

BOARD OF DIRECTORS - HUMAN RESOURCES & COMPENSATION COMMITTEE CHAIR - POSITION DESCRIPTION

1. INTRODUCTION

The Chair of the Human Resources & Compensation (“HR&C”) Committee shall be the principal liaison between the HR&C Committee, the Board of Directors (the “Board”) and the senior management of Capstone Copper Corp. (“Capstone”). The Chair of the HR&C Committee shall also be in regular contact with Capstone’s Senior Vice President, Corporate Development (“SVP Corp”). The Chair of the HR&C Committee shall be primarily responsible for ensuring that the HR&C Committee fulfils its purpose, as described in the HR&C Committee Terms of Reference.

2. DUTIES AND RESPONSIBILITIES

The fundamental responsibility of the HR&C Committee Chair is to be responsible for the management and effective performance of the HR&C Committee and provide leadership to the HR&C Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Committee Chair’s primary duties and responsibilities are to:

- A. Work with the Chair of the Board, the Lead Director (if any), the Chief Executive Officer, SVP Corp and Corporate Secretary to establish the frequency of the HR&C Committee meetings;
- B. Provide leadership to the HR&C Committee and preside over HR&C Committee meetings;
- C. Facilitate the flow of information to and from the HR&C Committee and fostering an environment in which HR&C Committee members ask questions and express their viewpoints;
- D. Lead the annual review and assessment of the adequacy of the HR&C Committee terms of reference and evaluate its effectiveness in fulfilling its mandate;
- E. Ensure that members of the HR&C Committee regularly receive, in a timely manner, the information necessary for them to be able to meet their obligations as members of the HR&C Committee;
- F. Ensure that meetings of the HR&C Committee are held as required and, in any event not less than the number of meetings per year required by the HR&C Committee Terms of Reference;
- G. Work with management on the preparation of the agenda and meeting materials;
- H. Oversee the record-keeping of each HR&C Committee meeting and the distribution of minutes to all of the HR&C Committee members;
- I. Engage an independent compensation advisor to the Board as deemed necessary; and
- J. Take such other steps necessary to ensure that the HR&C Committee carries out its core responsibilities under its terms of reference.

3. REPORTING

The Chair of the HR&C Committee shall report regularly to the Board on all matters within the authority and mandate of the HR&C Committee and, in particular, at each meeting of the Board called to approve recommendations of the HR&C Committee.