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 charged with HR&C responsibilities("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 foster 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 the effectiveness of the HR&C Committee 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 HR&C Committee 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 and consult with an independent compensation advisor to the Board as deemed necessary;

J. Ensure that the HR&C Committee fulfills its oversight duties, on behalf of the Board, with respect to identifying, monitoring and managing human capital, talent management, executive compensation, succession planning and workplace culture-related issues; and

K. 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.