

CAPSTONE COPPER CORP.

BOUGHT DEAL SECONDARY OFFERING OF COMMON SHARES

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Quebec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed, is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the securities offered. Investors should read the final base shelf prospectus, any amendment and any applicable shelf prospectus supplement for disclosure of those facts, especially risk factors relating to the securities offered, before making an investment decision.

Issuer:	Capstone Copper Corp. (“Capstone” or the “Company”).
Selling Shareholder:	Orion Fund JV Limited, Orion Mine Finance Fund II LP and Orion Mine Finance (Master) Fund I-A LP (collectively, “Orion” or the “Selling Shareholder”).
Retained Interest:	Following Closing, but prior to the exercise of the Over-Allotment Option, the Selling Shareholder will own 172,336,179 Common Shares, representing a 24.83% ownership interest in the Company. If the Over-Allotment Option is exercised in full, the Selling Shareholder will own approximately 164,836,179 Common Shares, representing an approximate 23.75% ownership interest in the Company.
Offering:	Secondary offering of 50,000,000 Common Shares to be sold by the Selling Shareholder.
Amount:	\$285,000,000.
Offering Price:	\$5.70 per Common Share.
Over-Allotment Option:	The Selling Shareholder has granted to the Underwriters an option exercisable in whole or in part at the sole discretion of the Underwriters at any time up to 30 days after Closing, to purchase from the Selling Shareholder up to an additional 7,500,000 Common Shares (representing 15% of the Offering) at the Offering Price and on the same terms and conditions as set forth above, to cover over-allotments, if any, and for market stabilization purposes.
Use of Proceeds:	Capstone will not receive any of the proceeds from the Offering. The net proceeds of the Offering will be paid directly to the Selling Shareholder.
Offering Basis:	The Common Shares will be offered publicly in all provinces and territories of Canada, except Quebec, by way of a prospectus supplement to the Company’s short form base shelf prospectus dated March 1, 2023 and may be offered on a private placement basis to “qualified institutional buyers” in the U.S. using Rule 144A or such other exemption as not to require registration; and, in accordance with applicable securities laws, any other jurisdictions that would not require the filing of a prospectus, registration statement, offering memorandum or similar document and would not result in the Company having any reporting or other obligation in such jurisdiction.
Underwriting Basis:	Bought deal, subject to a mutually acceptable underwriting agreement containing “Disaster Out”, “Regulatory Out”, “Material Adverse Change Out” and “Tax Out” clauses running until the Closing Date.
Standstill:	The Company has agreed not to issue any equity securities for a period of 90 days, subject to customary exceptions. The Selling Shareholder has agreed not to sell any equity securities of the Company for a period of 150 days, subject to customary exceptions.
Listing:	The common shares trade on the Toronto Stock Exchange under the symbol “CS”.
Eligibility:	Eligible for RRSPs, RRIAs, RESPs, RDSPs, TFSA, DPSPs and FHSAs (based on legislative proposals that received Royal Assent on December 15, 2022 and come into force on April 1, 2023).

**Joint
Bookrunners:** National Bank Financial and Scotiabank.

Commission: Cash commission equal to 4.0% of the gross proceeds of the Offering (and Over-Allotment Option as applicable) payable on Closing to the Underwriters, except in respect of sales comprising the President's List for which a 2.0% commission shall be payable.

Closing: March 31, 2023.