

November 30, 2021

## **CAPSTONE AND MANTOS COPPER COMBINE TO CREATE CAPSTONE COPPER, A PREMIER COPPER PRODUCER WITH TRANSFORMATIONAL NEAR-TERM GROWTH**

(All amounts in US\$ unless otherwise specified)

**Vancouver, British Columbia** - Capstone Mining Corp. ("Capstone" or the "Company") (TSX:CS) and Mantos Copper (Bermuda) Limited ("Mantos") are pleased to announce that they have entered into a definitive agreement (the "Agreement") to combine pursuant to a plan of arrangement under the *Business Corporations Act* (British Columbia) (the "Transaction"). Upon completion of the Transaction, Mantos will be renamed Capstone Copper Corp. ("Capstone Copper"), and will remain headquartered in Vancouver, B.C. Capstone Copper will apply to the Toronto Stock Exchange to list the Capstone Copper shares on the Toronto Stock Exchange. Pursuant to the Agreement, each Capstone shareholder will receive 1 newly issued Capstone Copper share per Capstone share (the "Exchange Ratio") and the existing Mantos shareholders will continue to hold Capstone Copper shares. Upon completion of the Transaction, former Capstone and Mantos shareholders will collectively own 60.75% and 39.25% of Capstone Copper, respectively, on a fully-diluted share basis.

Following completion of the Transaction:

- John MacKenzie, Executive Chairman and Founder of Mantos, will become the Chief Executive Officer of Capstone Copper
- Darren Pylot, President & CEO and Director of Capstone, will become Executive Chair of Capstone Copper
- The new board of directors will be composed of seven directors, including the Executive Chair, CEO and Lead Independent Director, George Brack
- Giancarlo Bruno, CEO of Mantos, will be responsible for the Chilean operations of the combined business

Concurrent with the announcement of the Transaction:

- Cashel Meagher, formerly SVP and COO of Hudbay Minerals Inc., will become President & COO of Capstone, effective January 5, 2022
- Brad Mercer, SVP and COO of Capstone, will transition to a newly created role as SVP, Strategic Projects, effective January 5, 2022

The Transaction will establish Capstone Copper as a premier copper producer with a diversified portfolio of high-quality, long-life operating assets focused in the Americas with an extensive pipeline of near-term organic growth opportunities.

Darren Pylot stated, "This transaction is in-line with our strategic vision of growing a multi-asset and sustainable copper business in the Americas. The combination of these two companies provides transformational near-term growth and further deepens our bench strength, particularly with respect to mine building, operational and leadership experience. I'm excited to join forces with John MacKenzie in one integrated team. John brings impressive global mining experience and will be a great addition to further enhance our culture of operational excellence across the combined portfolio." Mr. Pylot added, "I would also like to welcome Cashel Meagher as President & COO. Cashel is a proven mine builder and operator with extensive experience in South America. He is an innovative leader and will head our

plan for continuous improvement. I would like to thank Brad Mercer (SVP & COO) who has been an instrumental leader in the organization. He will now lead key growth projects in North America as SVP, Strategic Projects. Copper is increasingly being recognized as a critical metal to a greener future, and we continue to strive to be a significant producer of responsible copper while strengthening communities by building resilient operations.”

John MacKenzie said, “I am delighted by the opportunity to lead Capstone Copper at this exciting time and to help deliver on a truly transformational growth story. I am incredibly passionate about helping to build a Canadian-based copper champion from a solid foundation of long-life assets with a strong presence in South America, having spent over ten years of my professional mining career in Chile. Over the past decade, I’ve closely monitored the progress at Santo Domingo and I see meaningful district scale synergies with Mantoverde as well as further expansion opportunities throughout the combined portfolio. I firmly believe that copper is an essential component of the global economy’s transition to net zero, and Capstone Copper will play an important role in its delivery in a sustainable and responsible manner.”

## STRATEGIC RATIONALE

Key strategic, financial and operational advantages for the combination include:

### **Diversified Operating Platform in Prolific Mining Districts with Long-Life Assets in the Americas**

- High quality operations with a combined 2021 copper production base of over 175,000 tonnes of copper from four mines located in districts with deep mining history
- Combined contained copper reserves of 4.9 million tonnes and (additional) contained copper M&I resources of 5.5 million tonnes, on an attributable basis

### **Significant Growth Potential with Robust Pipeline of Fully-permitted, Multi-staged Growth Projects Across the Portfolio**

- Over 45% production growth by 2024 to ~260,000 tonnes of copper per annum from fully-financed projects with Mantos Blancos currently ramping up and construction underway at Mantoverde
- Further transformational growth of approximately 45% to ~380,000 tonnes of copper per annum with the development of Santo Domingo
- Additional upside with copper production expansion projects across the combined portfolio and the cobalt opportunities at Mantoverde and Santo Domingo

### **Strong Financial Position and EBITDA Generation**

- Pro-forma net cash<sup>1</sup> of approximately \$220 million and available revolving credit facility of \$225 million
- Expected to generate cumulative consolidated EBITDA<sup>2</sup> of over \$1.3 billion over the next two years at \$4.00 per pound copper
- Fully-financed growth at Mantoverde with commercial sulphide production expected in 2024

<sup>1</sup> Reflects Capstone’s net cash position of \$208 million and Mantos’ net cash position of approximately \$15 million (on a consolidated basis), as at September 30, 2021. Net cash is an alternative performance measure

<sup>2</sup> Adjusted EBITDA is an alternative performance measure; Adjusted EBITDA shown on a consolidated basis (100%) though Mantos owns 70% of the Mantoverde mine, because we expect to fully consolidate its results in our financial statements. Adjusted EBITDA also excludes corporate G&A. Refer to the Company’s MD&A for the three and nine months ended September 30, 2021 for more information on alternative performance measures

## **A Unique Opportunity to Unlock District Scale Synergies for Mantoverde and Santo Domingo**

- Mantos' existing Mantoverde operation is located approximately ~30km southwest of the Santo Domingo project
- Infrastructure synergies include opportunities to share critical off-site items including desalination plant, power, roads, pipeline and port facilities, providing economic benefits and a reduced environmental footprint by avoiding unnecessary duplication of water and transportation infrastructure
- Excess electrowinning capacity at Mantoverde to potentially process Santo Domingo oxide material and additional low-grade sulphides enabled by Jetty catalytic leach technologies which Capstone has been first to implement on a commercial scale at Pinto Valley
- Potential cobalt plant at Santo Domingo also enables additional cobalt production from Mantoverde while by-product sulphuric acid production can be used internally to further lower operating costs

## **Experienced Mine Building and Operational Leadership Team Focused on Value Creation**

- Combines experienced public company leadership and diverse bench strength in operational and exploration excellence with an experienced mine operating and building team in Chile consisting of 2,500 employees and contractors
- Enhancement of executive team with the inclusion of John MacKenzie as CEO and Cashel Meagher as President and COO, both of whom bring significant mine building and operating experience in South America
- Value creation at Santo Domingo to benefit from Mantos Copper team's success in permitting, financing, and constructing Mantos Blancos (construction complete with ramp-up ongoing) and Mantoverde (construction underway)

## **Committed to the Highest Standards of ESG**

- Committed to creating and preserving value for all stakeholders while safeguarding the health and safety of people, minimizing the impact of our activities on the ecosystem, following the new Global Industry Standard on Tailings Management, respecting the conditions of the natural environment and communities in which we operate to the highest standards of ESG, and seeking further ways to reduce the carbon footprint of our business
- Targeting Copper Mark status at all operations

## **TRANSACTION CONDITIONS AND TIMING**

The Transaction will be effected by way of a plan of arrangement under the *Business Corporations Act* (British Columbia). Upon completion of the Transaction, all Capstone common shares will be exchanged for newly issued Capstone Copper shares, based on the Exchange Ratio. The Transaction will require the approval of: (i) 66 2/3% of Capstone's shareholders, (ii) 66 2/3% of Capstone's shareholders and incentive award holders voting together as a single class, and (iii) "minority approval" (as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions) of Capstone's shareholders.

The Transaction is also subject to receipt of *Competition Act* (Canada) approval, receipt of *United States Hart-Scott-Rodino Antitrust Improvements Act* approval, the approval of the Mexican Federal Economic Competition Commission, approval of the Toronto Stock Exchange, consents from certain third parties and other customary closing conditions. The Arrangement Agreement includes a non-solicitation provision, a right to match a superior proposal and a C\$75 million termination fee payable in certain circumstances.

Officers and directors of Capstone, along with Capstone's largest shareholder, have entered into support and voting agreements, agreeing to vote their shares in favour of the Transaction (representing approximately 26.5% of the issued and outstanding common shares of Capstone).

Upon completion of the Transaction, Mantos' largest shareholder, funds managed by Orion Resource Partners ("**Orion**"), will become an approximately 32% shareholder of Capstone Copper. Pursuant to a Registration and Board Nomination Rights Agreement, Orion will have the right to nominate up to two directors to the Capstone Copper board and has agreed to certain restrictions on its ability to sell Capstone Copper shares for up to a one year period following the completion of the Transaction. Upon completion of the Transaction, the Capstone Copper board of directors is expected to be composed of the following directors: George Brack (Lead Independent Director), Darren Pylot (Executive Chair), John MacKenzie (CEO & Director), Alison Baker, Bob Gallagher, Anne Giardini, and Peter Meredith.

### **BOARD OF DIRECTORS' RECOMMENDATIONS**

Following the unanimous recommendation of a special committee of independent Capstone directors (the "Special Committee"), the Board of Directors of Capstone has unanimously approved the Transaction and recommend that shareholders vote in favour of the Transaction. GenCap Mining Advisory Ltd. and CIBC World Markets Inc. have provided fairness opinions dated November 29, 2021 to the Board of Directors and the Special Committee, respectively, stating that, as of the date of such opinions and based upon and subject to the assumptions, limitations and qualifications stated in such opinions, the consideration to be received by the Capstone shareholders is fair, from a financial point of view, to such holders.

It is anticipated that the Capstone shareholder meeting to approve the Transaction and, subject to satisfaction of the conditions under the Agreement, closing will occur in the first quarter of 2022.

### **MANTOS COPPER HIGHLIGHTS**

Mantos Copper was founded in 2015 by funds managed by Orion Resource Partners and Audley Mining Advisors Ltd. upon the acquisition of the Mantos Blancos and Mantoverde mines from Anglo American. Orion is a global alternative investment management firm that specializes in institutional metals and mining investment strategies in the base and precious metals space. Audley Mining Advisors is a special purpose vehicle owned by the founders of Mantos Copper.

Since 2015, the Mantos Copper team, led by John MacKenzie (Executive Chairman & Founder), Giancarlo Bruno (Chief Executive Officer), and John Dyer (CFO), has transformed Mantos Blancos and Mantoverde through operational improvements of the existing operations and the development of significant development projects at both mines. Since 2015, reserves at the two mines have increased by over 250% and the team has successfully permitted and fully-financed the Mantos Blancos Concentrator Debottlenecking Project ("MB-CDP") and the Mantoverde Development Project ("MVDP"). MB-CDP is currently in ramp-up and construction at MVDP is well underway. Combined, these two projects will drive production growth at Mantos Copper of 120% from 79kt in 2020 to 173kt in 2024. In parallel, all-in sustaining costs<sup>3</sup> are expected to decrease by approximately 35%. Mantos Copper is committed to the highest standards of ESG and is recognized as a leader in health and safety within the Chilean mining industry.

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<sup>3</sup> All-in sustaining costs ("AISC") is an alternative performance measure

## **MANTOS BLANCOS HIGHLIGHTS**

- Ownership: 99.99% Mantos
- Located in the Antofagasta region of Chile, approximately 45km northeast of Antofagasta
- Sulphide and oxide operations with a track record dating back to 1960
- Production of clean, high-grade copper concentrates and +90% LME Grade A cathode copper from a SX-EW plant with a capacity of up to 60,000 tonnes of cathode copper per annum
- Currently transitioning to a 20,000 tonne per day sulphide operation via the ongoing MB-CDP; construction complete with ramp-up ongoing
- MB-CDP will enable production growth of approximately 25% from 42kt in 2020 to 53kt in 2024
- Studies for a further expansion at Mantos Blancos (Phase II) that would increase mill processing capacity from 20ktpd to 27ktpd are already underway
- Located near smelters and ports with secured water supply and power
- Large reserve base to sustain a 16+ year mine life
- Extensive exploration potential with a significant land package of 57,620 hectares

## **MANTOVERDE HIGHLIGHTS**

- Ownership: 69.99% Mantos; 30% Mitsubishi Materials Corp.
- Located in the Atacama region of Chile, approximately 45km from the coast and approximately 30km southwest of Santo Domingo
- Current oxide operations have been in production since 1995, with a current SX-EW plant capacity of 60,000 tonnes of cathode copper per annum
- Approval granted in February 2021 to commence construction of the fully-financed MVDP to capitalize on the high grade sulphide reserves
- MVDP construction commenced in February 2021 and the project is expected to increase production at Mantoverde by over 230% from 37kt (oxide-only) in 2020 to 120kt in 2024 (majority sulphide production)
- MVDP is based on a conventional sulphide concentrate flowsheet with a 32,000 tonne per day concentrator producing clean copper concentrates
- Importantly, the MVDP is a brownfield expansion that has been significantly de-risked and has a lump-sum turn-key EPCM contract in place with Ausenco
- The wholly-owned desalination plant provides 100% of the water required and will be expanded to fully meet the needs of MVDP
- Large reserve base to sustain a 21+ year mine life
- Studies on a potential further expansion in throughput at Mantoverde have commenced (Phase II would follow after the completion of MVDP); additional optionality exists around the potential recovery of cobalt and magnetite
- Extensive exploration potential with a significant land package of 39,485 hectares and a 23km strike length in the Atacama Fault System
- Strong partner support from Mitsubishi Materials Corp.

## **MANTOS BLANCOS MINERAL RESERVE ESTIMATE (as of December 31, 2020)**

A full review of input data, methodology, and results supporting the work done by Mantos Copper was completed by NCL and Carlos Guzmán (RM CMC, FAusIMM of NCL Ingeniería y Construcción SpA.), the Qualified Person (as defined in the National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) for the Mineral Reserves estimate. Criteria, methodologies, and algorithms are standards practices in the mining industry and conform to the requirements of the Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”). Mantos Blancos Mineral Reserves have been estimated in

conformity with generally accepted CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (November 2019) and are reported in accordance with CIM (2014) Standards.

The estimated mineral reserves are reported using metal prices of \$2.90/lb Cu and \$17/t-oz Ag. Mineral reserves are reported effective 31 December 2020.

Mineral Reserves						Contained Metal	
	Category	Tonnage	TCu	SCu	Ag	Cu	Ag
		(Mt)	(%)	(%)	(g/t)	(kt)	(koz)
Sulphide	Proven	72.6	0.78%	-	6.41	567	14,968
	Probable	50.0	0.57%	-	4.57	288	7,339
	<b>Total Reserves</b>	<b>122.6</b>	<b>0.69%</b>	<b>-</b>	<b>5.66</b>	<b>854</b>	<b>22,307</b>
Oxide	Proven	2.8	-	0.36%	-	10	-
	Probable	1.8	-	0.28%	-	5	-
	<b>Total Reserves</b>	<b>4.6</b>	<b>-</b>	<b>0.33%</b>	<b>-</b>	<b>15</b>	<b>-</b>
Dump Leach Stockpile	Proven	-	-	-	-	-	-
	Probable	6.7	-	0.18%	-	12	-
	<b>Total Reserves</b>	<b>6.7</b>	<b>-</b>	<b>0.18%</b>	<b>-</b>	<b>12</b>	<b>-</b>

Notes to accompany Mineral Reserves table:

1. Mineral Reserves are reported effective 31 December 2020.
2. The Qualified Person for the estimate is Mr. Carlos Guzmán (RM CMC, FAusIMM).
3. Mineral Reserves are reported on a 100% basis using average off-site costs (selling cost) of \$0.27/lb for sulphides and \$0.42/lb for oxides.
4. Mineral Reserves are contained within an optimized pit shell. Mining will use conventional open pit methods and equipment and use a stockpiling strategy (direct mining costs is estimated at the base bench at 900 masl, averaging \$1.60/t of material mined).
5. Processing costs average \$9.98/t of milled material, including concentrator, tailings storage facility, port, and desalination costs.
6. Processing cost for material sent to dump leach was \$1.47/t.
7. Total copper recoveries average 83.1% for sulphides and silver recoveries average 77.2%.
8. Soluble copper recoveries average 47.9% for material sent to the dump leach process.
9. Inter-ramp angles vary from 36–59°. The life-of-mine strip ratio is 4 to 1.
10. Tonnage and contained copper are reported in metric units and grades are reported as percentages. Contained silver is reported in troy ounces and grades in grams per tonne.
11. Grade % TCu refers to total copper grade in percentage sent to the mill. Grade % SCu refers to soluble copper grade in percentage sent to the leaching processes.

12. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal.

### MANTOVERDE MINERAL RESERVE ESTIMATE (as of December 31, 2020)

A full review of input data, methodology, and results supporting the work done by Mantos Copper was done by NCL and Carlos Guzmán (RM CMC, FAusIMM of NCL Ingeniería y Construcción SpA.), the Qualified Person for the mineral reserves estimate. Criteria, methodologies, and algorithms are standards practices in the mining industry and conform to the requirements of Canadian Institute of Mining, Metallurgy and Petroleum ("CIM").

Mantoverde Mineral Reserves have been estimated in conformity with generally accepted CIM Estimation of Mineral Resources and Mineral Reserves Best Practice Guidelines (November 2019) and are reported in accordance with CIM (2014) Standards.

The estimated Mineral Reserves are reported using metal prices of \$2.90/lb Cu and \$1,100/t-oz Au. Mineral reserves are reported effective 31 December 2020.

Mineral Reserves						Contained Metal	
	Category	Tonnage	TCu	SCu	Au	Cu	Au
		(Mt)	(%)	(%)	(g/t)	(kt)	(koz)
Sulphide	Proven	170.0	0.63%	-	0.11	1,071	580
	Probable	65.7	0.53%	-	0.11	347	228
	<b>Total Reserves</b>	<b>235.7</b>	<b>0.60%</b>	<b>-</b>	<b>0.11</b>	<b>1,419</b>	<b>807</b>
Oxide	Proven	189.8	-	0.25%	-	481	-
	Probable	65.8	-	0.21%	-	135	-
	<b>Total Reserves</b>	<b>255.6</b>	<b>-</b>	<b>0.24%</b>	<b>-</b>	<b>617</b>	<b>-</b>

Notes to accompany Mineral Reserves table:

1. Mineral Reserves are reported effective December 31, 2020.
2. The Qualified Person for the estimate is Mr. Carlos Guzmán (RM CMC, FAusIMM).
3. Mineral Reserves are reported on a 100% basis using average off-site costs (selling cost) of \$0.28/lb for sulphides and \$0.30 for oxides.
4. Mineral Reserves are contained within an optimised pit shell. Mining will use conventional open pit methods and equipment and use a stockpiling strategy (direct mining costs are estimated by geological unit, averaging \$1.85/t of material mined).
5. Processing costs were estimated by geometallurgical units (from UG1 to UG10) averaging \$7.28/t of milled material, including concentrator, tailings storage facility, port, and desalination costs.
6. Processing cost for material sent to the heap leach was \$6.24/t. For material sent to the run-of-mine dump leach, the processing cost was \$2.12/t.
7. Total copper recoveries average 88.4% for sulphides and gold recoveries average 71.2%.
8. Soluble copper recoveries average 76.4% for material sent to the heap leach, and 45.8% for material sent to the dump leach process.

9. Inter-ramp angles vary from 26-60°. The life-of-mine strip ratio is 2.12 to 1.
10. Tonnage and contained copper are reported in metric units and grades are reported as percentages. Contained gold is reported in troy-ounces and grades in grams per tonne.
11. Grade % TCu refers to total copper grade in percentage sent to the mill. Grade % SCu refers to soluble copper grade in percentage sent to the leaching processes.
12. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal.

## ADVISORS AND COUNSEL

Capstone has engaged GenCap Mining Advisory Ltd. as its financial advisor and Blake, Cassels & Graydon LLP as its legal advisor in connection with the Transaction. The Capstone Special Committee has engaged CIBC World Markets Inc. as its financial advisor.

Mantos has engaged Scotiabank as its financial advisor and Stikeman Elliott LLP as its legal advisor.

## CONFERENCE CALL AND WEBCAST

Capstone and Mantos will hold a joint conference call and webcast on Tuesday, November 30, 2021 at 5:00 am PT/8:00 am ET to discuss the Transaction. Participants may join using any of the options below:

Link to join the live webcast and audio:

[https://produceredition.webcasts.com/starthere.jsp?ei=1516621&tp\\_key=f24098fc02](https://produceredition.webcasts.com/starthere.jsp?ei=1516621&tp_key=f24098fc02)

Dial-in numbers for the audio-only portion of the conference call

Toronto	416-764-8650
Vancouver	778-383-7413
North American Toll Free	1-888-664-6383
Confirmation Nr.	71031342

Due to an increase in call volume, participants are asked to dial-in at least five minutes prior to the call start to ensure placement into the conference line on time.

The conference call will be available for playback until December 30, 2021. To listen to the replay, please dial.

Toronto	416-764-8677
North American Toll Free	1-888-390-0541
Confirmation Nr.	031342 #

The webcast will be archived on Capstone's website at [www.capstonemining.com](http://www.capstonemining.com) until the Transaction closes.

## FURTHER INFORMATION

Capstone will file a material change report in respect of the Transaction in compliance with Canadian securities laws, as well as copies of the Agreement and form of support and voting agreements, which will be available under Capstone's SEDAR profile at [www.sedar.com](http://www.sedar.com).

Full details of the Transaction will be included in a management information circular of Capstone that is expected to be mailed to their respective shareholders in the first quarter of 2022.

**QUALIFIED PERSONS** The following Qualified Persons (QPs) as defined in NI 43-101 are independent from Capstone (except as noted below) and have reviewed and approved the content of this news release that is based on content from their respective portions of the technical report:

- **Carlos Guzmán**, RM CMC, FAusIMM, Principal, Project Director, NCL, is a Qualified Person for the purpose of NI 43-101 for the portions of a technical report relating to Mineral Reserves Estimates (section 15), Mining Methods (section 16) and chapters numbers: 2,3,19,20 to 22 and 24 for the Mantos Blancos and Mantoverde deposits. Carlos Guzmán is independent of Capstone in accordance with the requirements of NI 43-101.
- **Gustavo Tapia**, RM CMC, Metallurgical and Process Consultant, GT Metallurgy, is a Qualified person for the purpose of NI 43-101 for the portions of the technical reports relating to Mineral Processing and Metallurgical Recovery (section 13), Recovery Methods (section 17) and Project Infrastructure (section 18) that is being prepared for the Mantos Blancos and Mantoverde deposits. Gustavo Tapia is independent of Capstone in accordance with the requirements of NI 43-101.
- **Ronald Turner**, MAusIMM CP(Geo), Golder Associates, is a Qualified Person for the purpose of NI 43-101 for the portions of a technical report relating to geology and mineral resources (chapter numbers 4 to 12,14 and 23) that is being prepared for the Mantos Blancos and Mantoverde deposits. Ronald Turner is independent of Capstone in accordance with the requirements of NI 43-101.

#### ABOUT CAPSTONE MINING CORP.

Capstone Mining Corp. is a Canadian base metals mining company, focused on copper. Our two producing mines are the Pinto Valley copper mine located in Arizona, US and the Cozamin copper-silver mine in Zacatecas State, Mexico. In addition, Capstone owns 100% of Santo Domingo, a large scale, fully-permitted, copper-iron-gold project in the Atacama region, Chile, as well as a portfolio of exploration properties. Capstone's strategy is to focus on the optimization of operations and assets in politically stable, mining friendly regions, centred in the Americas. We are committed to the responsible development of our assets and the environments in which we operate. Our headquarters are in Vancouver, Canada and we are listed on the Toronto Stock Exchange (TSX). Further information is available at [www.capstonemining.com](http://www.capstonemining.com).

#### ABOUT MANTOS COPPER (BERMUDA) LIMITED

Mantos Copper is a copper-producing company that engages in the exploration, development, extraction and processing of sulphide and oxide ores and the production and sale of London Market Exchange Grade "A" copper cathodes and clean copper concentrates, with gold and silver by-products from two mining assets, Mantoverde and Mantos Blancos located in northern Chile. Mantos Copper is owned by funds managed by Orion Resource Partners, and Audley Mining Advisors Ltd. Orion is a global alternative investment management firm that specializes in institutional metals and mining investment strategies in the base and precious metals space. Audley Mining Advisors is a special purpose vehicle owned by the founders of Mantos Copper. Mantos Copper owns 99.99% of Mantos Blancos and 69.99% of Mantoverde, with Mitsubishi Materials Corporation owning the remaining 30.00% of Mantoverde. Further information is available at [www.mantoscopper.com](http://www.mantoscopper.com).

#### FOR FURTHER INFORMATION PLEASE CONTACT:

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#### COMPLIANCE WITH NATIONAL INSTRUMENT 43-101

Unless otherwise indicated, Capstone has prepared the scientific and technical information in this news release ("Technical Information"), with respect to Capstone, based on information contained in the technical reports of

Capstone, Annual Information Form and news releases (collectively the “Capstone Disclosure Documents”) available under Capstone’s company profile on SEDAR at [www.sedar.com](http://www.sedar.com). Each Capstone Disclosure Document was prepared by or under the supervision of a Qualified Person. Readers are encouraged to review the full text of the Capstone Disclosure Documents which qualifies the Technical Information. Readers are advised that mineral resources that are not mineral reserves do not have demonstrated economic viability. The Capstone Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Capstone Disclosure Documents.

Capstone Disclosure Documents include the technical reports prepared in accordance with NI 43-101 titled “NI 43-101 Technical Report on the Cozamin Mine, Zacatecas, Mexico” effective October 23, 2020, “NI 43-101 Technical Report on the Pinto Valley Mine, Arizona, USA” effective March 31, 2021, and “Santo Domingo Project, Region III, Chile, NI 43-101 Technical Report” effective February 19, 2020.

The disclosure of Technical Information in this news release was reviewed and approved by Brad Mercer, P. Geol., Senior Vice President and Chief Operating Officer (Technical Information related to mineral exploration activities and to mineral resources at Cozamin), Clay Craig, P.Eng, Manager, Mining & Evaluations (Technical Information related to mineral reserves at Pinto Valley), Garth D. Kirkham, P.Geo., FGC., of Kirkham Geosystems Ltd. (Technical Information related to mineral resources at Pinto Valley), Tucker Jensen, Superintendent Mine Operations, P.Eng (Technical Information related to mineral reserves at Cozamin), and Albert Garcia III, PE, Vice President, Projects (Technical Information related to project updates at Santo Domingo) all Qualified Persons under NI 43-101.

Unless otherwise indicated, Mantos has prepared the Technical Information in this news release, with respect to Mantos, based on information to be contained in technical reports of Mantos (the “Mantos Disclosure Documents”) which will be available on SEDAR at [www.sedar.com](http://www.sedar.com) within 45 days of the date of this news release. The Mantos Disclosure Documents are being prepared by or under the supervision of a Qualified Person. Readers are encouraged to read, once available, the Mantos Disclosure Documents which qualifies the Technical Information. Readers are advised that mineral resources that are not mineral reserves do not have demonstrated economic viability. The Mantos Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. The Technical Information is subject to the assumptions and qualifications contained in the Mantos Disclosure Documents.

The Mantos Disclosure Documents will include technical reports prepared in accordance with NI 43-101 to be titled “Mantos Blancos NI 43-101 Technical Report Antofagasta/ Región de Antofagasta, Chile” prepared for Mantos Copper S.A. in respect of the Mantos Blancos Mine and “Mantoverde mine and Development Project NI 43-101 Technical Report Chañaral / Región de Atacama, Chile” prepared for Mantos in respect of the Mantoverde mine.

The disclosure of Technical Information in this news release with respect to Mantos, was reviewed and approved by Carlos Guzmán, RM CMC, FAusIMM, Principal, Project Director, NCL (Technical Information related to mineral reserve estimates and mining methods for the Mantos Blancos and Mantoverde deposits), Gustavo Tapia, RM CMC, Metallurgical and Process Consultant, GT Metallurgy (Technical Information related to mineral processing and metallurgical recovery, recovery methods and project infrastructure for the Mantos Blancos and Mantoverde deposits) and Ronald Turner, MAusIMM CP(Geo), Golder Associates (Technical Information relating to geology and mineral resources that is being prepared for the Mantos Blancos and Mantoverde deposits), all Qualified Persons under NI 43-101 for their respective content.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

This document may contain “forward-looking information” within the meaning of Canadian securities legislation and “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995 (collectively, “forward-looking statements”). These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required under applicable securities legislation.

Forward-looking statements relate to future events or future performance and reflect our expectations or beliefs regarding future events and the impacts of the ongoing and evolving COVID-19 pandemic. Forward-looking statements include, but are not limited to statements with respect to the consummation and timing of the Transaction; approval by Capstone's shareholders; the satisfaction of the conditions precedent to the Transaction; the strengths, characteristics and potential of the Company post-Transaction; growth potential and expectations regarding the synergies between the companies, timing, receipt and anticipated effects of court, regulatory and other consents and approvals; the impact of the Transaction on employees and local stakeholders, anticipated future production, future copper demand and growth, the discussion of future plans, growth potential; projects, objectives, estimates and forecasts and the timing related thereto; the estimation of mineral resources and reserves; the expected timing, operation and success of the underground paste backfill system study and tailings filtration project at the Cozamin mine; the expected reduction in capital requirements for the Santo Domingo project; the timing and success of pursuing a potential cobalt plant at Santo Domingo; the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production and capital expenditures and reclamation, the success of our mining operations, the success of mineral exploration, the estimations for potential quantities and grade of inferred resources and exploration targets, Capstone's ability to fund future exploration activities, Capstone's ability to finance the Santo Domingo project, Capstone's ability to find a strategic partner, Mantos' business, environmental risks, unanticipated reclamation expenses and title disputes. The potential effects of the COVID-19 pandemic on our business and operations are unknown at this time, including Capstone's ability to manage challenges and restrictions arising from COVID-19 in the communities in which Capstone operates and our ability to continue to safely operate and to safely return our business to normal operations. The impact of COVID-19 to Capstone is dependent on a number of factors outside of our control and knowledge, including the effectiveness of the measures taken by public health and governmental authorities to combat the spread of the disease, global economic uncertainties and outlook due to the disease, and the evolving restrictions relating to mining activities and to travel in certain jurisdictions in which we operate.

In certain cases, forward-looking statements can be identified by the use of words such as "anticipates", "approximately", "believes", "budget", "estimates", "expects", "forecasts", "guidance", "intends", "plans", "scheduled", "target", or variations of such words and phrases, or statements that certain actions, events or results "be achieved", "could", "may", "might", "occur", "should", "will be taken" or "would" or the negative of these terms or comparable terminology. In this document certain forward-looking statements are identified by words including "anticipated", "expected", "guidance" and "plan". By their very nature, forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, amongst others, risks related to failure to receive approval by Capstone's shareholders, the required court, regulatory and other consents and approvals to effect the Transaction, the potential of a third party making a superior proposal to the Transaction, the possibility that the Agreement could be terminated as a result of a superior proposal, inherent hazards associated with mining operations and closure of mining projects, future prices of copper and other metals, compliance with financial covenants, surety bonding, our ability to raise capital, Capstone's ability to acquire properties for growth, counterparty risks associated with sales of our metals, use of financial derivative instruments and associated counterparty risks, foreign currency exchange rate fluctuations, market access restrictions or tariffs, changes in general economic conditions, availability of water, accuracy of mineral resource and mineral reserve estimates, operating in foreign jurisdictions with risk of changes to governmental regulation, compliance with governmental regulations, compliance with environmental laws and regulations, reliance on approvals, licenses and permits from governmental authorities and potential legal challenges to permit applications, contractual risks including but not limited to; our ability to meet certain closing conditions under the precious metals purchase agreements with Wheaton Precious Metals with respect to both the Cozamin mine and the Santo Domingo project, as applicable; acting as indemnitor for Minto Exploration Ltd.'s surety bond obligations post divestiture, impact of climate change and changes to climatic conditions at our Pinto Valley and Cozamin operations and Santo Domingo project, changes in regulatory requirements and policy related to climate change and greenhouse gas emissions, land reclamation and mine closure obligations, risks relating to widespread epidemics or pandemic outbreak including the COVID-19 pandemic; the impact of COVID-19 on our workforce, suppliers and other essential resources and what effect those impacts, if they occur, would have on our business, including our ability to access goods and supplies, the ability to transport our products and impacts on employee productivity, the risks in connection with the operations, cash flow and results of the Company relating to the unknown duration and impact of the COVID-

19 pandemic, uncertainties and risks related to the potential development of the Santo Domingo project, increased operating and capital costs, increased cost of reclamation, challenges to title to our mineral properties, increased taxes in jurisdictions the Company operates or is subject to tax, changes in tax regimes we are subject to and any changes in law or interpretation of law may be difficult to react to in an efficient manner, maintaining ongoing social license to operate, dependence on key management personnel, potential conflicts of interest involving our directors and officers, corruption and bribery, limitations inherent in our insurance coverage, labour relations, increasing energy prices, competition in the mining industry including but not limited to competition for skilled labour, risks associated with joint venture partners, our ability to integrate new acquisitions and new technology into our operations, cybersecurity threats, legal proceedings, the volatility of the price of the common shares of the Company, the uncertainty of maintaining a liquid trading market for the common shares of the Company, risks related to dilution to existing shareholders if stock options or other convertible securities are exercised, the history of Capstone with respect to not paying dividends and anticipation of not paying dividends in the foreseeable future, and sales of common shares of the Company by existing shareholders can reduce trading prices, and other risks of the mining industry as well as those factors detailed from time to time in the Company's interim and annual financial statements and management's discussion and analysis (MD&A) of those statements and annual information form, all of which are filed and available for review under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Although the Company has attempted to identify important factors that could cause our actual results, performance or achievements to differ materially from those described in our forward-looking statements, there may be other factors that cause our results, performance or achievements not to be as anticipated, estimated or intended. There can be no assurance that our forward-looking statements will prove to be accurate, as our actual results, performance or achievements could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on our forward-looking statements.

## **CAUTIONARY NOTE TO US INVESTORS CONCERNING ESTIMATES OF MINERAL RESERVES AND RESOURCES**

As a British Columbia corporation and a "reporting issuer" under Canadian securities laws, the Company is required to provide disclosure regarding its mineral properties in accordance with NI 43-101. There are material differences between the standards and terms used for reporting mineral reserves and resources in Canada, and in the United States pursuant to the United States Securities and Exchange Commission ("SEC"). The terms "mineral resource", "measured mineral resource", "indicated mineral resource" and "inferred mineral resource" are defined by the CIM and the CIM Definition Standards on Mineral Resources and Mineral Reserves adopted by the CIM Council, and must be disclosed according to Canadian securities regulations. These standards differ significantly from the requirements of the SEC applicable to domestic United States reporting companies. Accordingly, technical information contained in this document may not be comparable to similar information made public by United States companies subject to the SEC's reporting and disclosure requirements.

## **ALTERNATIVE PERFORMANCE MEASURES**

Alternative performance measures are furnished to provide additional information. These non-GAAP performance measures are included in this news release because these statistics are key performance measures that management uses to monitor performance, to assess how the Company is performing, and to plan and assess the overall effectiveness and efficiency of mining operations. These performance measures do not have a standard meaning within IFRS and, therefore, amounts presented may not be comparable to similar data presented by other mining companies. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS.

Some of these alternative performance measures are presented in Highlights and discussed further in other sections of this document. These measures provide meaningful supplemental information regarding operating results because they exclude certain significant items that are not considered indicative of future financial trends either by nature or amount. As a result, these items are excluded for management assessment of operational performance and preparation of annual budgets. These significant items may include, but are not limited to, restructuring and asset impairment charges, individually significant gains and losses from sales of assets, share based compensation, unrealized gains or losses, and certain items outside the control of management. These

items may not be non-recurring. However, excluding these items from GAAP or Non-GAAP results allows for a consistent understanding of the Company's consolidated financial performance when performing a multi-period assessment including assessing the likelihood of future results. Accordingly, these Non-GAAP financial measures may provide insight to investors and other external users of the Company's consolidated financial information. For more information, please refer to the Company's latest management discussion and analysis available under the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **All-in Sustaining Costs Per Payable Pound of Copper Produced**

All-in sustaining costs per payable pound of copper produced is an extension of the C1 cash costs measure discussed above and is also a key performance measure that management uses to monitor performance. Management uses this measure to analyze margins achieved on existing assets while sustaining and maintaining production at current levels.

### **Net debt/Net cash**

Net debt/Net cash is a performance measure used by the Company to assess its financial position and is comprised of Long-term debt (excluding deferred financing costs), Cash and cash equivalents and Short-term investments.

### **EBITDA**

EBITDA is net income (loss) attributable to shareholders before net finance expense, tax expense, and depletion and amortization.

### **Adjusted EBITDA**

Adjusted EBITDA is EBITDA before the pre-tax effect of the adjustments made to adjusted net income (above) as well as certain other adjustments required under the Company's revolving credit facility agreement in the determination of EBITDA for covenant calculation purposes. The adjustments made to adjusted EBITDA allow management and readers to analyze our results more clearly and understand the cash generating potential of the Company.