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MANAGEMENT'S DISCUSSION AND ANALYSIS OF CAPSTONE COPPER CORP. FOR THE THREE MONTHS ENDED MARCH 31, 2024

Capstone Copper Corp. ("Capstone Copper" or the "Company" or "we") has prepared the following management's discussion and analysis (the "MD&A") as of May 2, 2024 and it should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and notes thereto for the three months ended March 31, 2024. All financial information has been prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts presented are United States ("US") dollars unless otherwise stated. "C\$" refers to Canadian dollars.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This document may contain "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"). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect our expectations or beliefs regarding future events. Our Sustainable Development Strategy goals and strategies are based on a number of assumptions, including, but not limited to, the biodiversity and climate-change consequences; availability and effectiveness of technologies needed to achieve our sustainability goals and priorities; availability of land or other opportunities for conservation, rehabilitation or capacity building on commercially reasonable terms and our ability to obtain any required external approvals or consensus for such opportunities; the availability of clean energy sources and zero-emissions alternatives for transportation on reasonable terms; availability of resources to achieve the goals in a timely manner, our ability to successfully implement new technology; and the performance of new technologies in accordance with our expectations.

Forward-looking statements include, but are not limited to, statements with respect to the estimation of Mineral Resources and Mineral Reserves, the success of the underground paste backfill and tailings filtration projects at Cozamin, the timing and cost of the Mantoverde Development Project ("MVDP"), the timing and results of the Optimized Mantoverde Development Project ("MV Optimized FS") and Mantoverde Phase II study, the timing and results of PV District Growth Study (as defined below), the timing and results of Mantos Blancos Phase II Feasibility Study, the timing and success of the Mantoverde - Santo Domingo Cobalt Feasibility Study, the timing and results of the Santo Domingo FS Update and success of incorporating synergies previously identified in the Mantoverde - Santo Domingo District Integration Plan, the realization of Mineral Reserve estimates, the timing and amount of estimated future production, the costs of production and capital expenditures and reclamation, the timing and costs of the Minto obligations and other obligations related to the closure of the Minto Mine, the budgets for exploration at Cozamin, Santo Domingo, Pinto Valley, Mantos Blancos, Mantoverde, and other exploration projects, the timing and success of the Copper Cities project, 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 fund future exploration activities, our ability to finance the Santo Domingo project, environmental risks, unanticipated reclamation expenses and title disputes, the success of the synergies and catalysts related to prior transactions, in particular but not limited to, the potential synergies with Mantoverde and Santo Domingo, the anticipated future production, costs of production, including the cost of sulphuric acid and oil and other fuel, capital expenditures and reclamation of Company's operations and development projects, our estimates of available liquidity, and the risks included in our continuous disclosure filings on SEDAR+ at www.sedarplus.ca. The impact of global events such as pandemics, geopolitical conflict, or other events, to Capstone is dependent on a number of factors outside of our control and knowledge, including the effectiveness of the measures taken by public health and governmental authorities to combat the spread of diseases, global economic uncertainties and outlook due to widespread diseases or geopolitical events or conflicts, supply chain delays resulting in lack of availability of supplies, goods and equipment, and evolving restrictions relating to mining activities and to travel in certain jurisdictions in which we operate. In certain cases, forward-looking statements can be identified by the use of words such as "anticipates", "approximately", "believes", "budget", "estimates", "expects", "forecasts", "guidance", "intends", "plans", "scheduled", "target", or variations of such words and phrases, or statements that certain actions, events or results "be achieved", "could",

"may", "might", "occur", "should", "will be taken" or "would" or the negative of these terms or comparable terminology.

In certain cases, forward-looking statements can be identified by the use of words such as "anticipates", "approximately", "believes", "budget", "estimates", expects", "forecasts", "guidance", intends", "plans", "scheduled", "target", or variations of such words and phrases, or statements that certain actions, events or results "be achieved", "could", "may", "might", "occur", "should", "will be taken" or "would" or the negative of these terms or comparable terminology. In this document certain forward-looking statements are identified by words including "anticipated", "expected", "guidance" and "plan". 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 and closure of mining projects, future prices of copper and other metals, compliance with financial covenants, inflation, surety bonding, our ability to raise capital, Capstone Copper's ability to acquire properties for growth, counterparty risks associated with sales of our metals, use of financial derivative instruments and associated counterparty risks, foreign currency exchange rate fluctuations, market access restrictions or tariffs, changes in general economic conditions, availability and quality of water, accuracy of Mineral Resource and Mineral Reserve estimates, operating in foreign jurisdictions with risk of changes to governmental regulation, compliance with governmental regulations and stock exchange rules, compliance with environmental laws and regulations, reliance on approvals, licences and permits from governmental authorities and potential legal challenges to permit applications, contractual risks including but not limited to, our ability to meet the requirements under the Cozamin Silver Stream Agreement with Wheaton Precious Metals Corp. ("Wheaton"), our ability to meet certain closing conditions under the Santo Domingo Gold Stream Agreement with Wheaton, acting as Indemnitor for Minto Metals Corp.'s surety bond obligations, impact of climate change and changes to climatic conditions at our operations and projects, changes in regulatory requirements and policy related to climate change and greenhouse gas ("GHG") emissions, land reclamation and mine closure obligations, introduction or increase in carbon or other "green" taxes, aboriginal title claims and rights to consultation and accommodation, risks relating to widespread epidemics or pandemic outbreaks; the impact of communicable disease outbreaks on our workforce, risks related to construction activities at our operations and development projects, suppliers and other essential resources and what effect those impacts, if they occur, would have on our business, including our ability to access goods and supplies, the ability to transport our products and impacts on employee productivity, the risks in connection with the operations, cash flow and results of Capstone Copper relating to the unknown duration and impact of the epidemics or pandemics, impacts of inflation, geopolitical events and the effects of global supply chain disruptions, uncertainties and risks related to the potential development of the Santo Domingo project, risks related to the Mantoverde Development Project, increased operating and capital costs, increased cost of reclamation, challenges to title to our mineral properties, increased taxes in jurisdictions the Company operates or is subject to tax, changes in tax regimes we are subject to and any changes in law or interpretation of law may be difficult to react to in an efficient manner, maintaining ongoing social licence to operate, seismicity and its effects on our operations and communities in which we operate, dependence on key management personnel, potential conflicts of interest involving our directors and officers, corruption and bribery, limitations inherent in our insurance coverage, labour relations, increasing input costs such as those related to sulphuric acid, electricity, fuel and supplies, increasing inflation rates, competition in the mining industry including but not limited to competition for skilled labour, risks associated with joint venture partners and non-controlling shareholders or associates, our ability to integrate new acquisitions and new technology into our operations, cybersecurity threats, legal proceedings, the volatility of the price of the common shares, 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 Capstone Copper with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future and sales of common shares by existing shareholders can reduce trading prices, and other risks of the mining industry as well as those factors detailed from time to time in the Company's interim and annual financial statements and MD&A of those statements and Annual Information Form, all of which are filed and available for review under the Company's profile on SEDAR+ at www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause our actual results, performance or achievements to differ materially from those described in our forward-looking statements, there may be other factors that cause our results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that our forwardlooking statements will prove to be accurate, as our actual results, performance or achievements could differ

| materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on our forward-looking statements. |
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1.0 BUSINESS OVERVIEW

Capstone Copper Corp. ("Capstone Copper" or "the Company") is an Americas-focused copper mining company headquartered in Vancouver, Canada. We own and operate the Pinto Valley 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 project, located approximately 30 kilometers northeast of Mantoverde in the Atacama region, Chile as well as a portfolio of exploration properties in the Americas. The Company is listed on the Toronto Stock Exchange ("TSX"), and effective February 2, 2024, the Company was admitted to the official list of the Australian Securities Exchange ("ASX") as an ASX Foreign Exempt Listing.

2.0 Q1 2024 HIGHLIGHTS AND SIGNIFICANT ITEMS

Q1 2024 Financial and Operational Highlights

- Consolidated copper production for Q1 2024 was 42,121 tonnes at C1 cash costs¹ of \$2.88/lb, which consisted of 15,672 tonnes at Pinto Valley, 10,967 tonnes at Mantos Blancos, 9,476 tonnes at Mantoverde, and 6.006 tonnes at Cozamin.
- Net loss attributable to shareholders of \$4.8 million, or \$(0.01) per share for Q1 2024 compared to net loss attributable to shareholders of \$20.0 million, or \$(0.03) per share for Q1 2023.
- Adjusted net loss attributable to shareholders¹ of \$4.5 million, or \$(0.01) per share for Q1 2024. Q1 2024 adjusted net loss attributable to shareholders¹ is lower than Q1 2023 adjusted net income attributable to shareholders¹ of \$17.5 million due to lower realized copper price.
- Adjusted EBITDA¹ of \$80.1 million for Q1 2024 compared to \$66.0 million for Q1 2023. The increase in Adjusted EBITDA¹ is driven by higher copper sold (41.0 thousand tonnes in Q1 2024 versus 37.5 thousand tonnes in Q1 2023), partially offset by a lower realized copper price of \$3.86/lb compared to \$4.12/lb (prior to unrealized provisional pricing adjustments).
- Operating cash flow before changes in working capital of \$62.1 million in Q1 2024 compared to \$41.7 million in Q1 2023.
- At the Mantoverde Development Project ("MVDP"), the Company has continued to systematically commission the concentrator plant with first saleable concentrate expected in Q2 2024. First ore was introduced to the grinding circuit during March, which represents the completion of a key commissioning event. Project total capital remains unchanged at \$870 million. Capstone is focused on a safe, efficient and phased project commissioning and ramp-up.
- In February 2024, the Company and Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund I-A LP (collectively, "Orion") closed a bought deal financing with a syndicate of underwriters ("the Offering"). In connection with the Offering, 56.5 million common shares were issued by the Company with a value of C\$6.30 per common share raising total proceeds, net of transaction costs, of \$252.9 million. As part of the Offering, Orion completed a secondary sale of 11.9 million common shares.
- On February 2, 2024, the Company's secondary listing on the Australian Securities Exchange commenced trading under the ticker symbol "CSC".
- On April 5, 2024, the Company and Orion announced that Orion entered into a block trade agreement to sell 62.4 million CHESS depository interests ("CDIs") of Capstone (or the equivalent of 62.4 million fully paid Common Shares of Capstone) at a price of A\$9.50 per CDI, for gross proceeds to Orion of approximately A\$592.8 million. Post transaction, Orion owns 90.5 million common shares, representing approximately 12.0% of the outstanding common shares of Capstone.
- Net debt¹ decreased significantly from \$927.2 million as at December 31, 2023, to \$740.2 million as at March 31, 2024. Total available liquidity¹ of \$539.8 million as at March 31, 2024, composed of \$131.8 million of cash and short-term investments, and \$408.0 million of undrawn amounts on the corporate revolving credit facility.
- The Company reiterates the 2024 guidance of 190,000 to 220,000 tonnes of copper at C1 cash costs of \$2.30/lb to \$2.50/lb, including the H1 and H2 guidance ranges previously disclosed. Total 2024 sustaining and expansionary capital expenditure guidance of \$275 million, plus an additional \$180 million for capitalized stripping, is also reaffirmed.
- The company envisions commencing in H2 2024 an initial **two-year \$25 million exploration program at Mantoverde** aimed at: i) targeting higher copper grades; ii) increasing reserves and resources near the Mantoverde pits; and iii) testing high priority district targets in the northern part of the Mantoverde land package.

Operating Highlights

| | Q1 2024 | Q1 2023 |
|--|---------|---------|
| Copper production (tonnes) | | |
| Sulphide business | | |
| Pinto Valley | 15,672 | 12,841 |
| Cozamin | 6,006 | 5,239 |
| Mantos Blancos | 9,163 | 10,847 |
| Total sulphides | 30,841 | 28,927 |
| Cathode business | | |
| Mantos Blancos | 1,804 | 3,275 |
| Mantoverde ² | 9,476 | 8,532 |
| Total cathodes | 11,280 | 11,807 |
| Consolidated | 42,121 | 40,734 |
| Copper sales | | |
| Copper sold (tonnes) | 40,996 | 37,456 |
| Realized copper price ¹ (\$/pound) | 3.85 | 4.17 |
| C1 cash costs ¹ (\$/pound) produced | | |
| Sulphide business | | |
| Pinto Valley | 2.53 | 3.09 |
| Cozamin | 1.93 | 1.72 |
| Mantos Blancos | 2.98 | 2.46 |
| Total sulphides | 2.55 | 2.61 |
| Cathode business | | |
| Mantos Blancos | 3.43 | 3.36 |
| Mantoverde | 3.82 | 4.02 |
| Total cathodes | 3.76 | 3.83 |
| Consolidated | 2.88 | 2.96 |

² Mantoverde production shown on a 100% basis.

Consolidated

Q1 2024 consolidated production of 42,121 tonnes of copper was 3% higher than 40,734 tonnes in Q1 2023, due to higher production at Pinto Valley and Cozamin mainly on higher grades, and at Mantoverde on higher grades and recoveries, partially offset by lower production at Mantos Blancos.

Q1 2024 C1 cash costs¹ of \$2.88/lb were 3% lower than \$2.96/lb Q1 2023 on higher copper production along with lower main consumables prices and cost saving initiatives.

Consolidated Financial Highlights

| (\$ millions, except per share data) ² | Q1 2024 | Q1 2023 |
|---|----------------|-------------------|
| Revenue | 339.9 | 335.6 |
| Net loss | (5.8) | (29.0) |
| Net loss attributable to shareholders | (4.8) | (20.0) |
| Net loss attributable to shareholders per common share - basic and diluted (\$) | (0.01) | (0.03) |
| Operating cash flow before changes in working capital | 62.1 | 41.7 |
| Adjusted EBITDA ¹ | 80.1 | 66.0 |
| Adjusted net (loss) income attributable to shareholders ¹ | (4.5) | 17.5 |
| Adjusted net (loss) income attributable to shareholders per common share - basic and diluted ¹ | (0.01) | 0.03 |
| Realized copper price ¹ (\$/pound) | 3.85 | 4.17 |
| | March 31, 2024 | December 31, 2023 |
| Net (debt) / cash ¹ | (740.2) | (927.2) |
| Attributable net (debt) / cash ¹ | (590.8) | (776.6) |

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation.

Mantoverde Development Project

During Q1 2024, the Company advanced commissioning activities at the Mantoverde Development Project in Chile. The Company is focused on a safe, efficient and phased project commissioning and ramp-up. Notably, first ore was introduced to the grinding circuit (principally the SAG and Ball mills) during March, and the project remains on track for first saleable concentrate during Q2 2024.

MVDP is expected to enable the mine to process 236 million tonnes of copper sulphide reserves over a 20-year expected mine life, in addition to existing oxide reserves. The MVDP involves the addition of a sulphide concentrator (nominal 32,000 ore tonnes per day) and tailings storage facility, and the expansion of the existing desalination plant and other minor infrastructure.

MVDP is progressing under a lump-sum turn-key engineering, procurement, and construction (EPC) contract with Ausenco Limited, a multi-national EPC management company, with broad international experience in the design and construction of copper concentrator projects of this scale in the international market. The execution plan includes a Capstone Copper owner's team working with Ausenco during the execution phase. The contract with Ausenco includes the project commissioning and ramp-up.

Key milestones during the commissioning and ramp-up include:

- a. First ore to the primary crusher completed in Q4 2023
- b. First ore to the grinding circuit completed in Q1 2024
- c. First saleable concentrate on track for Q2 2024
- d. Achievement of nameplate operating rates expected during Q3 2024

As of March 31, 2024, cash capital spent at MVDP totaled \$823 million versus the project capital estimate of \$870 million.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 8

A virtual tour of MVDP can be viewed at https://vrify.com/decks/12698-mantoverde-development-project

MV Optimized Feasibility Study and Phase II

The Company is currently analyzing the next expansion of the sulphide concentrator and the optimization of the heap leach and solvent extraction facilities. Capstone has identified that the desalination plant capacity and major components of the comminution and flotation circuits of the MVDP can sustain an average annual throughput of approximately 45,000 tonnes per day. Capstone is working with Ausenco and Global Resource Engineering Ltd to develop the MV Optimized Feasibility Study, including evaluating the costs and timelines of debottlenecking the minor components of the plant to meet the potential increased throughput target. Completion of the optimized feasibility study is expected in the first half of 2024. The Company recently submitted an environmental DIA permit application for the MV Optimized project.

Given the above, the Mantoverde Phase II opportunity will evaluate the addition of an entire second processing line, possibly a duplication of the first line, to process some of the approximately 0.3 billion tonnes of Measured & Indicated and 0.6 billion tonnes of Inferred sulphide resources not in reserves.

Santo Domingo Feasibility Study Update

The Company has continued updating the Feasibility Study ("FS") with contributions from international third parties, including Ausenco and Knight Piesold, and is progressing as planned towards releasing the updated FS in the first half of 2024. Santo Domingo is a fully permitted copper-iron-gold-cobalt project in the Atacama region of Chile, 35km northeast of Mantoverde. The updated FS will incorporate several improvements, including an updated mine plan with a lower strip ratio and modernized milling and flotation circuit with a lower overall footprint and operating cost compared with the previous design. The updated FS will also incorporate recently produced metallurgical testwork data and certain synergies in the Mantoverde - Santo Domingo district. One of the key improvements is the definition of an iron concentration circuit that can produce two different qualities of product: a bulk 65% grade iron concentrate and a premium 67% iron concentrate.

Mantoverde - Santo Domingo Cobalt Study

A district cobalt plant for Mantoverde - Santo Domingo may allow for low-cost by-product cobalt production while producing a by-product of sulphuric acid to be consumed internally to further significantly lower operating costs in the cathode process at Mantoverde.

The cobalt recovery process comprises a pyrite flotation step to recover cobaltiferous pyrite from MVDP tails and redirect it to the dynamic heap leach pads, which will be upgraded to a bio-leach configuration through the addition of an aeration system. The pyrite oxidizes in the leach pads and the solubilized cobalt is recovered via an ion exchange plant treating a bleed stream from the copper solvent extraction plant. The approach has been successfully demonstrated at the bench scale, and onsite piloting commenced in January 2024.

Engineering has commenced for a small plant treating only Mantoverde pyrite concentrates to produce up to 1,500 tonnes per annum ("tpa") of contained cobalt. In line with this, Santo Domingo has started a study to assess, as part of the copper/iron circuit overall layout optimization being conducted by Ausenco, the optimum process configuration for the pyrite flotation and pumping transportation facilities needed to transport pyrite concentrate to Mantoverde's leach facilities. This information will be part of the MV-SD cobalt study expected by the end of 2024.

At a combined MV-SD target of 4.5 to 6.0 thousand tpa of mined cobalt production, this would be one of the largest and lowest cost cobalt producers in the world, outside of Indonesia and the DRC.

PV District Growth Study

The company continues to review and evaluate the consolidation potential of the Pinto Valley district. Opportunities under evaluation include a potential mill expansion and increased leaching capacity supported by optimized water, heap and dump leach, and tailings infrastructure. District consolidation could unlock significant ESG opportunities and may transform our approach to create value for all stakeholders in the Globe-Miami District.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 9

Management Additions

Effective February 20, 2024, David Taylor joined Capstone as Vice President, Health & Safety ("HSE"). Mr. Taylor brings with him 28 years of HSE experience in various sectors including mining, civil and mining infrastructure construction and engineering services and experience working in both Latin and North America. Over the course of his career, Mr. Taylor has worked at Stantec, Golder Associates, Stratcon, Sierra Gorda SCM, SNC Lavalin, amongst others

Environmental, Social and Governance ("ESG") Highlights

At Mantos Blancos, 100% of the 2023 electricity use was covered by renewable electricity certified sources. The Company is working towards transitioning to 50% renewable electricity in Chile by 2025, and more than 90% renewable electricity across Capstone by 2030.

Mantoverde and Mantos Blancos received ISO 50001 Energy Efficiency Management System certification.

Greenhouse gas emissions and Energy Management teams were formed at all sites to lead the development of operating level greenhouse gas emissions and energy reduction plans.

Corporate Exploration Update

Cozamin: Infill drilling at Mala Noche Main Vein West Target was conducted in Q1 2024 utilizing one underground rig positioned at the level 19.1 cross-cut. The initial mineral resource estimate for this target is planned for May 2024.

Copper Cities, Arizona: On January 20, 2022, Capstone Mining announced that it had entered into an 18-month access agreement with BHP Copper Inc. ("BHP") to conduct drill and metallurgical test-work at BHP's Copper Cities project ("Copper Cities"), located approximately 10 km east of the Pinto Valley mine. An amendment to the agreement was completed in March 2023 extending the term by another six months. A second amendment to the agreement now extends the term further to September 2024. Drilling with two surface rigs twinning historical drill holes was completed in 2022 with metallurgical testing continuing in 2024. As explained in the PV District Growth Study section, district consolidation opportunities are being evaluated.

Mantoverde, Santo Domingo, and Mantos Blancos, Chile: Infill drilling was conducted during Q1, 2024 in both Mantoverde and Mantos Blancos pits. District exploration activities included the completion of rock geochemistry and additional surface mapping program north of Mantoverde district to support additional targeting for near-mine and resource expansion opportunities.

The Company envisions commencing in H2 2024 an initial two-year \$25 million exploration program at Mantoverde which is planned to include over 61,500 metres of drilling. This program aims to: i) target higher copper grades; ii) explore new areas adjacent or inside the current Mantoverde pits with the potential to add new reserves and/or resources; and iii) test high priority targets in the northern area of the Mantoverde land package with the potential to support the MV-SD District.

2.1 2024 Guidance

The Company reiterates its 2024 consolidated production, C1 cash costs¹, and capital expenditures (including capitalized stripping) guidance of 190-220kt of copper, \$2.30 to \$2.50 per payable pound and \$455 million, respectively. The Company also reiterates the first half (H1) and second half (H2) production and cost guidance ranges announced on January 24, 2024. We expect production to be back-half weighted, with sequential quarter-over-quarter improvements in copper production, driven largely by the ramp-up at the Mantoverde Development Project.

MVDP remains on track and on budget, with first saleable concentrate expected in Q2 2024 and the achievement of nameplate operating rates expected during Q3 2024.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 10

3.0 OPERATIONAL REVIEW

3.1 Pinto Valley Mine – Miami, Arizona Operating Statistics

| | 2024 | | | 2023 | | |
|---|--------|--------|--------|--------|--------|--------|
| | Q1 | Q1 | Q2 | Q3 | Q4 | Total |
| Production (contained) ² | | | | | | |
| Copper in Concentrate (tonnes) | 14,892 | 12,246 | 11,878 | 12,968 | 15,286 | 52,378 |
| Cathode (tonnes) | 780 | 595 | 813 | 657 | 647 | 2,712 |
| Total Copper (tonnes) | 15,672 | 12,841 | 12,691 | 13,625 | 15,933 | 55,090 |
| Mining | | | | | | |
| Waste (000s tonnes) | 2,770 | 3,197 | 3,239 | 4,428 | 4,930 | 15,794 |
| Ore (000s tonnes) | 3,603 | 4,419 | 3,887 | 3,733 | 4,191 | 16,230 |
| Total (000s tonnes) | 6,373 | 7,616 | 7,126 | 8,161 | 9,121 | 32,024 |
| Strip Ratio (Waste:Ore) | 0.77 | 0.72 | 0.83 | 1.19 | 1.18 | 0.97 |
| Rehandled ore and stockpile (000s tonnes) | 2,088 | 1,844 | 1,079 | 1,697 | 1,722 | 6,342 |
| Total material moved (000s tonnes) | 8,461 | 9,460 | 8,205 | 9,858 | 10,843 | 38,366 |
| Processing | | | | | | |
| Throughput (000s tonnes) | 4,774 | 4,699 | 4,035 | 4,363 | 4,888 | 17,985 |
| Tonnes per day | 52,458 | 52,207 | 44,336 | 47,426 | 53,134 | 49,273 |
| Grade (%) ³ | 0.36 | 0.30 | 0.34 | 0.34 | 0.36 | 0.33 |
| Recoveries (%) ³ | 87.7 | 86.8 | 87.4 | 87.4 | 86.5 | 87.2 |
| Payable copper produced (tonnes) | 15,151 | 12,413 | 12,276 | 13,171 | 15,397 | 53,257 |
| Copper C1 cash cost ¹ (\$/pound payable copper produced) | 2.53 | 3.09 | 2.98 | 2.83 | 2.36 | 2.79 |
| Adjusted EBITDA ¹ (\$ millions) | 38.8 | 41.2 | 17.8 | 24.9 | 41.8 | 125.7 |

² Adjustments based on final settlements will be made in future quarters

2024 versus 2023 Insights

Q1 2024 production was 22% higher than Q1 2023 due to significantly higher mill feed grade (0.36% in Q1 2024 versus 0.30% in Q1 2023) and higher recoveries (87.7% Q1 2024 versus 86.8% Q1 2023).

Q1 2024 C1 cash costs¹ of \$2.53/lb were 18% lower compared to the same period last year of \$3.09/lb primarily due to higher production volume in the quarter (\$0.56/lb) along with lower costs on grinding media and diesel from favorable pricing contracts executed in 2024 (\$3.31/gal in Q1 2024 versus \$3.70/gal in Q1 2023), lower property taxes and insurance costs, partially offset by increased mining costs due to spend on equipment maintenance and inflationary increases for electricity cost (\$0.067/kWh in Q1 2024 versus \$0.057/kWh in Q1 2023).

Capital Expenditures

Sustaining capital¹ in Q1 2024 of \$5.8 million was spent primarily on investing in infrastructure upgrades that will increase water reclaim, the tailings buttress project, electrical infrastructure and mining equipment component replacements. Capitalized stripping increased in Q1 2024 compared to the same period last year as waste removal from the northwest section of phase 3 was increased due to increased truck availability.

| (\$ millions) | Q1 2024 | Q1 2023 |
|-----------------------------------|---------|---------|
| Capitalized stripping | 8.4 | 0.5 |
| Sustaining capital ¹ | 5.8 | 9.3 |
| Expansionary capital ¹ | 0.6 | 0.6 |
| Pinto Valley mine additions | 14.8 | 10.4 |

Grade and recoveries were estimated based on concentrate production and may be impacted by settlements from prior production periods.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 11

3.2 Mantos Blancos – Antofagasta, Chile

Operating Statistics

| | 2024 | | | 2023 | | |
|--|--------|--------|--------|--------|--------|--------|
| | Q1 | Q1 | Q2 | Q3 | Q4 | Total |
| Production (contained metal and cathode) ² | | | | | | |
| Copper in Concentrate (tonnes) | 9,163 | 10,847 | 8,358 | 9,133 | 9,664 | 38,002 |
| Cathode (tonnes) | 1,804 | 3,275 | 3,292 | 3,030 | 1,923 | 11,520 |
| Total Copper (tonnes) | 10,967 | 14,122 | 11,650 | 12,163 | 11,587 | 49,522 |
| Mining | | | | | | |
| Waste (000s tonnes) | 13,203 | 12,906 | 13,545 | 13,945 | 14,876 | 55,272 |
| Ore (000s tonnes) | 3,413 | 7,443 | 6,374 | 4,674 | 3,383 | 21,874 |
| Total (000s tonnes) | 16,616 | 20,349 | 19,919 | 18,619 | 18,259 | 77,146 |
| Strip Ratio (Waste:Ore) | 3.87 | 1.73 | 2.13 | 2.98 | 4.40 | 2.53 |
| Rehandled ore and stockpile (000s tonnes) | 1,603 | 1,758 | 1,674 | 1,702 | 1,356 | 6,490 |
| Total material moved (000s tonnes) | 18,219 | 22,107 | 21,593 | 20,321 | 19,615 | 83,636 |
| Mill operations | | | | | | |
| Throughput (000s tonnes) | 1,293 | 1,442 | 1,325 | 1,304 | 1,271 | 5,342 |
| Tonnes per day | 14,214 | 16,023 | 14,555 | 14,176 | 13,814 | 14,635 |
| Grade (%) ³ | 0.87 | 0.94 | 0.85 | 0.92 | 0.92 | 0.91 |
| Recoveries (%) ³ | 81.2 | 80.2 | 73.9 | 76.3 | 82.9 | 78.4 |
| Dump operations | | | | | | |
| Throughput (000s tonnes) | 1,721 | 2,635 | 2,946 | 2,038 | 1,542 | 9,161 |
| Grade (%) ³ | 0.17 | 0.18 | 0.16 | 0.16 | 0.17 | 0.17 |
| Silver | | | | | | |
| Production contained (000s ounces) | 201 | 365 | 245 | 245 | 251 | 1,106 |
| Payable copper produced (tonnes) | 10,655 | 13,753 | 11,365 | 11,852 | 11,258 | 48,228 |
| Sulphides C1 cash cost ¹ (\$/pound payable copper produced) | 2.98 | 2.46 | 3.18 | 2.85 | 2.58 | 2.74 |
| Cathode C1 cash cost ¹ (\$/pound payable copper produced) | 3.43 | 3.36 | 3.08 | 2.75 | 3.32 | 3.11 |
| Combined C1 cash cost ¹ (\$/pound payable copper produced) | 3.05 | 2.68 | 3.15 | 2.82 | 2.71 | 2.83 |
| Adjusted EBITDA ¹ (\$ millions) | 20.5 | 37.4 | 12.0 | 22.5 | 26.9 | 98.8 |

² Adjustments based on final settlements will be made in future quarters

2024 versus 2023 Insights

Q1 2024 production of 11.0 thousand tonnes, composed of 9.2 thousand tonnes from sulphide operations and 1.8 thousand tonnes of cathodes from oxide operations, was 22% lower than Q1 2023 on lower mill throughput (14,214 tpd in Q1 2024 versus 16,023 in Q1 2023) primarily due to a planned mill shutdown in February in order to prepare for installation of new equipment needed to achieve 20,000 tpd capacity and lower feed grades as a result of mine sequence (0.87% in Q1 2024 versus 0.94% in Q1 2023). To a lesser extent, the results were also impacted by unplanned maintenance. Cathode production in Q1 2024 was 45% lower than Q1 2023 due to lower throughput in line with the 2024 plan.

Combined Q1 2024 C1 cash costs¹ of \$3.05/lb (\$2.98/lb sulphides and \$3.43/lb cathodes) were 14% higher compared to \$2.68/lb in Q1 2023 mainly due to lower production (\$0.78/lb), partially offset by lower key consumable prices (-\$0.15/lb), lower acid and energy consumption due to lower production (-\$0.12/lb) and lower mine movements (-\$0.14/lb). Realized sulphuric acid prices averaged \$154/t in Q1 2024 versus \$212/t in Q1 2023, energy prices averaged \$0.10/kWh in Q1 2024 versus \$0.11/kWh in Q1 2023, and diesel prices averaged \$0.76/l in Q1 2024 versus \$0.84/l in Q1 2023.

³ Grade and recoveries were estimated based on concentrate production and may be impacted by settlements from prior production periods

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 12

Capital Expenditures

Sustaining capital¹ in Q1 2024 of \$7.8 million was spent primarily on mining equipment component replacements, an environmental compliance program and the 20,000 tpd plan. Capitalized stripping in Q1 2024 was \$17.3 million, consistent with the same period last year.

Capitalized exploration expenditures totaled \$0.8 million for Q1 2024. This was primarily spent on infill drilling at the "Phase 20" and "Barbara" pits.

| (\$ millions) | Q1 2024 | Q1 2023 |
|---------------------------------|--------------|---------|
| Capitalized stripping | 17.3 | 18.6 |
| Sustaining capital ¹ | 7.8 | 3.4 |
| Brownfield exploration | 0.8 | _ |
| Right of use assets (non-cash) | - | 1.2 |
| Mantos Blancos mine additions | 25.9 | 23.2 |

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 13

3.3 Mantoverde (70% ownership) – Atacama, Chile

Operating Statistics

| | 2024 | 2023 | | | | |
|---|--------|--------|--------|--------|--------|---------|
| | Q1 | Q1 | Q2 | Q3 | Q4 | Total |
| Production (contained) ^{2, 3} | | | | | | |
| Cathode (tonnes) | 9,476 | 8,532 | 8,290 | 8,560 | 10,019 | 35,401 |
| Mining | | | | | | |
| Waste (000s tonnes) | 14,805 | 19,480 | 21,153 | 24,170 | 18,171 | 82,974 |
| Ore (000s tonnes) | 7,052 | 5,534 | 5,769 | 6,438 | 7,652 | 25,393 |
| Total (000s tonnes) | 21,857 | 25,014 | 26,922 | 30,608 | 25,823 | 108,367 |
| Strip Ratio (Waste:Ore) | 2.10 | 3.52 | 3.67 | 3.75 | 2.37 | 3.27 |
| Rehandled Ore (000s tonnes) | 3,529 | 4,926 | 5,604 | 4,386 | 3,073 | 17,989 |
| Total material moved (000s tonnes) | 25,386 | 29,940 | 32,526 | 34,994 | 28,896 | 126,356 |
| Heap operations | | | | | | |
| Throughput (000s tonnes) | 2,785 | 2,754 | 2,657 | 2,684 | 2,831 | 10,926 |
| Grade (%) | 0.36 | 0.31 | 0.31 | 0.32 | 0.41 | 0.34 |
| Recoveries (%) | 74.9 | 69.0 | 73.4 | 66.5 | 64.6 | 68.0 |
| Dump operations | | | | | | |
| Throughput (000s tonnes) | 3,828 | 3,895 | 3,707 | 2,756 | 4,277 | 14,635 |
| Grade (%) | 0.15 | 0.17 | 0.17 | 0.17 | 0.16 | 0.17 |
| Recoveries (%) | 32.6 | 39.9 | 37.4 | 59.4 | 37.7 | 42.4 |
| Payable copper produced (tonnes) | 9,476 | 8,532 | 8,290 | 8,560 | 10,019 | 35,401 |
| Copper C1 cash cost ¹ (\$/pound payable copper produced) | 3.82 | 4.02 | 3.92 | 3.74 | 3.68 | 3.83 |
| Adjusted EBITDA ¹ (\$ millions) | 2.6 | (4.0) | (11.8) | 1.2 | (4.1) | (18.7) |

² Adjustments based on final settlements will be made in future quarters

2024 versus 2023 Insights

Q1 2024 production of 9.5 thousand tonnes was 11% higher than Q1 2023 due to higher heap grades as a result of mine sequence (0.36% in Q1 2024 versus 0.31% in Q1 2023) and higher recoveries (74.9% in Q1 2024 versus 69.0% in Q1 2023) due to higher solubility ratio of the processed mineral. Heap throughput in Q1 2024 was consistent with the same period last year. Dump production in Q1 2024 was 26% lower than Q1 2023 mainly on lower grades and recoveries due to mine sequence.

Q1 2024 C1 cash costs¹ were \$3.82/lb, 5% lower than \$4.02/lb in Q1 2023 mainly related to higher production (-\$0.40/lb) and lower main consumable prices (-\$0.66/lb), which was partially offset by higher operational mine costs (\$0.26/lb) and mine movement/stripping (\$0.49/lb) due to change in mine sequence. Realized sulphuric acid prices averaged \$145/t in Q1 2024 versus \$177/t in Q1 2023, energy prices averaged \$0.10/kWh in Q1 2024 versus \$0.26/kWh in Q1 2023, and diesel prices averaged \$0.74/l in Q1 2024 versus \$0.83/l in Q1 2023. Energy costs significantly decreased as a result of a new long-term energy contract that commenced from January 1, 2024.

Capital Expenditures

Sustaining capital¹ in Q1 2024 of \$5.5 million was spent primarily to enable a new leaching area (fourth level) and mining equipment component replacements. Expansionary capital¹ in Q1 2024 of \$19.8 million related to MVDP. Non-cash right of use assets of \$46.6 million represents leases for mobile mining equipment that commenced during the quarter.

Capitalized exploration expenditures totaled \$1.3 million for Q1 2024. This was primarily spent on infill drilling at the Franco, Mantoverde Norte and Celso pits.

³ Production shown on a 100% basis

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 14

| (\$ millions) | Q1 2024 | Q1 2023 |
|--|---------|---------|
| Capitalized stripping | 20.2 | 27.7 |
| Sustaining capital ¹ | 5.5 | 5.0 |
| Expansionary capital ¹ | 19.8 | 109.2 |
| Capitalized interest and other on construction in progress | 23.0 | 13.0 |
| Brownfield exploration | 1.3 | _ |
| Right of use assets (non-cash) | 46.6 | 7.2 |
| Mantoverde mine additions | 116.4 | 162.1 |

3.4 Cozamin Mine – Zacatecas, Mexico

Operating Statistics

| | 2024 | 2023 | | | | |
|---|-------|-------|-------|-------|-------|--------|
| | Q1 | Q1 | Q2 | Q3 | Q4 | Total |
| Production (contained) ² | | | | | | |
| Copper (tonnes) | 6,006 | 5,239 | 6,622 | 5,915 | 6,564 | 24,340 |
| Silver (000s ounces) | 346 | 282 | 367 | 330 | 370 | 1,349 |
| Mining | | | | | | |
| Ore (000s tonnes) | 306 | 306 | 347 | 347 | 338 | 1,338 |
| Processing | | | | | | |
| Milled (000s tonnes) | 314 | 307 | 345 | 328 | 348 | 1,328 |
| Tonnes per day | 3,447 | 3,410 | 3,792 | 3,567 | 3,786 | 3,639 |
| Copper | | | | | | |
| Grade (%) ³ | 1.98 | 1.77 | 1.98 | 1.86 | 1.95 | 1.89 |
| Recoveries (%) | 96.9 | 96.6 | 96.9 | 96.8 | 96.8 | 96.8 |
| Silver | | | | | | |
| Grade (g/t) ³ | 40.6 | 35.1 | 40.1 | 37.7 | 39.9 | 38.3 |
| Recoveries (%) | 82.4 | 81.3 | 82.5 | 82.4 | 82.6 | 82.3 |
| Payable copper produced (tonnes) | 5,773 | 5,033 | 6,361 | 5,680 | 6,309 | 23,383 |
| Copper C1 cash cost ¹ (\$/pound payable copper produced) | 1.93 | 1.72 | 1.63 | 1.85 | 1.76 | 1.74 |
| Adjusted EBITDA ¹ (\$ millions) | 26.2 | 30.9 | 34.0 | 24.9 | 30.3 | 120.1 |

² Adjustments based on final settlements will be made in the future quarters.

2024 versus 2023 Insights

Q1 2024 production was 15% higher than Q1 2023 due to higher grades (1.98% in Q1 2024 versus 1.77% in Q1 2023) consistent with the mine plan. Throughput and recoveries were consistent with the same period last year.

Q1 2024 C1 cash costs¹ were 12% higher than the same period last year primarily due to the change in mining method which resulted in an increase in contractor utilization (\$0.18/lb) and unfavourable foreign exchange rate (\$0.10/lb), partially offset by more pounds payable produced and higher silver by-products credits.

Capital Expenditures

Sustaining capital¹ spending at Cozamin of \$6.3 million for Q1 2024, mainly related to mine development and mine equipment.

Capitalized exploration expenditures totaled \$0.2 million for Q1 2024. This was primarily spent on infill drilling at the Mala Noche Main Vein West Target.

| (\$ millions) | Q1 2024 | Q1 2023 |
|-----------------------------------|---------|---------|
| Sustaining capital ¹ | 6.3 | 6.8 |
| Expansionary capital ¹ | _ | 2.4 |
| Brownfield exploration | 0.2 | 0.3 |
| Right of use assets (non-cash) | 0.1 | 0.2 |
| Cozamin mine additions | 6.6 | 9.7 |

³ Grade and recoveries were estimated based on concentrate production and may be impacted by settlements from prior production periods.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 16

3.5 Santo Domingo Project – Chile (Copper and Iron)

Capital Expenditures

The Company has continued updating the Feasibility Study ("FS") with contributions from international third parties, including Ausenco and Knight Piesold, and is progressing as planned towards releasing the updated FS in the first half of 2024. Santo Domingo is a fully permitted copper-iron-gold-cobalt project in the Atacama region of Chile, 35km northeast of Mantoverde. The updated FS will incorporate several improvements, including an updated mine plan with a lower strip ratio and modernized milling and flotation circuit with a lower overall footprint and operating cost compared with the previous design. The updated FS will also incorporate recently produced metallurgical testwork data and certain synergies in the Mantoverde - Santo Domingo district. One of the key improvements is the definition of an iron concentration circuit that can produce two different qualities of product: a bulk 65% grade iron concentrate and a premium 67% iron concentrate.

| (\$ millions) | Q1 2024 | Q1 2023 |
|---|---------|---------|
| Capitalized project costs | 5.1 | 3.9 |
| 3.6 Exploration | | |
| (\$ millions) | Q1 2024 | Q1 2023 |
| Greenfield exploration (expensed to income statement) | 0.3 | 1.2 |
| Brownfield exploration (capitalized to mineral properties): | | |
| Mantos Blancos | 0.8 | _ |
| Mantoverde | 1.3 | _ |
| Cozamin | 0.2 | 0.3 |
| Total exploration | 2.6 | 1.5 |

Capstone Copper's exploration team is predominantly focused on organic growth opportunities to expand mineral resources and mineral reserves at all four mines and the Santo Domingo development project. Capstone also has a portfolio of 100% owned claims acquired by staking in Sonora, Mexico and in Northern Chile.

At Mantoverde and Mantos Blancos during Q1 2024, exploration activities focused primary in infill drilling at Mantos Blancos and Mantoverde pits and in the completion of a rock geochemistry and surface mapping survey in the northern portion of Mantoverde District to support additional targeting for near-mine and resource expansion opportunities.

At Cozamin during Q1 2024, limited infill drilling at Mala Noche Main Vein West Target was conducted utilizing one underground rig positioned at the level 19.1 cross-cut. The initial mineral resource estimate for this target is planned for May 2024.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 17

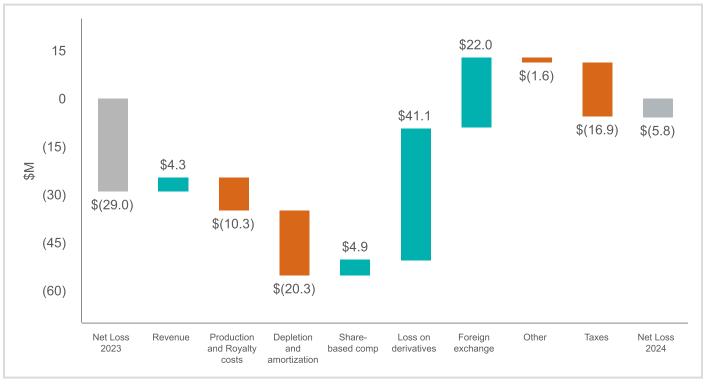
4.0 FINANCIAL REVIEW

4.1 Consolidated Results

Consolidated Net Loss Analysis

Net Loss for the Three Months Ended March 31, 2024 and 2023

The Company recorded a net loss of \$5.8 million for the three months ended March 31, 2024 compared with net loss of \$29.0 million in Q1 2023. The major differences are outlined below:



The difference year-over-year was driven by:

- Revenue: \$4.3 million or 1% of the increase was driven by higher copper volumes sold (Q1 2024 41.0 thousand tonnes, Q1 2023 37.5 thousand tonnes), and partially offset by lower realized copper prices¹ (Q1 2024 \$3.85 per pound, Q1 2023 \$4.17 per pound).
- Production and Royalty costs: \$10.3 million increase primarily driven by higher volumes sold:
 - Pinto Valley recorded \$6.5 million lower production costs in Q1 2024 compared to Q1 2023 as a result of lower costs from favourable pricing contracts, and partially offset by higher copper volumes sold (Q1 2024 – 14.7 thousand tonnes, Q1 2023 – 12.8 thousand tonnes).
 - Cozamin recorded \$6.6 million higher production costs in Q1 2024 compared to Q1 2023 as a result of higher copper volumes sold (Q1 2024 5.7 thousand tonnes, Q1 2023 4.8 thousand tonnes), change in mining method, and unfavourable foreign exchange rate.
 - Mantos Blancos recorded \$8.5 million lower production costs in Q1 2024 compared to Q1 2023 as a result of lower copper volumes sold (Q1 2024 10.8 thousand tonnes, Q1 2023 13.0 thousand tonnes) and lower key consumable prices.
 - Mantoverde recorded \$17.1 million higher production costs in Q1 2024 compared to Q1 2023 primarily as a result of higher copper volumes sold (Q1 2024 9.8 thousand tonnes vs. Q1 2023 6.9 thousand tonnes) and higher operational mine costs.
- Depletion and amortization: \$20.3 million increase primarily due to higher volumes sold and an increased depreciation base.
- Share-based compensation: \$4.9 million decrease primarily due to lower number of stock options and share units outstanding at March 31, 2024 versus at March 31, 2023.
- Loss on derivatives: \$41.1 million decrease primarily due to a lower net change on copper commodity contracts (Q1 2024 \$2.6 million loss, Q1 2023 \$45.8 million loss). Copper forward curve prices

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 18

- increased from \$3.88/lb as at December 31, 2023 to \$4.02/lb as at March 31, 2024, vs. an increase from \$3.80/lb at December 31, 2022 to \$4.08/lb at March 31, 2023.
- Foreign exchange: \$22.0 million change primarily due to foreign exchange impacts from Mantos Blancos and Mantoverde as a result of a weaker Chilean Peso in Q1 2024 vs. a stronger Chilean Peso in Q1 2023, in addition to the impacts of the strengthening Mexican Peso at Cozamin.
- Income taxes expense: \$16.9 million increase due to a lower net loss in Q1 2024 compared to Q1 2023.

4.2 Revenue Analysis

Revenue increased quarter-on-quarter (\$339.9 million versus \$335.6 million in Q1 2023) due to higher copper volumes sold (41.0 thousand tonnes versus 37.5 thousand tonnes in Q1 2023), and partially offset by lower realized copper price¹ (\$3.85 per pound versus \$4.17 per pound in Q1 2023).

Revenue by Mine

| (\$ millions) | Q1 20 | Q1 2024 ² | | 23 ² |
|------------------------|-------|----------------------|--------|-----------------|
| Pinto Valley | 118.7 | 34.9 % | 124 | 36.9 % |
| Mantos Blancos | 88.1 | 25.9 % | 116.2 | 34.6 % |
| Mantoverde | 82.8 | 24.4 % | 61 | 18.2 % |
| Cozamin | 52.9 | 15.6 % | 50.6 | 15.1 % |
| Corporate ³ | (2.6) | (0.8)% | (16.2) | (4.8)% |
| Total revenue | 339.9 | 100.0 % | 335.6 | 100.0 % |

² The current and subsequent periods may include final settlement quantity and/or price adjustments from prior shipments.

Provisionally Priced Copper

Gross revenue for the three months ended March 31, 2024 includes 46.6 thousand tonnes of copper sold subject to final settlement. Of this, the prices for 22.6 thousand tonnes are final at a weighted average price of \$3.83 per pound. The remaining 26.8 thousand tonnes are subject to price change upon final settlement at the end of the applicable quotational period, as follows:

| | | | | | | (\$/pound) |
|---------------------------|--------------|---------|------------|---------|-------|-------------|
| | | Mantos | | | | Provisional |
| Quotational Period | Pinto Valley | Blancos | Mantoverde | Cozamin | Total | Price |
| Apr-2024 | 7.9 | 3.5 | 3.6 | 2.3 | 17.3 | 3.99 |
| May-2024 | 2.6 | 0.7 | | | 3.3 | 4.01 |
| Jul-2024 | 5.2 | _ | | | 5.2 | 4.04 |
| Not yet declared by | | | | | | |
| customer | 1.0 | _ | | | 1.0 | 3.99 |
| Total | 16.7 | 4.2 | 3.6 | 2.3 | 26.8 | 3.85 |

Provisional pricing is a term in copper concentrate and copper cathode sales agreements that provides for provisional pricing of sales at the time of shipment, with final pricing being based on the monthly average LME copper price for specific future periods, normally ranging from one to four months after delivery to the customer. The difference between provisional invoice price and final invoice price is recognized in net earnings.

Of the 26.8 thousand tonnes subject to price change upon final settlement, 11.3 thousand tonnes have been hedged as at March 31, 2024, and 3.3 thousand tonnes of March sales were hedged in April 2024. The remaining 12.2 thousand tonnes are not hedged as these volumes have a declared quotational period of April 2024, which the QP hedging program is designed to achieve average LME price of the month after month of shipment.

³ The Corporate revenue is related to the net changes on quotational period hedges.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 19

Reconciliation of Realized Copper Price¹

Realized price per pound is a non-GAAP ratio that is calculated using the non-GAAP measures of revenue on new shipments, revenue on prior shipments, and pricing and volume adjustments. Realized prices exclude the effects of the stream cash effects as well as TC/RCs. Management believes that measuring these prices enables investors to better understand performance based on the realized copper sales in the current and prior period.

| | Q1 2024 | Q1 2023 |
|---|---------|---------|
| Gross copper revenue | | |
| Gross copper revenue on new shipments | 347.0 | 331.5 |
| Realized pricing and volume adjustments on copper revenue | 1.3 | 9.2 |
| Unrealized pricing and volume adjustments on copper revenue | (1.1) | 4.0 |
| Gross copper revenue including pricing and volume | | |
| adjustments | 347.2 | 344.7 |
| Gross copper revenue on new shipments | | |
| (\$/pound) | 3.84 | 4.01 |
| Realized pricing and volume adjustments on copper revenue | | |
| (\$/pound) | 0.02 | 0.11 |
| Unrealized pricing and volume adjustments on copper revenue | (0.04) | 0.05 |
| (\$/pound) | (0.01) | 0.05 |
| Realized copper price ¹ (\$/pound) | 3.85 | 4.17 |
| LME average copper price (\$) | 3.83 | 4.05 |
| LME close price (\$) | 3.96 | 3.72 |
| Gross copper revenue - reconciliation to financials | | |
| Gross copper revenue including pricing and volume adjustments | 347.2 | 344.7 |
| Revenue from other metals | 9.4 | 11.6 |
| Treatment and selling | (16.7) | (20.7) |
| Revenue per financials | 339.9 | 335.6 |
| Payable copper sold (tonnes) | 40,996 | 37,456 |

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 20

4.3 Consolidated Cash Flow Analysis

| (\$ millions) | Q1 2024 | Q1 2023 |
|---|---------|---------|
| Operating cash flow before changes in working capital | 62.1 | 41.7 |
| Changes in non-cash working capital | (14.9) | (38.8) |
| Other non-cash changes | (0.9) | 0.9 |
| Total cash flow from operating activities | 46.3 | 3.8 |
| Total cash flow used in investing activities | (116.9) | (184.8) |
| Total cash flow from financing activities | 77.0 | 110.2 |
| Effect of foreign exchange rates on cash and cash equivalents | (1.4) | |
| Net change in cash and cash equivalents | 5.0 | (70.8) |
| Opening cash and cash equivalents | 126.0 | 170.3 |
| Closing cash and cash equivalents | 131.0 | 99.5 |

| | March 31, | December |
|---|-----------|----------|
| | 2024 | 31, 2023 |
| Total assets | 5,998.1 | 5,873.9 |
| Total non-current financial liabilities | 990.0 | 1,205.3 |

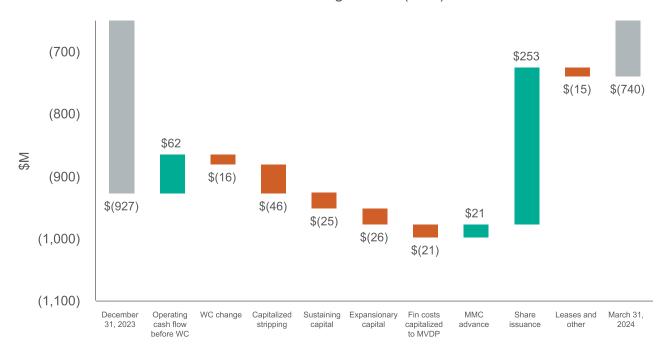
Changes in Cash Flows for the Three Months Ended March 31, 2024 and 2023

The net change in cash was \$5.0 million in Q1 2024 compared to \$(70.8) million in Q1 2023. The change was primarily due to:

- Operating cash flow before changes in working capital was higher by \$20.4 million. Revenue less production costs were lower in Q1 2024 versus Q1 2023 by \$4.4 million (Q1 2024 revenue of \$339.9 million less production costs of \$249.0 million compared to Q1 2023 revenue of \$335.6 million less production costs of \$240.4 million) which was offset by \$9.1 million lower income tax paid, \$8.9 million lower loss on derivatives, higher realized gain on foreign exchange rates and lower greenfield exploration expenses.
- Changes in non-cash working capital was higher by \$23.9 million primarily due to an increase in accounts payable and a decrease in inventories, partially offset by an increase in accounts receivable.
- Cash flow used in investing activities of \$116.9 million primarily relates to MVDP and other capital project spend, partially offset by proceeds from asset disposal.
- Cash flow from financing activities of \$77.0 million relates to net proceeds from share issuance of \$253 million and from related party borrowing of \$21 million, partially offset by net Revolving Credit Facility ("RCF") repayment of \$182 million, lease payments of \$12.3 million and interest on debt and surety bond paid of \$3.7 million.

4.4 Liquidity and Financial Position

2024 YTD Change in Net (debt)



Our available liquidity¹ as at March 31, 2024 was \$539.8 million, which included \$131.8 million of cash and cash equivalents and short-term investments, and \$408 million of undrawn amounts on our \$700 million RCF.

The decrease in Net (debt)¹ as at March 31, 2024, compared to December 31, 2023, is primarily attributable to the net proceeds from share issuance, partially offset by capital spend on the MVDP and other capital projects including capitalized stripping.

Credit Facilities

Mantoverde Development Project Facility

In order to fund the construction of MVDP, the Company secured a senior secured amortizing project debt facility in an aggregate amount of \$520 million (the "MVDP Facility", comprising the "Covered Facility" \$250 million, the "Uncovered Facility" \$210 million, and the "ECA Direct Facility" \$60 million). The MVDP Facility amortizes from the earlier of September 30, 2024 and 180 days after project completion until December 2030 for the Uncovered Facility and December 2032 for the Covered Facility and ECA Direct Facility.

Mantoverde Cost Overrun Facility ("COF")

MMC agreed to provide a \$60 million COF in exchange for additional off-take of copper concentrate production under a 10-year contract. The COF initially carried an interest rate of 3-month US\$ LIBOR plus 1.70% and amortizing over 37 quarters from the earlier of September 30, 2024 or three quarters after project completion.

Revolving Credit Facility

On September 22, 2023, Capstone amended its RCF to increase the aggregate commitments from \$600 million to \$700 million and extended the maturity from May 2026 to September 2027.

Working Capital Facility

During Q2 2023, one of the Company's Chilean subsidiaries entered into a short-term export credit facility with a local Chilean Bank with an interest rate of 6.41%. As at March 31, 2024 the balance of the facility was \$33.3 million, including interest of \$0.3 million. The Working Capital Facility is included in Current - Other Liabilities on the consolidated statement of financial position.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 22

As at March 31, 2024, Capstone Copper was in a net (debt)¹ position of \$740.2 million with \$812.0 million long-term debt drawn in total, and \$60.0 million drawn on the COF with MMC which is noted in Due to Related Party. As at March 31, 2024, the \$812.0 million of long term debt consists of \$520.0 million drawn on the MVDP facility and \$292.0 million was drawn on the RCF. The current portion of the MVDP facility is \$42.5 million.

Hedging

The Company has hedging programs for copper commodity, foreign exchange rates, interest rates, and provisionally priced sales contracts. Below is a summary of the fair values of unsettled derivative financial instruments for the Company's hedging contracts recorded on the consolidated statement of financial position. As at March 31, 2024, the Company held no derivatives designated as hedged instruments.

| | Marc | March 31, 2024 | | |
|--|------|----------------|----|--------|
| Derivative financial assets: | | | | |
| Foreign currency contracts | \$ | 1,907 | \$ | 2,139 |
| Interest rate swap contracts | | 33,443 | | 33,410 |
| Total derivative financial assets | \$ | 35,350 | \$ | 35,549 |
| Derivative financial liabilities: | | | | |
| Foreign currency contracts | | 7,775 | | 1,503 |
| Copper commodity contracts | | 9,349 | | 13,484 |
| Quotational pricing contracts | | 3,416 | | 1,801 |
| Total derivative financial liabilities | \$ | 20,540 | \$ | 16,788 |

In addition, Pinto Valley contracted for fixed diesel prices with a supplier on its expected 2024 diesel consumption at \$3.32/gallon from February to December 2024. The contracted diesel prices resulted in cost savings of \$0.1 million during the three months ended March 31, 2024.

Financial Capability

The Company's ability to service its ongoing obligations and cover anticipated corporate, exploration and development costs associated with its existing operations is dependent on the Pinto Valley, Mantos Blancos, Mantoverde, and Cozamin mines generating positive cash flow and available liquidity¹. We have reasonable expectations for our operating performance, additional liquidity options available such as debt and capital market access, the Corporate RCF of \$700 million, \$408 million of which is undrawn, and the hedging programs described above, which all provide both protection from further weakening of copper prices in 2024 and significant available liquidity as the Company completes the commissioning of the Mantoverde Development Project.

In February 2024, the Company and Orion closed a bought deal financing with a syndicate of underwriters. In connection with the Offering, 56,548,000 Common Shares were issued by the Company with a value of C\$6.30 per common share raising total proceeds, net of transaction costs, of \$252.9 million.

Outstanding Share Data and Dilution Calculation

The Company is authorized to issue an unlimited number of common shares, without par value. The table below summarizes the Company's common shares and securities convertible into common shares as at May 2, 2024:

| Issued and outstanding | 753,482,043 |
|---|-------------|
| Share options outstanding at a weighted average exercise price of \$5.08 | 4,008,596 |
| Treasury share units outstanding at a weighted average exercise price of \$5.70 | 3,801,605 |
| Fully diluted | 761,292,244 |

Under the Treasury Share Unit Plan, the Company has the ability to settle the units in shares up to 3.5% of the total issued and outstanding common shares of Capstone Copper.

Capital Management

Capstone Copper's capital management objectives are intended to safeguard the Company's ability to support its normal operating requirements on an ongoing basis as well as continue the development and exploration of its mineral properties and support any expansion plans. As part of the Company's treasury policy, the Company will only hold deposits in Canadian Tier 1 banks, International Commercial Banks with a rating of A- or greater, Canadian and US government bonds, or bankruptcy remote treasury market or exchange traded funds of AAA rating.

4.5 Commitments

Royalty Agreements

Under the terms of the December 2003 option agreement with Grupo Minera Bacis S.A. de C.V. ("Bacis"), Capstone Mining assumed a 100% interest in the Cozamin mine with a 3% net smelter royalty paid to Bacis on all payable metal sold from production on the property covered by the agreement.

In connection with the financing of the Mantos Blancos Debottlenecking Development Project, Mantos Copper S.A. entered into a royalty agreement with Southern Cross Royalties Limited ("Southern Cross"). Southern Cross is entitled to a 1.525% net smelter royalty on copper production. The royalty is for a period initially through January 1, 2035 that may be extended by Southern Cross at its sole discretion through the duration of the mining rights and is subject to the Company's option to reduce the royalty amount by 50% any time after January 1, 2023, subject to a one-time payment.

Agreement with Osisko Bermuda Limited ("Osisko")

Pursuant to a long-term streaming agreement made in 2015, that covers the life of mine, the Company delivers 100% of the payable silver sold by Mantos Blancos to Osisko Bermuda Limited ("Osisko"). Osisko pays a cash price of 8% of the spot price at the time of each delivery, in addition to an upfront acquisition price previously paid. After 19.3 million ounces of silver have been delivered under the agreement, the stream will be reduced to 40%. Mantos Blancos has delivered 5.8 million silver ounces since contract inception until March 31, 2024.

Agreement with Jetti Resources, LLC ("Jetti")

Under the terms of the 2019 agreement, the Company is required to make quarterly royalty payments to Jetti based on an additional net profits calculation resulting from cathode production at the Pinto Valley mine. The initial term of the agreement is ten years, renewable for 5-year terms thereafter.

Off-take agreements

The Company has sales commitments of copper concentrate production at Mantos Blancos under off-take agreements with Glencore.

The Company has sales commitments equal to 100% of its copper cathode production at Mantoverde and Mantos Blancos under off-take agreements with Anglo American Marketing Limited ("AAML") and expect to deliver into the commitments by the end of 2024.

The Company has concentrate off-take agreements with third parties whereby they will purchase 100% of the copper concentrate produced by the Cozamin mine up to the end of December 2024.

The Company has a number of annual and multi-year concentrate off-take agreements with third parties whereby they will purchase the copper concentrate produced by the Pinto Valley Mine.

The Company entered into an off-take agreement with Boliden Commercial AB ("Boliden") for 75,000 tonnes of copper concentrates in each contract year. The off-take agreement expires ten years after the commencement of commercial production at the MVDP, subject to potential extension if less than 750 thousand tonnes of copper concentrates have been delivered at the contract term and subject to termination if commercial production does not commence by December 31, 2024.

MMC agreed to provide a \$60 million COF in exchange for additional off-take of copper concentrate production under a 10-year contract. The off-take agreement includes Mantoverde agreeing to sell 30% of its annual copper production per year delivered for its equivalent in copper concentrates, plus an additional amount of 30,000 tonnes of copper concentrate as a result of fully utilizing the COF that was provided by MMC in connection with

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 24

the MVDP. The agreement between MMC and Mantoverde to sell 30% of its annual copper production is for the duration of the Mantoverde commercial mine life. The amount payable for copper is based on average LME prices, subject to certain terms.

Construction and other operating contracts

The Company entered into the EPC with Ausenco Chile Limitada for an estimated aggregate cost of \$525 million. As at March 31, 2024, capital expenditures committed for all the companies mine sites, but not yet incurred, were \$44.4 million.

The Company has contractual agreements extending until 2026 and 2033 to purchase water for operations at Mantos Blancos.

The Company has contractual agreements for the purchase of power for operations at Mantos Blancos and Mantoverde, extending until 2038 and 2039, respectively. The Company also entered into a contractual agreement for access to a power transmission plant for the Santo Domingo project, for a period of 12 years from the date the transmission facility construction was completed, in Q4 2023.

The Company has contractual arrangements at Mantos Blancos and Mantoverde for the purchase of 290,000 tonnes of acid during the remainder of 2024, 100,000 tonnes in 2025 and 100,000 tonnes in 2026.

Other

The Company has provided a guarantee to the Chilean Internal Revenue Service that \$12.7 million of all value added taxes previously refunded, plus interest, will be repaid if construction of the Santo Domingo development project is not completed by August 31, 2026. The Company may request an extension to the date that aligns with a future Santo Domingo construction decision.

Provisions

Provisions of \$258.6 million at March 31, 2024 includes the following:

- \$210.0 million for reclamation and closure cost obligations at Capstone Copper's operating mines;
- \$31.6 million related to other long-term obligations at the Cozamin and Chilean mines; and
- \$1.2 million for the long-term portion of the share-based payment obligations associated with the Share Unit Plan. The current portion of the share-based payment obligations of \$8.4 million is recorded in other liabilities.
- \$15.7 million for the long-term portion of the Minto obligation as Minto ceased operations during Q2 2023 (see below).

Minto Obligation

On June 3, 2019, the Company completed the sale of its 100% interest in the Minto Mine and in conjunction with completion of the sale, Minto had posted a surety bond to cover potential future reclamation liabilities. The Company remains an indemnitor for Minto's C\$72 million surety bond obligation in the Yukon. During Q2 2023, Minto ceased operations and the Yukon Government took over all reclamation activities. As Minto defaulted on the surety bond in Q2 2023, Capstone has recognized a provision related to the Company's obligations towards the issuer of the surety bond. During the period, the Company made payments of \$2.9 million to the Yukon Government for reclamation work performed. As at March 31, 2024, the total remaining provision is \$37.8 million, and \$22.1 million recorded in other current liabilities represents the current portion.

Precious Metal Streams

Cozamin Silver Stream

On February 19, 2021, Capstone Mining concluded the precious metals purchase arrangement with Wheaton Precious Metals Corp. ("Wheaton") whereby the Company received upfront cash consideration of \$150 million against delivery of 50% of the silver production from the Company's Cozamin mine until 10 million ounces have been delivered, thereafter dropping to 33% of silver production for the remaining life of the mine. Cozamin has delivered 2.0 million silver ounces since contract inception until March 31, 2024. The agreement with Wheaton includes a completion test, which requires the completion of the paste backfill plant by December 31, 2023, and production of at least 105,000 cubic meters of suitable past backfill for use in the underground operations at Cozamin over a consecutive 90-day period. The Company did not achieve the completion requirements and

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 25

believes the potential exposure is a range of \$nil to \$4.6 million based on the ratio of paste backfill that was used in the underground operation, compared to the target of 105,000 tonnes.

The Company recorded the upfront cash consideration received as deferred revenue and recognizes amounts in revenue as silver is delivered under the arrangement. For the period ended March 31, 2024, the amount of the deferred revenue liability recognized as revenue was \$3.0 million.

Santo Domingo Gold Stream

On April 21, 2021, Capstone Mining received an early deposit of \$30 million in relation to the precious metals purchase arrangement with Wheaton effective March 24, 2021. If completion has not been achieved on or before the third anniversary date of receiving the early deposit, an early deposit delay payment will be triggered that would require the company to sell and deliver 104 ounces of refined gold per month until the earlier of: the month completion is achieved, the month in which the early deposit is repaid to Wheaton or the month which refined gold is first sold and delivery to Wheaton. In the fourth quarter of 2023, the Company recorded an obligation under the gold stream of \$7.1 million. As at March 31, 2024 the value of the obligation is \$7.7 million.

The Company recorded the upfront early deposit of \$30 million received as deferred revenue and will recognize amounts in revenue as gold is delivered under the arrangement. For the period ended March 31, 2024, there was no amortization of the deferred revenue liability recognized as revenue.

Purchase of Non-Controlling Interest from KORES

At March 31, 2024, a liability of \$42.9 million has been recognized in other current liabilities equal to the discounted amount of the remaining \$45.0 million to be paid to KORES on March 24, 2025 as part of the agreement to purchase its 30% share of Acquisition Co. The discounted amount of the remaining \$45.0 million will be accreted up to its face value at 5% per year. During the three months ended March 31, 2024, \$0.5 million of accretion was recorded in other non-cash interest expense in the condensed interim consolidated statements of loss.

Off Balance Sheet Arrangements

As at March 31, 2024, the Company had no off-balance-sheet arrangements other than the following:

- those disclosed under Commitments in the condensed interim consolidated financial statements for the three months ended March 31, 2024;
- capital expenditure commitments totaling \$44.4 million;
- seven surety bonds totaling \$252.9 million.

4.6 Transactions with Related Parties

As described in the Nature of Business section, Capstone Copper has related party relationships, as defined by IFRS, with its key management personnel.

Related party transactions and balances are disclosed in the condensed interim consolidated financial statements for the period ended March 31, 2024, except the following:

• Total funds, excluding interest, advanced by MMC as at March 31, 2024 was \$210.9 million (December 31, 2023 - \$60.0 million), which comprises of \$60.0 million for the COF and \$150.9 million in shareholder loans. \$8.8 million has been accrued as interest on the shareholder loan.

4.7 Accounting Changes

Changes in Accounting Policies and Material Accounting Estimates and Judgments

Accounting policies as well as any changes in accounting policies are discussed in Note 3 "Material Accounting Policy Information, Estimates and Judgements" of the March 31, 2024 condensed interim consolidated financial statements.

New IFRS Pronouncements

New IFRS Pronouncements are discussed in Note 4 "Adoption of New and Revised IFRS and IFRS Not Yet Effective" of the March 31, 2024 condensed interim consolidated financial statements.

5.0 NON-GAAP AND OTHER PERFORMANCE MEASURES

The Company uses certain performance measures in its analysis. These Non-GAAP performance measures are included in this MD&A because these statistics are key performance measures that management uses to monitor performance, to assess how the Company is performing, and to plan and assess the overall effectiveness and efficiency of mining operations. These performance measures do not have a standard meaning within IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS.

Some of these performance measures are presented in Highlights and discussed further in other sections of the MD&A. These measures provide meaningful supplemental information regarding operating results because they exclude certain significant items that are not considered indicative of future financial trends either by nature or amount. As a result, these items are excluded for management assessment of operational performance and preparation of annual budgets. These significant items may include, but are not limited to, restructuring and asset impairment charges, individually significant gains and losses from sales of assets, share based compensation, unrealized gains or losses, and certain items outside the control of management. These items may not be non-recurring. However, excluding these items from GAAP or Non-GAAP results allows for a consistent understanding of the Company's consolidated financial performance when performing a multi-period assessment including assessing the likelihood of future results. Accordingly, these Non-GAAP financial measures may provide insight to investors and other external users of the Company's consolidated financial information.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 27

Breakdown of C1 Cash Costs and All-in Sustaining Cost Per Pound of Payable Copper Produced

C1 cash costs per payable pound of copper produced is a measure reflective of operating costs per unit. C1 cash costs is calculated as cash production costs of metal produced net of by-product credits and is a key performance measure that management uses to monitor performance. Management uses this measure to assess how well the Company's producing mines are performing and to assess overall efficiency and effectiveness of the mining operations and assumes that realized by-product prices are consistent with those prevailing during the reporting period.

All-in sustaining costs per payable pound of copper produced is an extension of the C1 cash costs measure discussed above and is also a non-GAAP key performance measure that management uses to monitor performance. Management uses this measure to analyze margins achieved on existing assets while sustaining and maintaining production at current levels. Consolidated All-in sustaining costs includes sustaining capital and corporate general and administrative costs.

Three Months Ended March 31, 2024

| | Q1 2024 | | | | |
|---|--------------|---------|------------|---------|--------|
| | | Mantos | | | |
| | Pinto Valley | Blancos | Mantoverde | Cozamin | Total |
| Payable copper produced (000s pounds) | 33,401 | 23,490 | 20,891 | 12,726 | 90,508 |
| (\$ millions) | | | | | |
| Production costs of metal produced (per financials) | 75.8 | 67.2 | 80.7 | 25.4 | 249.1 |
| Transportation cost to point of sale | (7.4) | (2.4) | (0.5) | (1.5) | (11.8) |
| Inventory (write-down) reversal | ` | 0.1 | 0.7 | ` | 0.8 |
| Inventory working capital adjustments | 1.0 | 0.8 | (2.1) | 0.3 | _ |
| Cash production costs of metal produced | 69.4 | 65.7 | 78.8 | 24.2 | 238.1 |
| (\$/pound) | | | | | |
| Production costs | | | | | |
| Mining | 0.56 | 0.83 | 1.36 | 1.18 | 0.90 |
| Milling/Processing | 1.25 | 1.72 | 2.09 | 0.43 | 1.45 |
| G&A | 0.27 | 0.24 | 0.32 | 0.29 | 0.28 |
| C1P sub-total | 2.08 | 2.79 | 3.77 | 1.90 | 2.63 |
| By-product credits | (0.06) | (0.01) | _ | (0.31) | (0.07) |
| Treatment and selling costs | 0.51 | 0.27 | 0.05 | 0.34 | 0.32 |
| C1 cash cost (\$/pound produced) | 2.53 | 3.05 | 3.82 | 1.93 | 2.88 |
| (\$/pound) | | | | | |
| Royalties | 0.02 | 0.06 | _ | 0.07 | 0.03 |
| Production-phase capitalized stripping / | | | | | |
| Mineralized drift | _ | 0.74 | 0.06 | 0.02 | 0.21 |
| Sustaining capital | 0.18 | 0.27 | 0.25 | 0.47 | 0.26 |
| Sustaining leases | 0.06 | 0.10 | 0.12 | 0.01 | 0.07 |
| Accretion of reclamation obligation | 0.01 | 0.03 | 0.02 | 0.05 | 0.03 |
| Amortization of reclamation asset | _ | 0.01 | _ | 0.05 | 0.01 |
| Corporate G&A, excluding depreciation | | | | | 0.08 |
| All-in sustaining cost adjustments | 0.27 | 1.21 | 0.45 | 0.67 | 0.69 |
| All-in sustaining cost (\$/pound produced) | 2.80 | 4.26 | 4.27 | 2.60 | 3.57 |

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 28

Q1 2023

| | | | Q1 2023 | | |
|--|--------------|---------|---------------|---------|----------|
| | B: 4 3/ II | Mantos | NA 4 1 | | - |
| | Pinto Valley | Blancos | Mantoverde | Cozamin | Total |
| Payable copper produced (000s pounds) | 27,365 | 30,321 | 18,810 | 11,096 | 87,592 |
| (\$ millions) | | | | | |
| Production costs of metal produced (per financials) | 82.3 | 75.7 | 63.6 | 18.8 | 240.4 |
| • | | | | | |
| Transportation cost to point of sale | (6.5) | (3.2) | (0.4) | (1.2) | (11.3) |
| Inventory (write-down) reversal | (0.1) | (0.4) | (0.5) | _ | (1.0) |
| Inventory working capital adjustments | (0.1) | 2.3 | 12.0 | 0.6 | 14.8 |
| Cash production costs of metal produced ² | 75.6 | 74.4 | 74.7 | 18.2 | 242.9 |
| (\$/pound) | | | | | |
| Production costs | | | | | |
| Mining | 1.03 | 0.79 | 0.74 | 1.04 | 0.88 |
| Milling/Processing | 1.37 | 1.48 | 2.93 | 0.34 | 1.61 |
| G&A | 0.36 | 0.19 | 0.30 | 0.27 | 0.28 |
| C1P sub-total | 2.76 | 2.46 | 3.97 | 1.65 | 2.77 |
| By-product credits | (0.19) | (0.02) | | (0.29) | (0.10) |
| Treatment and selling costs | 0.52 | 0.24 | 0.05 | 0.36 | 0.29 |
| C1 cash cost (\$/pound produced) | 3.09 | 2.68 | 4.02 | 1.72 | 2.96 |
| (Classian) | | | | | |
| (\$/pound) | 0.01 | 0.06 | | 0.08 | 0.03 |
| Royalties | 0.01 | 0.06 | _ | 0.06 | 0.03 |
| Production-phase capitalized stripping / Mineralized drift | _ | 0.60 | 0.13 | 0.02 | 0.24 |
| Sustaining capital | 0.35 | 0.00 | 0.13 | 0.02 | 0.24 |
| Sustaining capital Sustaining leases | 0.02 | 0.10 | 0.27 | 0.01 | 0.26 |
| Accretion of reclamation obligation | 0.02 | 0.10 | 0.07 | 0.01 | 0.00 |
| Amortization of reclamation asset | 0.02 | 0.03 | | | |
| | _ | 0.01 | 0.01 | 0.03 | 0.01 |
| Corporate G&A, excluding depreciation | 0.40 | 0.00 | 0.54 | 0.74 | 0.06 |
| All-in sustaining cost adjustments | 0.40 | 0.90 | 0.51 | 0.74 | 0.71 |
| All-in sustaining cost (\$/pound produced) | 3.49 | 3.58 | 4.53 | 2.46 | 3.67 |

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation

Reconciliation of Net (debt) / Net cash

Net debt / Net cash is a non-GAAP performance measure used by the Company to assess its financial position and is composed of Long-term debt (excluding deferred financing costs and purchase price accounting ("PPA") fair value adjustments), Cost overrun facility from MMC, Cash and cash equivalents, Short-term investments, and excluding shareholder loans.

| (\$ millions) | March 31, 2024 | December 31, 2023 |
|--|----------------|-------------------|
| Long term debt (per financials), excluding deferred financing costs of 1.8 and 1.9 and PPA fair value adjustments of 6.4 and 6.6 | (812.0) | (994.0) |
| COF | (60.0) | (60.0) |
| Add: | | |
| Cash and cash equivalents (per financials) | 131.0 | 126.0 |
| Short term investments (per financials) | 0.8 | 8.0 |
| Net (debt)/cash | (740.2) | (927.2) |

Reconciliation of Attributable Net (debt) / Net cash

Attributable net debt / net cash is a non-GAAP performance measure used by the Company to assess its financial position and is calculated as net debt / net cash excluding amounts attributable to non-controlling interests.

| (\$ millions) | March 31, 2024 | December 31, 2023 |
|--|----------------|-------------------|
| Attributable Long term debt, excluding deferred financing costs of | | |
| 1.8 and 1.9 and PPA fair value adjustments of 6.4 and 6.6 | (656.0) | (838.0) |
| Attributable COF | (42.0) | (42.0) |
| | | |
| Add: | | |
| Attributable Cash and cash equivalents | 106.4 | 102.6 |
| Attributable Short term investments | 0.8 | 0.8 |
| Attributable Net (debt)/cash | (590.8) | (776.6) |

Reconciliation of Available Liquidity

Available liquidity is a non-GAAP performance measure used by the Company to assess its financial position and is composed of RCF credit capacity, the \$520 million Mantoverde DP facility capacity, Cash and cash equivalents and Short-term investments. For clarity, Available liquidity does not include the Mantoverde \$60 million cost overrun facility from MMC nor the \$260 million undrawn portion of the Gold stream from Wheaton related to the Santo Domingo project as they are not available for general purposes.

| (\$ millions) | March 31, 2024 | December 31, 2023 |
|--|------------------|-------------------|
| Revolving credit facility capacity | 700.0 | 700.0 |
| MVDP debt facility | 520.0 | 520.0 |
| Long term debt (per financials), excluding deferred financing costs of 1.8 and 1.9 and PPA fair value adjustments of 6.4 and 6.6 | (812.0) 408.0 | (994.0) 226.0 |
| Cash and cash equivalents (per financials) | 131.0 | 126.0 |
| Short term investments (per financials) | 0.8 | 0.8 |
| Available liquidity | 539.8 | 352.8 |

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 30

Reconciliation of Adjusted Net (Loss) Income Attributable To Shareholders

Adjusted net (loss) income attributable to shareholders is a non-GAAP measure of Net loss attributable to shareholders as reported, adjusted for certain types of transactions that in our judgment are not indicative of our normal operating activities or do not necessarily occur on a regular basis.

| (\$ millions, except share and per share amounts) ² | Q1 2024 | Q1 2023 |
|--|-------------|-------------|
| Net loss attributable to shareholders | (4.8) | (20.0) |
| Inventory write-down | (1.0) | 3.9 |
| Unrealized loss on derivative contracts | 2.3 | 34.6 |
| Share-based compensation expense | 7.1 | 12.0 |
| Unrealized foreign exchange (gain) loss | (7.4) | 0.7 |
| Other expense - non-recurring fees | _ | 0.2 |
| Gold stream obligation | 0.6 | _ |
| Gain on disposal of assets | (1.3) | (0.2) |
| G&A - care and maintenance | 0.1 | 0.1 |
| Tax effect on the above adjustments | (0.1) | (13.8) |
| Adjusted net (loss) income attributable to shareholders | (4.5) | 17.5 |
| Weighted average common shares - basic (per financials) | 728,558,632 | 691,818,526 |
| Adjusted net (loss) income attributable to shareholders of Capstone Copper Corp. per common share - basic (\$) | (0.01) | 0.03 |
| Weighted average common shares - diluted (per financials) | 728,558,632 | 695,053,573 |
| Adjusted net (loss) income attributable to shareholders of Capstone Copper Corp. per common share - diluted (\$) | (0.01) | 0.03 |

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation.

Reconciliation of Adjusted EBITDA

EBITDA is a non-GAAP measure of net loss before net finance expense, tax expense, and depletion and amortization.

Adjusted EBITDA is non-GAAP measure of EBITDA before the pre-tax effect of the adjustments made to net loss (above) as well as certain other adjustments required under the RCF agreement in the determination of EBITDA for covenant calculation purposes.

The adjustments made to net loss and Adjusted EBITDA allow management and readers to analyze our results more clearly and understand the cash generating potential of the Company.

Three months ended March 31, 2024

| (\$ millions) ² | _ | Pinto 'alley | Mante Blanc | - | Mantoverde | Cozamin | | Other | Total | |
|--|----|-----------------|----------------|---------|------------|---------|----|--------|----------|--|
| Net income (loss) per financials | \$ | 16.6 | \$ (| 1.2) \$ | \$ (3.1) | \$ 9.5 | \$ | (27.6) | \$ (5.8) | |
| Net finance costs | | 1.1 | | 1.5 | 0.6 | 2.3 | | 3.0 | 8.5 | |
| Taxes | | 2.7 | | 0.6 | (1.3) | 4.0 | | 0.7 | 6.7 | |
| Depletion and amortization | | 21.9 | 2 | 0.3 | 16.7 | 10.2 | | 0.1 | 69.2 | |
| EBITDA | | 42.3 | 2 | 1.2 | 12.9 | 26.0 | | (23.8) | 78.6 | |
| | | | | | | | | | | |
| Share-based compensation expense | | _ | | _ | _ | _ | · | 7.1 | 7.1 | |
| Total inventory write-down (reversal) | | _ | | _ | (1.0) | _ | | _ | (1.0) | |
| Realized (gain) loss on MVDP derivative contracts | | _ | | _ | 0.7 | _ | | _ | 0.7 | |
| Unrealized (gain) loss on derivatives | | _ | | _ | (5.4) | _ | į | 7.7 | 2.3 | |
| (Gain) loss on disposal of assets | | _ | | _ | (1.3) | 0.1 | | (0.1) | (1.3) | |
| Unrealized foreign exchange (gain) loss | | (0.2) |) (| 3.0) | (3.2) | 0.2 | | (1.2) | (7.4) | |
| Gold stream obligation | | _ | | _ | _ | _ | į | 0.6 | 0.6 | |
| Unrealized provisional pricing and volume adjustments on revenue | | (3.3) |) . | 2.3 | (0.1) | (0.1 |) | 1.7 | 0.5 | |
| Adjusted EBITDA | | 38.8 | 2 | 0.5 | 2.6 | 26.2 | | (8.0) | 80.1 | |

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation.

Three months ended March 31, 2023

| | Р | into | Mantos | | | | | |
|---|----|-------|---------|----|------------|---------|-----------|-----------|
| (\$ millions) ² | Vá | alley | Blancos | M | lantoverde | Cozamin | Other | Total |
| Net income (loss) per financials | \$ | 16.9 | \$ 13.6 | \$ | (25.3) | \$ 19.0 | \$ (53.2) | \$ (29.0) |
| Net finance costs | | 8.0 | 1.6 | | 0.1 | 2.2 | 3.2 | 7.9 |
| Taxes | | 1.8 | 4.4 | | (11.1) | 5.0 | (10.3) | (10.2) |
| Depletion and amortization | | 21.6 | 12.8 | | 7.7 | 5.9 | 0.1 | 48.1 |
| EBITDA | | 41.1 | 32.4 | | (28.6) | 32.1 | (60.2) | 16.8 |
| | | | | | | | | |
| Share-based compensation expense | | | _ | | _ | _ | 12.0 | 12.0 |
| Total inventory write-down (reversal) | | 0.2 | 1.0 | | 2.7 | _ | _ | 3.9 |
| Realized (gain) loss on MVDP derivative | | | | | | | | |
| contracts | | _ | _ | | 1.8 | _ | _ | 1.8 |
| Unrealized (gain) loss on derivatives | | _ | _ | | 18.4 | | 16.2 | 34.6 |
| (Gain) loss on disposal of assets | | _ | (0.2) |) | _ | _ | _ | (0.2) |
| Unrealized foreign exchange (gain) loss | | _ | 1.8 | | 0.6 | (1.2) | (0.5) | 0.7 |
| Other expense - non-recurring | | _ | _ | | _ | _ | 0.2 | 0.2 |
| Unrealized provisional pricing and volume | | | | | | | | |
| adjustments on revenue | | (0.1) | 2.4 | | 1.1 | 0.7 | (7.9) | (3.8) |
| Adjusted EBITDA | | 41.2 | 37.4 | | (4.0) | 31.6 | (40.2) | 66.0 |

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation.

Other Non-GAAP measures

Sustaining Capital

Sustaining capital is expenditures to maintain existing operations and sustain production levels. A reconciliation of this non-GAAP measure to GAAP segment MPPE additions is included within the mine site sections of this document.

Expansionary Capital

Expansionary capital is expenditures to increase current or future production capacity, cash flow or earnings potential. A reconciliation of this non-GAAP measure to GAAP segment MPPE additions is included within the mine site sections of this document.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 33

Additional Information and Reconciliations

Sales from Operations

| | 2024 | | | 2023 | | |
|----------------------|--------|--------------|--------|--------|--------|---------|
| | Q1 | Q1 | Q2 | Q3 | Q4 | Total |
| Copper (tonnes) | | | | | | |
| Concentrate | | | | | | |
| Pinto Valley | 13,818 | 12,196 | 11,385 | 11,736 | 15,013 | 50,330 |
| Mantos Blancos | 8,981 | 9,497 | 8,380 | 8,870 | 10,453 | 37,200 |
| Cozamin | 5,709 | 4,823 | 6,452 | 5,309 | 6,065 | 22,649 |
| Total Concentrate | 28,508 | 26,516 | 26,217 | 25,915 | 31,531 | 110,179 |
| Cathode | | | | | | |
| Pinto Valley | 904 | 603 | 683 | 824 | 643 | 2,753 |
| Mantos Blancos | 1,806 | 3,474 | 3,570 | 3,248 | 1,796 | 12,088 |
| Mantoverde | 9,778 | 6,863 | 10,285 | 8,713 | 9,313 | 35,174 |
| Total Cathode | 12,488 | 10,940 | 14,538 | 12,785 | 11,752 | 50,015 |
| Total Copper | 40,996 | 37,456 | 40,755 | 38,700 | 43,283 | 160,194 |
| | | | | | | |
| Zinc (000 pounds) | | | | | | |
| Cozamin | (4) | _ | (10) | 250 | _ | 240 |
| Molybdenum (tonnes) | | | | | | |
| Pinto Valley | 18 | 55 | 17 | 20 | 28 | 120 |
| Silver (000s ounces) | | | | | | |
| Cozamin | 410 | 349 | 502 | 400 | 448 | 1,699 |
| Mantos Blancos | 215 | 330 | 248 | 235 | 269 | 1,082 |
| Pinto Valley | 60 | 58 | 49 | 65 | 87 | 259 |
| Total | 685 | 737 | 799 | 700 | 804 | 3,040 |
| Cold (aurosa) | | | | | | |
| Gold (ounces) | (400) | 200 | E07 | 2.000 | 2 504 | 6 600 |
| Pinto Valley | (462) | 389 | 537 | 3,099 | 2,581 | 6,606 |
| Total | (462) | 389 | 537 | 3,099 | 2,581 | 6,606 |

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 34

6.0 SELECTED QUARTERLY FINANCIAL INFORMATION

| (\$ millions, except per share data) ² | Q1 2024 | Q4 2023 | Q3 2023 ⁽ⁱ⁾ | Q2 2023 ⁽ⁱⁱ⁾ | Q1 2023 ⁽ⁱⁱⁱ⁾ | Q4 2022 ^(iv) | Q3 2022 | Q2 2022 ^(v) |
|--|---------|---------|------------------------|-------------------------|--------------------------|-------------------------|---------|------------------------|
| Revenue | 339.9 | 353.7 | 322.2 | 333.9 | 335.6 | 362.1 | 309.2 | 356.6 |
| Earnings (loss) from mining operations | 18.1 | 21.6 | 12.0 | 5.0 | 44.4 | 75.7 | (11.2) | 37.3 |
| Net (loss) income attributable to shareholders | (4.8) | (12.3) | (32.9) | (36.5) | (20.0) | (20.9) | 34.1 | 75.1 |
| Net (loss) earnings per share attributable to shareholders - basic and diluted | (0.01) | (0.02) | (0.05) | (0.05) | (0.03) | (0.03) | 0.05 | 0.11 |
| Operating cash flow before changes in non-cash working capital | 62.1 | 80.4 | 59.3 | 22.0 | 41.7 | 76.1 | 13.9 | 40.7 |
| Capital expenditures (including capitalized stripping) | 170.0 | 182.1 | 228.3 | 201.3 | 209.4 | 204.9 | 148.5 | 206.6 |

⁽f) Net Loss in Q3 2023 includes \$24 million of Deferred income tax expense related to the adoption of the Chilean Tax Reform.

7.0 MANAGEMENT'S REPORT ON INTERNAL CONTROLS AND OTHER INFORMATION

Disclosure Controls and Procedures ("DC&P")

As at March 31, 2024, Capstone Copper's management, with the participation of its Chief Executive Officer & Director and Senior Vice President & Chief Financial Officer, has designed DC&P which provide reasonable assurance that material information related to Capstone Copper is identified and communicated in a timely manner.

Internal Control Over Financial Reporting ("ICFR")

Capstone Copper's management, with the participation of its Chief Executive Officer & Director and Senior Vice President & Chief Financial Officer, is responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR"). Any system of ICFR, no matter how well designed, has inherent limitations and cannot provide absolute assurance that all misstatements and instances of fraud, if any, within the Company have been prevented or detected. Capstone Copper's ICFR is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

The Company uses the 2013 Internal Control – Integrated Framework published by The Committee of Sponsoring Organizations of the Treadway Commission ("2013 COSO framework") as the basis for assessing its ICFR.

There have been no changes in the Company's ICFR that materially affected, or are reasonably likely to materially affect, ICFR during the period ended in March 31, 2024.

Other Information

Approval

The Board of Directors of Capstone Copper approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it from the Company. A copy of this MD&A is also available for viewing at the Company's website at www.capstonecopper.com or on the Company's profile on the SEDAR+ website at www.sedarplus.ca.

Additional Information

Additional information is available for viewing at the Company's website at www.capstonecopper.com or on the Company's profile on the SEDAR+ website at www.sedarplus.ca.

⁽ii) Net Loss in Q2 2023 includes \$59 million of Minto obligation.

⁽iii) Net Loss in Q1 2023 includes \$44 million of net loss on derivative instruments.

⁽iv) Net loss in Q4 2022 includes \$24 million of share unit expense and \$64 million of net loss on derivative instruments.

⁽v) Revenue, Earnings from mining operations, Net income and Operating cash flow before changes in working capital in Q2 2022 includes \$45.5 million of negative non-cash provisional pricing adjustments.

² Certain of prior period comparative figures have been reclassified to conform with the current year's presentation.

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 35

8.0 NATIONAL INSTRUMENT 43-101 COMPLIANCE

Unless otherwise indicated, Capstone Copper has prepared the technical information in this MD&A ("Technical Information") based on information contained in the technical reports and news releases (collectively the "Disclosure Documents") available under Capstone Copper's company profile on SEDAR+ at www.sedarplus.ca. Each Disclosure Document was prepared by or under the supervision of a qualified person (a "Qualified Person") as defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects of the Canadian Securities Administrators ("NI 43-101"). Readers are encouraged to review the full text of the Disclosure Documents which qualifies the Technical Information. Readers are advised that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents.

Disclosure Documents include the National Instrument 43-101 compliant technical reports titled "NI 43-101 Technical Report on the Cozamin Mine, Zacatecas, Mexico" effective January 1, 2023, "NI 43-101 Technical Report on the Pinto Valley Mine, Arizona, USA" effective March 31, 2021, "Santo Domingo Project, Region III, Chile, NI 43-101 Technical Report" effective February 19, 2020, and "Mantos Blancos Mine NI 43-101 Technical Report Antofagasta / Región de Antofagasta, Chile" and "Mantoverde Mine and Mantoverde Development Project NI 43-101 Technical Report Chañaral / Región de Atacama, Chile", both effective November 29, 2021.

The disclosure of Scientific and Technical Information in this MD&A was reviewed and approved by Clay Craig, P.Eng., Director, Mining & Strategic Planning (technical information related to Mineral Reserves at Pinto Valley and Cozamin), and Cashel Meagher, P.Geo., President and Chief Operating Officer (technical information related to project updates at Santo Domingo and Mineral Reserves and Resources at Mantos Blancos and Mantoverde) all Qualified Persons under NI 43-101.

9.0 RISKS AND UNCERTAINTIES

For full details on the risks and uncertainties affecting the Company, please refer to the Annual Information Form dated March 18, 2024 (See section entitled "Risk Factors"). This document is available for viewing on the Company's website at www.capstonecopper.com or on the Company's profile on the SEDAR+ website at www.sedarplus.ca. Please also refer to 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.

Risks in connection with the Cozamin Silver Stream Agreement with Wheaton.

The Cozamin Silver Stream Agreement is subject to pricing risk. Unexpected spikes in silver prices may result in an increase in silver credit payables compared to receivables and the use of hedging mechanisms may not be economical to reduce such risks. Capstone was required to meet certain completion requirements before December 31, 2023, under the Cozamin Silver Stream Agreement, namely, Capstone was required to construct a paste backfill plant to produce at least 105,000 cubic metres of suitable paste backfill that is used in the underground operations at Cozamin over a period of 90 consecutive days during which a completion test has been performed. Under the terms of the Agreement, failure to achieve the foregoing completion requirements will result in a refund to Wheaton up to an estimated amount of \$4.6 million.

Concentration of Share Ownership of Capstone Copper.

As at the date hereof, Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund 1-A LP (collectively, "Orion") own approximately 12.02%% of the outstanding Common Shares and Hadrian Capital Partners Inc. owns approximately 13.37% of the outstanding Common Shares. See news release "Capstone Copper and Orion Announce Closing of C\$328 Million Secondary Bought Deal Offering of Common Shares" dated March 31, 2023, and "Capstone Copper and Orion Announce Closing of \$431 Million Bought Deal" dated February 8, 2024. Following the closing of the Offering, Orion, in the aggregate, beneficially own 152,936,179 Common Shares, representing 20.3% of the outstanding Common Shares. Subsequently, after the sale of Capstone's CDIs on the ASX as described in the news release "Orion Undertakes A\$593 Million Sale of Capstone CDIs on the ASX" on April 5, 2024, Orion's ownership was reduced to 90,536,179 Common Shares,

¹ These are non-GAAP performance measures. Refer to the MD&A section titled "Non-GAAP and Other Performance Measures". Page 36

representing 12.02% of the outstanding Common Shares. 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 transaction in which an investor, as a holder of Capstone's securities, would otherwise receive a premium for its Capstone's securities over the then-current market price. A disposition of shares by these shareholders could adversely affect the market price of the Common Shares.

Pursuant to the Registration and Nomination Rights Agreement (as defined below) between Capstone Mining and Orion dated March 23, 2022, provided Orion maintains certain levels of ownership of the Common Shares, Orion: (i) has rights to nominate up to two individuals to sit on the Board of Directors and (ii) may demand we file one or more prospectuses or otherwise facilitate sales of Orion's shares. Subsequently following the recent transaction, which resulted in Orion's ownership decreasing to 12.02% and falling below the 20% threshold, this right has now been reduced to nominating just one individual. See "Material Contracts" in the AIF for further information regarding the Registration and Nomination Rights Agreement.