

TERMS OF REFERENCE FOR THE TECHNICAL AND OPERATIONAL PERFORMANCE COMMITTEE

1. PURPOSE

The purpose of the Technical and Operational Performance Committee (the “TOP Committee”) of Capstone Copper Corp. (“Capstone”) is to have oversight of Capstone’s:

- A. Policies, activities and results as they relate to:
 - i. Site operations;
 - ii. health and safety in the workplace;
 - iii. security of persons and property related to operations;
 - iv. impact of activities on the environment
 - v. Capstone’s engagement with community, government, and other stakeholders;
- B. Compliance with securities regulations of the TSX and of the BC Securities Commission of activities of Capstone as they relate to the management and reporting of resources and reserves of Capstone and its subsidiaries;
- C. Policies and activities, from a technical, health, safety, environment and community perspective, as they relate to major capital projects and mine development;
- D. Policies and activities, from a technical, health, safety, environment and community perspective, as they relate to due diligence activities in connection with mergers and acquisitions; and
- E. Technical data to support sustainability reporting and performance.

2. COMPOSITION

- A. The TOP Committee shall consist of at least three independent members of the Board, the majority of whom shall qualify as independent directors pursuant to applicable securities requirements.
- B. The Board, at its annual organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the TOP Committee for the ensuing year. The Board may at any time remove or replace any member of the TOP Committee and may fill any vacancy in the TOP Committee.
- C. The Board shall appoint the chair of the TOP Committee on an annual basis.
- D. The secretary of the TOP Committee shall be designated from time to time from one of the members of the TOP Committee or, failing that, shall be the Corporate Secretary, unless otherwise determined by the TOP Committee.
- E. The quorum for meetings shall be a majority of the members of the TOP Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

3. CORE RESPONSIBILITIES

The duties and responsibilities of the TOP Committee shall be oversight of policies, programs and procedures to ensure that the purpose set out in this terms of reference for the TOP Committee are met. In addition, and in matters related to health, safety, environment and community, the TOP Committee shall monitor to ensure that the Integrated Health, Safety, Environment and Community Policy and other related policies are being adhered to and achieved and that best practices are applied.

In order to fulfill the terms of reference of the TOP Committee, the TOP Committee shall endeavour to:

A. Technical Matters

- i. request Management to conduct investigations into, or conduct or authorize investigations into any matter that the Technical Committee believes is within its terms of reference; to report regularly and on a timely basis to the Board on its findings and recommendations related to technical matters;
- ii. ensure accurate and measurable technical data and performance for technical initiatives;
- iii. receive regular updates from management on various technical and operational matters, which may include:
 - i. annual operating, production and life of mine plans;
 - ii. annual exploration plans and budgets;
 - iii. progress of project studies and capital construction projects;
 - iv. technical merits associated with new material projects or acquisitions under consideration;
 - v. significant technical risks of Capstone's operations and projects, including the top technical risks identified by management and the controls in place to mitigate those risks;
 - vi. exploration, geology, mining, metallurgical and other technical issues of significant concerns as raised by the Board or management;
 - vii. significant sustainability risks of Capstone's operations and projects, including tailings and waste management, water stewardship, nature, climate change and carbon footprint and the management of these risks.
- iv. report regularly and on a timely basis to the Board on its findings and recommendations related to technical matters;
- v. ensure accurate and measurable technical data and performance related to sustainability matters.

B. Environmental Matters

- i. review environmental compliance issues and environmentally sensitive incidents to determine, on behalf of the Board, that Capstone is taking all necessary action reasonable in the circumstances to protect the environment and that Capstone has been duly diligent in carrying out its responsibilities and activities in that regard;
- ii. recommend actions for developing policies, programs and procedures to ensure that the principles set out in Capstone's policies related to minimizing the impact of its activities on the natural environment and striving to achieve zero harm are being adhered to and achieved; review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- iii. report on a timely basis and at least annually to the Board on environmental matters and on the state of compliance with applicable laws and legislation, and adherence to the policies of Capstone
- iv. ensure accurate and measurable technical data and performance for environmental initiatives;

C. Employees' Health and Safety

- i. review and monitor the health and safety policies and activities of Capstone on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to Capstone's employees in the workplace and that established practises are applied;
- ii. recommend actions for developing policies, programs and procedures to ensure that the principles set out in Capstone's policies related to the health and safety of its employees in the workplace are being adhered to and achieved;
- iii. review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
- iv. report on a timely basis and at least annually to the Board on health and safety issues and on the state of compliance with applicable laws and legislation and adherence to the policies of Capstone;
- v. ensure accurate and measurable technical data and performance for health and safety initiatives;
- vi. review and monitor the security of persons related to operations.

D. Social Performance and Community Investment

- i. review and monitor the social performance and community investment activities of Capstone sites on behalf of the Board to ensure compliance with applicable laws, legislation and policies as they relate to Capstone operations and projects;
- ii. ensure accurate and measurable technical data and performance for social performance and community investment initiatives;

- iii. recommend actions for developing policies, programs and procedures to ensure that the principles set out in Capstone's policies related to social performance and community investment are being adhered to and their objectives are achieved;
 - iv. review and report to the Board on the sufficiency of resources available for carrying out the actions and activities recommended;
 - v. report on a timely basis and at least annually to the Board on social performance and community investment issues and on the state of compliance with applicable laws and legislation, and adherence to the policies of Capstone;
- E. Governance of Major Projects
- i. ensure appropriate governance is in place to support effective Board oversight of major projects, including alignment with strategic objectives and risk management throughout each project phase;
- F. Property
- i. review and monitor the security of property related to operations;
- G. Risk Management
- i. assist the Board in the fulfilment of its enterprise risk management oversight specifically relating to technical risk and operational risk related to production and costs, tailings and waste management, water stewardship, environmental protection, climate change and carbon footprint, nature, occupational health and safety, security and social performance and community investment.

4. RESPONSIBILITIES OF THE COMMITTEE CHAIR

The fundamental responsibility of the TOP Committee Chair is to be responsible for the management and effective performance of the TOP Committee and provide leadership to the TOP Committee in fulfilling its terms of reference and any other matters delegated to it by the Board. To that end, the Committee Chair's responsibilities shall include:

- A. Working with the Chair of the Board, the Lead Director (if any), the Chief Executive Officer, and the Corporate Secretary to establish the frequency of the TOP Committee meetings;
- B. Providing leadership to the TOP Committee and presiding over TOP Committee meetings;
- C. Facilitating the flow of information to and from the TOP Committee and fostering an environment in which TOP Committee members may ask questions and express their viewpoints;
- D. Reporting to the Board with respect to the significant activities of the TOP Committee and any recommendations of the TOP Committee;

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- E. Leading the TOP Committee in annually reviewing and assessing the adequacy of its terms of reference and evaluating its effectiveness in fulfilling its terms of reference; and
 - F. Taking such other steps as are reasonably required to ensure that the TOP Committee carries out its terms of reference.

5. AUTHORITY

The TOP Committee shall have access to such officers and employees and to such information respecting Capstone, and may engage independent technical or environmental consultants and advisors at the expense of Capstone, all as it considers to be necessary or advisable in order to perform its duties and responsibilities.

6. ACCOUNTABILITY

- A. The TOP Committee Chair has the responsibility to make periodic reports to the Board, as requested by the Board.
- B. The TOP Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next Board meeting.

7. MEETINGS

Meetings of the TOP Committee shall be conducted as follows:

- A. The TOP Committee shall meet regularly on such dates and at such locations as the Chair of the TOP Committee shall determine, but at least once per calendar quarter and may also meet at any other time or times on the call of the chair of the TOP Committee, any two of the other members, or at the request of the senior officer of Capstone responsible for technical, environmental, health, safety and sustainability matters.
- B. Agendas for meetings of the TOP Committee shall be developed by the Chair of the Committee in consultation with management and the Corporate Secretary, and should be circulated to TOP Committee members one week prior to Committee meetings.
- C. A member of the Committee may be designated as the liaison member to report on the deliberations of the TOP Committee to the Board.
- D. All meetings shall include an in-camera session of independent directors without management present.