BOARD OF DIRECTORS - GOVERNANCE, NOMINATING & SUSTAINABILITY COMMITTEE CHAIR - POSITION DESCRIPTION

1. INTRODUCTION

The Chair of the Governance, Nominating & Sustainability ("GNS") Committee shall be the principal liaison between the GNS Committee, the Board of Directors (the "Board") and the senior management of Capstone Copper Corp. ("Capstone") regarding Board governance matters. The Chair of the GNS Committee shall also be in regular contact with Capstone's Senior Vice President, Risk, ESG and General Counsel ("General Counsel"). The Chair of the GNS Committee shall be primarily responsible for ensuring that the GNS Committee fulfils its purpose, as described in the GNS Committee Terms of Reference.

2. DUTIES AND RESPONSIBILITIES

The fundamental responsibility of the GNS Committee Chair is to be responsible for the management and effective performance of the GNS Committee and provide leadership to the GNS 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 and General Counsel to establish the frequency of the GNS Committee meetings;

B. Provide leadership to the GNS Committee and preside over GNS Committee meetings, including chairing an in-camera session of independent directors without management present at each regular meeting;

C. Facilitate the flow of information to and from the GNS Committee and foster an environment in which GNS Committee members ask questions and express their viewpoints;

D. Lead the annual review and assessment of the GNS Committee terms of reference and evaluate its effectiveness in fulfilling its terms of reference;

E. Ensure that members of the GNS Committee regularly receive, in a timely manner, the information necessary for them to be able to meet their obligations as members of the GNS Committee;

F. Ensure that meetings of the GNS Committee are held as required and, in any event not less than the number of meetings per year required by the GNS Committee Terms of Reference;

G. Work with management on the preparation of the GNS Committee agenda and meeting materials;

H. Oversee the record-keeping of each meeting of the GNS Committee and the distribution of minutes to all GNS Committee members;

I. Stay apprised of ongoing changes in law, regulation and governance, nominating and sustainability practices relating to the Committee Chair's duties and responsibilities, and determine through enquiry with Board members and others that appropriate training and

education is undertaken for Board members to stay apprised of matters relating to their duties and responsibilities as members of the Board and of committees;

J. Lead the GNS Committee's work on Board composition and renewal, director recruitment and succession planning (including succession for the Lead Director, if any), recommendations for the appointment of committee members and committee chairs, and the annual evaluation of the Board, its committees, the Chair of the Board and individual directors, working with the Chair of the Board, the Lead Director (if any) and the Chief Executive Officer, as appropriate;

K. Work with the Chairs of the other committees of the Board to ensure that Capstone's sustainability risks are incorporated into the Enterprise Risk Management framework and that oversight of each risk is allocated to the Board or an appropriate Board committee, as set out in the GNS Committee Terms of Reference;

L. Ensure that the GNS Committee fulfills its oversight duties, on behalf of the Board, with respect to identifying, monitoring and managing governance, ethics, legal and regulatory compliance, ESG and sustainability-related risks, including climate change, human rights and diversity and inclusion; and

M. Take such other steps necessary to ensure that the GNS Committee carries out its core responsibilities under its terms of reference.

3. REPORTING

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