

FORM 51-102F3
Material Change Report

Item 1. Name and Address of Company

Capstone Copper Corp. (the “**Company**” or “**Capstone**”)
2100 – 510 West Georgia Street
Vancouver, BC V6B 0M3

Item 2. Date of Material Change

February 1, 2024 and February 8, 2024

Item 3. News Release

News releases announcing the material change referred to in this report was issued on February 1, 2024 and February 8, 2024 via Business Wire, a Berkshire Hathaway company. Copies of both have been filed under Capstone’s profile on SEDAR+.

Item 4. Summary of Material Change

On February 1, 2024, Capstone and Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund I-A LP (collectively, “**Orion**” or the “**Selling Shareholders**”) entered into an agreement with a syndicate of underwriters co-led by RBC Capital Markets, National Bank Financial Inc. and Scotiabank, as joint bookrunners (collectively, the “**Joint Bookrunners**”), and including BMO Capital Markets, Canaccord Genuity Corp. and CIBC World Markets Inc. (collectively, with the Joint Bookrunners, the “**Underwriters**”) pursuant to which the Underwriters agreed to purchase, on a bought deal basis from the Company and the Selling Shareholders, a total of 59,520,000 common shares of Capstone (“**Common Shares**”) at a price of C\$6.30 per Common Share (the “**Offering Price**”), for gross proceeds of approximately C\$374,976,000 million (the “**Offering**”). The Company granted the Underwriters an option, exercisable in whole or in part at any time up to 30 days after closing of the Offering, to purchase up to an additional 8,928,000 Common Shares from the Company at the Offering Price (the “**Over-Allotment Option**”).

On February 8, 2024, the Offering closed. In connection with the Offering, 56,548,000 Common Shares, including the exercise in full of the Over-Allotment Option, were issued by the Company for gross proceeds to the Company of C\$356,252,400 and 11,900,000 Common Shares were sold by the Selling Shareholders for gross proceeds to the Selling Shareholder of C\$74,970,000.

Item 5. Full Description of Material Change

5.1 Full Description of Material Change

On February 1, 2024, Capstone and the Selling Shareholders entered into an agreement with the Underwriters pursuant to which the Underwriters have agreed to purchase, on a bought deal basis, 59,520,000 Common Shares the Offering Price, for gross proceeds of approximately C\$374,976,000 million. The Company granted the Underwriters the Over-Allotment Option to purchase up to an additional 8,928,000 Common Shares from the Company at the Offering Price.

On February 8, 2024, the Offering closed. In connection with the Offering, 56,548,000 Common Shares, including the exercise in full of the Over-Allotment Option, were issued by the Company for gross proceeds to the Company of C\$356,252,400 and 11,900,000

Common Shares were sold by the Selling Shareholders for gross proceeds to the Selling Shareholder of C\$74,970,000. The Company did not receive any proceeds from the secondary sale of Common Shares by the Selling Shareholders.

The Company has agreed to use the net proceeds of the Offering received by the Company: (i) to advance near term growth initiatives in Chile, notably the Mantoverde Optimized Project and Santo Domingo detailed engineering; (ii) to advance expansionary exploration programs; and (iii) for general corporate and working capital purposes to provide additional balance sheet flexibility, all as further described in the Prospectus Supplement (as defined below).

The Offering was made by way of a prospectus supplement dated February 5, 2024 to the Company's short form base shelf prospectus dated March 1, 2023 in all of the provinces and territories of Canada (other than Québec) (the "**Prospectus Supplement**") and offered in the United States to "qualified institutional buyers" pursuant to Rule 144A under the United States Securities Act of 1933, as amended and in those other jurisdictions outside Canada and the United States pursuant to exemptions from prospectus and registration requirements.

As part of the Offering, Orion has agreed, subject to certain limited exceptions, not to sell any Common Shares or other securities of Capstone for a period of 90 days from the closing of the Offering. The Company has also agreed, subject to certain limited exceptions, not to issue any Common Shares or other securities of Capstone for a period of 90 days from the closing of the Offering.

5.2 Disclosure for Restructuring Transactions

Not applicable.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

Not applicable.

Item 8. Executive Officer

John MacKenzie, Chief Executive Officer
604.684.8894

Item 9. Date of Report

February 9, 2024