On behalf of the Board of Directors:

(signed) *Peter Meredith*
Director

(signed) *Darren M. Pylot*
Director