



ANNUAL INFORMATION FORM

For the year ended December 31, 2018

March 18, 2019

Table of Contents

Cautionary Statement Regarding Forward-Looking Information.....	3
Compliance with NI 43-101.....	5
1 – CORPORATE STRUCTURE.....	9
1.1 Name, Address and Incorporation	9
1.2 Intercorporate Relationships	9
2 – GENERAL DEVELOPMENT OF THE BUSINESS.....	10
2.1 Three Year History	10
3 – DESCRIPTION OF THE BUSINESS	13
3.1 General	13
3.2 Material Mineral Properties	17
3.3 Other Properties	37
4 – RISK FACTORS	42
5 – DIVIDENDS AND DISTRIBUTIONS	53
6 – DESCRIPTION OF CAPITAL STRUCTURE.....	53
6.1 General Description of Capital Structure.....	53
7 – MARKET FOR SECURITIES	54
8 – DIRECTORS AND OFFICERS	55
8.1 Name and Occupation	55
8.2 Conflicts of Interest.....	57
9 – AUDIT COMMITTEE INFORMATION.....	58
9.1 Audit Committee Terms of Reference.....	58
9.2 Composition of the Audit Committee and Relevant Education and Experience	58
9.3 Audit Committee Oversight	58
9.4 Pre-Approval Policies and Procedures.....	59
9.5 External Auditors Service Fees (By Category)	59
10 – LEGAL PROCEEDINGS AND REGULATORY ACTIONS	59
11 – INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS	60
12 – TRANSFER AGENT AND REGISTRAR	60
13 – MATERIAL CONTRACTS	60
14 – INTERESTS OF EXPERTS	60
14.1 Names of Experts.....	60
14.2 Interests of Experts.....	61
15 – ADDITIONAL INFORMATION	61
SCHEDULE A	A

IN THIS ANNUAL INFORMATION FORM, UNLESS THE CONTEXT OTHERWISE REQUIRES, THE “COMPANY” OR “CAPSTONE” REFERS TO CAPSTONE MINING CORP. AND ITS SUBSIDIARIES. ALL INFORMATION CONTAINED HEREIN IS AS OF DECEMBER 31, 2018, UNLESS OTHERWISE STATED.

Cautionary Statement Regarding Forward-Looking Information

This Annual Information Form 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 Capstone 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. Forward-looking statements include, but are not limited to, statements with respect to the estimation of Mineral Resources and Mineral Reserves, the realization of Mineral Reserve estimates, the timing and amount of estimated future production, costs of production, the timing and possible outcome of legal proceedings and regulatory actions, and capital expenditures, the success of our mining operations, environmental risks, unanticipated reclamation expenses and title disputes. In certain cases, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, “believes” or variations of such words and phrases, or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will be taken”, “occur” or “be achieved” or the negative of these terms or comparable terminology. 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:

- inherent hazards associated with mining operations;
- future prices of copper and other metals;
- compliance with financial covenants;
- surety bonding;
- our ability to raise capital;
- geotechnical challenges;
- Capstone’s ability to acquire properties for growth;
- market access restrictions or tariffs;
- foreign currency exchange rate fluctuations;
- changes in general economic conditions;
- accuracy of Mineral Resource and Mineral Reserve estimates;
- operating in foreign jurisdictions with risk of changes to governmental regulation;
- compliance with governmental regulations;
- reliance on approvals, licences and permits from governmental authorities;
- impact of climatic conditions on our Pinto Valley and Cozamin operations and Minto mine;
- changes in climate change regulatory regime;
- compliance with environmental laws and regulations;
- aboriginal title claims and rights to consultation and accommodation;
- land reclamation and mine closure obligations;
- uncertainties and risks related to the potential development of the Santo Domingo Project;
- increased operating and capital costs;
- challenges to title to our mineral properties;
- ability to recruit local qualified personnel;
- 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;
- risks associated with joint venture partners;
- our ability to integrate new acquisitions into our operations;
- cybersecurity threats;
- reputational risk; and
- legal proceedings.

For a more detailed discussion of these factors and other risks, see “[Risk Factors](#)” beginning on page 42.

Although we have 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.

Currency

We report our financial results and prepare our financial statements in United States dollars (“US\$”). All currency amounts in this Annual Information Form are expressed in US\$, unless otherwise indicated. References to “C\$” are to Canadian dollars, references to “MX\$” are to Mexican pesos and references to “CLP” are to Chilean pesos.

The United States dollar exchange rates for our principal operating currencies are as follows:

	As at December 31,		
Canadian dollar (C\$)¹	2018	2017	2016
Average	1.2952	1.2986	1.3248
High	1.3643	1.3743	1.4589
Low	1.2288	1.2128	1.2544
Mexican peso (MX\$)²	2018	2017	2016
Average	19.2373	18.9104	18.6845
High	20.7160	21.9076	20.9395
Low	17.9787	17.4937	17.2005

¹ Information on US\$ to C\$ exchange rates obtained from Bank of Canada daily noon exchange rates.

² Information on US\$ to MX\$ exchange rates obtained from Bank of Mexico.

Conversion Table

In this Annual Information Form, metric units are used with respect to Capstone’s mineral properties, unless otherwise indicated. Conversion rates from imperial measures to metric units and from metric units to imperial measures are provided in the table set out below.

Imperial Measure	=	Metric Unit		Metric Unit	=	Imperial Measure
2.47 acres		1 hectare		0.4047 hectares		1 acre
3.28 feet		1 metre		0.3048 metres		1 foot
0.62 miles		1 kilometre		1.609 kilometres		1 mile
0.032 ounces (troy)		1 gram		31.1 grams		1 ounce (troy)
1.102 tons (short)		1 tonne		0.907 tonnes		1 ton
0.029 ounces (troy)/ton		1 gram/tonne		34.28 grams/tonne		1 ounce (troy)/ton

Compliance with NI 43-101

As required by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“**NI 43-101**”), Capstone has filed technical reports detailing the technical information related to its material mineral properties discussed herein. For the purposes of NI 43-101, Capstone’s material mineral properties as of December 31, 2018 are the Pinto Valley Mine and the Cozamin Mine. Unless otherwise indicated, Capstone has prepared the technical information in this Annual Information Form (“**Technical Information**”) based on information contained in the technical reports, news releases and other public filings (collectively, the “**Disclosure Documents**”) available under Capstone’s profile on SEDAR at www.sedar.com. Each Disclosure Document was prepared by, or under the supervision of, or approved by a Qualified Person as defined in NI 43-101. For readers to fully understand the information in this Annual Information Form, they should read the Disclosure Documents in their entirety, including all qualifications, assumptions and exclusions that relate to the Technical Information set out in this Annual Information Form which qualifies the Technical Information. The Disclosure Documents are each intended to be read as a whole, and sections should not be read or relied upon out of context. Readers are advised that Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. The Technical Information is subject to the assumptions and qualifications contained in the Disclosure Documents.

Classification of Mineral Reserves and Mineral Resources

In this Annual Information Form and as required by NI 43-101, the definitions of Proven and Probable Mineral Reserves and Measured, Indicated and Inferred Mineral Resources are those used by Canadian provincial securities regulatory authorities and conform to the definitions utilized by the Canadian Institute of Mining, Metallurgy and Petroleum (“**CIM**”) in the “CIM Definition Standards for Mineral Resources and Mineral Reserves” adopted on August 20, 2000, as amended (“**CIM Standards**”). The CIM Standards were updated in 2010 and 2014 at the request of the CIM Standing Committee on Mineral Reserve and Mineral Resource Definitions. Our Pinto Valley, Cozamin and Santo Domingo NI 43-101 Technical Reports were written in accordance with the CIM Standards updated in 2014 and the Minto NI 43-101 Technical Reports were written in accordance with the CIM Standards updated in 2010.

Cautionary Note to US Investors Concerning Estimates of Mineral Reserves and Mineral Resources

The disclosure in this Annual Information Form uses Mineral Resource and Mineral Reserve classification terms that comply with reporting standards in Canada, and, unless otherwise indicated, all Mineral Resource and Mineral Reserve estimates included in this Annual Information Form have been prepared in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ significantly from the disclosure requirements of the SEC set forth in Industry Guide 7. Consequently, Mineral Resource and Mineral Reserve information contained in this Annual Information Form is not comparable to similar information that would generally be disclosed by US companies in accordance with the rules of the SEC.

In particular, the SEC’s Industry Guide 7 applies different standards in order to classify mineralization as a Reserve. As a result, the definitions of Proven and Probable Reserves used in NI 43-101 differ from the definitions in Industry Guide 7. Under SEC standards, mineralization cannot be classified as a “Reserve” unless the determination has been made that the mineralization could be economically and legally produced or extracted at the time the Reserve determination is made. Accordingly, Mineral Reserve estimates contained in this Annual Information Form may not qualify as “Reserves” under SEC standards.

In addition, this Annual Information Form uses the terms “Measured Mineral Resources”, “Indicated Mineral Resources” and “Inferred Mineral Resources” to comply with the reporting standards in Canada. The SEC’s Industry Guide 7 does not recognize Mineral Resources and US companies are generally not permitted to disclose Mineral Resources in documents they file with the SEC. Investors are cautioned not to assume that any part or all of the mineral deposits in these categories will ever be converted into SEC defined mineral “Reserves.”

Further, “inferred Mineral Resources” have a great amount of uncertainty as to their existence and as to whether they can be mined legally or economically. Therefore, investors are also cautioned not to assume that all or any part of an inferred Mineral Resource exists. In accordance with Canadian rules, estimates of “inferred Mineral Resources” cannot form the basis of feasibility or other economic studies, except in rare cases. In addition, disclosure of “contained ounces” in a Mineral Resource estimate is permitted disclosure under NI 43-101 provided that the grade or quality and the quantity of each category is stated; however, the SEC normally only permits issuers to report mineralization that does not constitute “Reserves” by SEC standards as in place tonnage and grade without reference to unit measures. For the above reasons, information contained in this Annual Information Form containing descriptions of our Mineral Resource and Mineral Reserve estimates is not comparable to similar information made public by US companies subject to the reporting and disclosure requirements of the SEC.

GLOSSARY OF TECHNICAL TERMS

In this Annual Information Form, the following technical terms are defined:

Ag: silver

Alteration: chemical and mineralogical changes in rock mass resulting from the passage of fluids.

Assay: an analysis of the contents of metals in mineralized rocks

Au: gold

Biotite: a magnesium-iron mica widely distributed in igneous rocks.

Brownfield Project: a project located near an operating mine.

Chlorite: the general term for hydrated silicates of aluminum, iron and magnesium.

CIM: Canadian Institute of Mining, Metallurgy and Petroleum and the “CIM Standards on Mineral Resources and Reserves – Definitions and Guidelines” adopted on August 20, 2000 and amended on November 27, 2010 and May 10, 2014 (unless indicated otherwise in this Annual Information Form).

Cu: copper

diamond drillholes: holes drilled by a method whereby rock is drilled with a diamond impregnated, hollow drilling bit which produces a continuous, in situ record of the rock mass intersected in the form of solid cylinders of rock which are referred to as core.

disseminated: a texture in which minerals occur as scattered particles in the rock.

Dmt: dry metric tonnes

Dmtu: dry metric tonne unit

Engineer of Record: Engineer of record is the licenced professional engineer responsible for assuring that the dam is safe, in that it is designed and constructed in accordance with the current state of practice and applicable regulations, statutes, guidelines, codes, and standards.

Fault: a fracture in a rock across which there has been displacement

Fe: iron

G or g: gram

Grade: the amount of valuable mineral in each tonne of ore, expressed as ounces per ton or grams per tonne for precious metal and as a percentage by weight for other metals.

Greenfield Project: a project not located near an operating mine.

g/t: grams per metric tonne.

Ha: hectares

host rock: a volume of rock within which mineralization or an ore body occurs.

HQ: approximately 63mm diameter drill core

Hydrothermal: applied to metamorphic and magmatic emanations high in water content; the processes in which they are concerned; and the rocks or ore deposits, alteration products, and springs produced by them.

Igneous: a type of rock that is crystallized from a liquid magma.

Indicated Mineral Resource: in accordance with CIM Definition Standards, is that part of a Mineral Resource for which quantity, grade or quality, densities, shape and physical characteristics are estimated with sufficient confidence to allow the application of Modifying Factors (as defined below) in sufficient detail to support mine planning and evaluation of the economic viability of the deposit. Geological evidence is derived from adequately detailed and reliable exploration, sampling and testing and is sufficient to assume geological and grade or quality continuity between points of observation. An Indicated Mineral Resource has a lower level of confidence than that applying to a Measured Mineral Resource and may only be converted to a Probable Mineral Reserve.

Inferred Mineral Resources: in accordance with CIM Definition Standards, that part of a Mineral Resource for which quantity and grade or quality are estimated on the basis of limited geological evidence and sampling. Geological evidence is sufficient to imply but not verify geological and grade or quality continuity. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.

K: kilo (thousand)

Koz: thousands of ounces

Kt: one thousand tonnes

LOM: life of mine

M: mega (million)

Masl: metres above sea level.

GLOSSARY OF TECHNICAL TERMS

Measured Mineral Resource: in accordance with CIM Definition Standards, is that part of a Mineral Resource for which quantity, grade or quality, densities, shape, and physical characteristics are estimated with confidence sufficient to allow the application of Modifying Factors to support detailed mine planning and final evaluation of the economic viability of the deposit. Geological evidence is derived from detailed and reliable exploration, sampling and testing and is sufficient to confirm geological and grade or quality continuity between points of observation. A Measured Mineral Resource has a higher level of confidence than that applying to either an Indicated Mineral Resource or an Inferred Mineral Resource. It may be converted to a Proven Mineral Reserve or to a Probable Mineral Reserve.

Mineral Reserve: in accordance with CIM Definition Standards, economically mineable part of a Measured and/or Indicated Mineral Resource. It includes diluting materials and allowances for losses, which may occur when the material is mined or extracted and is defined by studies at pre-feasibility or feasibility level as appropriate that include application of Modifying Factors. Such studies demonstrate that, at the time of reporting, extraction could reasonably be justified. The reference point at which Mineral Reserves are defined, usually the point where the ore is delivered to the processing plant, must be stated. It is important that, in all situations where the reference point is different, such as for a saleable product, a clarifying statement is included to ensure that the reader is fully informed as to what is being reported. The public disclosure of a Mineral Reserve must be demonstrated by a pre-feasibility study or feasibility study.

Mineral Resource: in accordance with CIM Definition Standards, is a concentration or occurrence of solid material of economic interest in or on the Earth's crust in such form, grade or quality and quantity that there are reasonable prospects for eventual economic extraction. The location, quantity, grade or quality, continuity and other geological characteristics of a Mineral Resource are known, estimated or interpreted from specific geological evidence and knowledge, including sampling. Mineral Resources are sub-divided, in order of increasing geological confidence, into Inferred, Indicated and Measured categories.

Mineralization: significant amounts of mineral(s) that is (are) of economic interest which may be established by prospecting, trenching and drilling.

Mlb: millions of pounds.

Mo: molybdenum

Modifying Factors: Modifying Factors are considerations used to convert Mineral Resources to Mineral Reserves. These include, but are not restricted to, mining, processing, metallurgical, infrastructure, economic, marketing, legal, environmental, social and governmental factors.

MS: magnetic susceptibility

Mt: megatonne (million tonnes)

MW: megawatt (million watts)

NI 43-101: National Instrument 43-101 – Standards of Disclosure for Mineral Projects

NQ: approximately 47 millimetre diameter diamond drill core.

NSR: net smelter return.

Ore: rock that contains one or more minerals or metals, at least one of which has commercial value and which is estimated to be able to be recovered at a profit

Pb: lead

PLS: Pregnant Leach Solution is acidic metal-laden water generated from stockpile leaching. Pregnant Leach Solution is used in the SX/EW process.

Pyrite: a common iron sulphide mineral commonly found in hydrothermal veins and systems and commonly associated with gold mineralization.

QAQC: quality assurance/quality control in a mineral exploration and mining context is the combination of quality assurance, the process or set of processes used to assure data quality, and quality control, the process of identifying data outside of established tolerance limits.

Qualified Person: has the meaning set out in NI 43-101.

Quartz: a common rock forming mineral made up of silicon dioxide.

SAG: Semi-Autogenous grinding

Silica: silicon dioxide (SiO₂), which occurs in the crystalline forms as quartz, cristobalite, tridymite, as cryptocrystalline chalcedony, as amorphous opal, and as an essential constituent of the silicate groups of minerals.

Tpd: tonnes per day

Vein: a sheet-like body of minerals formed by fracture-filling or replacement of the host rock.

Volcanic: formed by volcanic activity.

Zn: zinc.

1 – CORPORATE STRUCTURE

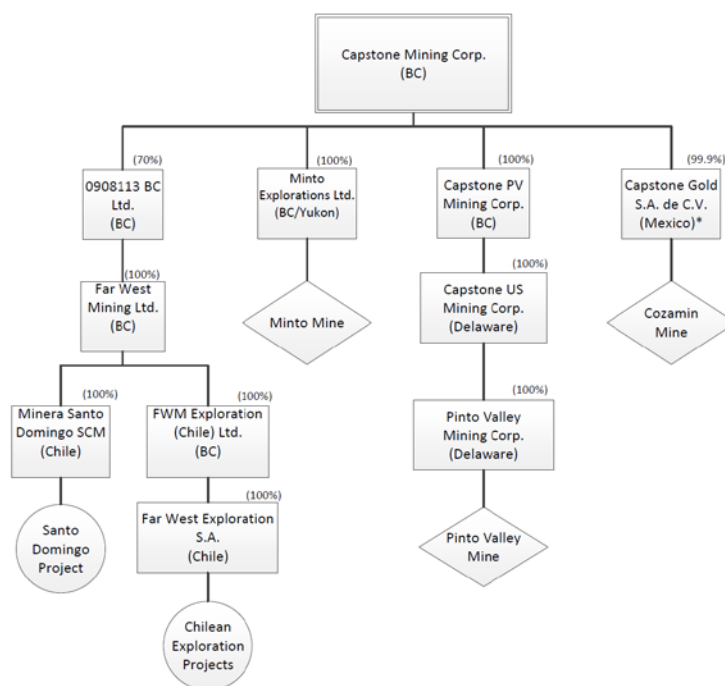
1.1 Name, Address and Incorporation

Capstone was incorporated pursuant to the *Company Act* (British Columbia) on July 17, 1987 under the name 330338 BC Ltd. We changed our name to Fire Star Resources Ltd. on April 21, 1989, to International Bancorp Ltd. on August 17, 1989, and to IBL Equities Ltd. on March 5, 1991. On January 2, 1996, we changed our name to Serena Resources Ltd. and consolidated our share capital on a 5:1 basis. On May 17, 2001, we changed our name to Consolidated Serena Resources Ltd. and consolidated our share capital on a 5:1 basis. We changed our name to Capstone Gold Corp. on March 6, 2003. On January 12, 2005, we amended our Notice of Articles to, amongst other things, change our authorized capital from 100,000,000 common shares to an unlimited number of common shares, and to reduce the threshold percentage of votes required to approve a special resolution from 75% to 66⅔%. We changed our name to our current name, Capstone Mining Corp. on February 8, 2006. On November 24, 2008, Capstone and Sherwood Copper Corporation (“**Sherwood**”) completed a court-approved plan of arrangement pursuant to which a Capstone wholly-owned subsidiary acquired all of the issued and outstanding common shares of Sherwood in exchange for common shares of Capstone, and that subsidiary and Sherwood amalgamated to form a new corporation named “Capstone Mining North Ltd.” On January 1, 2009, Capstone and Capstone Mining North Ltd. were amalgamated to form Capstone Mining Corp. On April 30, 2014, we amended our Articles to modify the means by which notice of meetings of shareholders and other shareholder information may be delivered to shareholders and increased the quorum requirements for meetings of shareholders to two persons holding at least 25% of the votes eligible to be cast at the meeting. Capstone is now governed by the *Business Corporations Act* (British Columbia).

Capstone’s corporate head office and registered office is located at 2100 – 510 West Georgia Street, Vancouver, British Columbia, V6B 0M3, Canada.

1.2 Intercorporate Relationships

The following chart describes the intercorporate relationships amongst Capstone’s subsidiaries and the percentage of voting securities held by Capstone, either directly or indirectly, as at December 31, 2018, and the jurisdiction of incorporation, formation, continuation or organization of each subsidiary:



* 0908113 BC Ltd. remaining % interest held by KORES Canada Corporation. Capstone Gold S.A. de C.V.’s remaining % interest held by Capstone Mexico Mining Corp.

2 – GENERAL DEVELOPMENT OF THE BUSINESS

2.1 Three Year History

2019 to date

In January 2019, Capstone filed the NI 43-101 compliant technical report titled "Santo Domingo Project, Region III, Chile, NI 43-101 Technical Report on Feasibility Study Update" for the positive technical report announced November 26, 2018, as well as the NI 43-101 compliant technical report titled "NI 43-101 Technical Report on the Cozamin Mine, Zacatecas, Mexico" for the technical report announced December 10, 2018.

Santo Domingo has all required construction permits and is awaiting final approval of the Mine Closure Plan that was submitted in early 2019.

2018

Corporate

In November 2018, Capstone made leadership changes to its senior executive team. As part of the corporate leadership change, Gregg Bush, Senior Vice President and Chief Operating Officer and Jim Slattery, Senior Vice President and Chief Financial Officer left Capstone on December 31, 2018. Raman Randhawa was appointed Chief Financial Officer on January 1, 2019.

Pinto Valley

The union member employees at Pinto Valley voted to ratify a new four-year collective bargaining agreement, which was effective May 30, 2018.

In the fourth quarter of 2018, Mike Wickersham joined Pinto Valley as Mine General Manager. Mike is a Chemical Engineer with over 35 years of experience in the mining and mineral processing industry.

Cozamin

In June 2018, Capstone announced the results of an updated Mineral Resource estimate for the Cozamin mine in Mexico. The resources were targeted by mine engineering for conversion to reserves, and in December 2018, an updated technical report for the Cozamin mine resulted in an increase of Proven and Probable Mineral Reserves by 89% over the Mineral Reserves as at December 31, 2017, to 6.2 million tonnes grading 1.60% copper. The technical report also included the results of an internal Materials Handling Study which showed an approximate 30% increase in expected throughput to 3,780 tpd by the end of 2020, with an estimated investment of less than \$5 million, resulting in an anticipated increase in annual production to between 40 to 45 million pounds of copper.

At the same time, Inferred Mineral Resources were re-estimated to include high grade results from step-out drilling to October 24, 2018, and resulted in an increase to 17 million tonnes at a copper grade of 1.11%; including 9.5 million tonnes at a copper grade of 1.61% in the Mala Noche Footwall Zone ("**MNFWZ**"). Drilling continued through the remainder of 2018, both stepping out and infilling the MNFWZ extension as part of a multi-year infill drill program.

Minto

On February 14, 2018, Capstone entered into a definitive share purchase agreement pursuant to which it agreed to sell its subsidiary which owns the Minto Mine to Pembridge Resources plc ("**Pembridge**") (the "**Transaction**"). Due to unfavourable equity market conditions, Pembridge was unsuccessful in completing the necessary financing and the Transaction was terminated in the fourth quarter of 2018.

On October 11, 2018, Capstone announced it was putting Minto on care and maintenance to preserve its value, while continuing to explore value maximizing alternatives. All operations ceased in the fourth quarter once the ore stockpile was processed. Minto has retained a core team of employees to oversee the site and meet environmental monitoring and legal obligations during the care and maintenance phase.

Santo Domingo

In November 2018, Capstone released the results of an updated Technical Report for its Santo Domingo project in Region III, Chile. The update indicated an after-tax Net Present Value of \$1.03 billion and an Internal Rate of Return of 21.8%. The project economics benefited from significantly lower power costs and several engineering changes, including the use of desalinated water in lieu of seawater. The report also included the addition of cobalt to the Mineral Resources.

At the same time, Capstone announced the start of a strategic process for the Santo Domingo project. The strategic process is exploring several alternatives, including selling a portion of the project, and evaluating the potential for streaming opportunities related to the gold in the Mineral Reserves and cobalt in the Mineral Resource. The updated Technical Report and approved Environmental Impact Assessment (“EIA”) included a Maritime Concession for construction of a port and associated infrastructure for the export of copper and iron concentrates. In addition to the strategic process, Capstone is engaged in discussions with other parties to share the infrastructure opportunities.

Prior to suspension of the project in 2015, the EIA was approved and permit applications were completed for long-lead permits. The majority of the long-lead permit applications were submitted in 2017, with three of the five long-lead permits received in 2018.

All decisions and activities carried out in 2018 at Santo Domingo were targeted at maximizing the value of the project, while ensuring financial flexibility for continued growth and financial security for the Company’s existing operations.

2017

Corporate

On April 19, 2017, Capstone amended its Senior Secured Corporate Revolving Credit Facility (“RCF”) to provide for an extension to April 2021 and a reduction in the credit available under the RCF to \$350 million. The amendment requires an annual \$25 million reduction of the credit limit on each anniversary of the facility to \$275 million on April 19, 2020. Capstone repaid a total of \$54 million on the RCF in 2017, reducing the outstanding balance to \$274.9 million by the end of the year.

Capstone completed the sale of its Kutcho development project to Kutcho Copper Corp. (formerly Desert Star Resources Ltd.) on December 15, 2017.

The copper price protection program set up in 2016 to assure continued debt repayment through 2017 was completed on December 31, 2017, resulting in full exposure to the copper price starting January 1, 2018.

Cozamin

On April 4, 2017, the precious metal streaming arrangement with Wheaton Precious Metals Corp. for silver production at the Cozamin mine expired. After this date, the full silver by-product credit was earned by Cozamin.

In September, Capstone announced drill results of step-out drilling at our Cozamin mine in Mexico, which encountered copper grades in excess of 4% immediately adjacent to Endeavour Silver Corp. (“Endeavour”) claims over larger than average widths than typical MNFWZ. As a result, we entered into an agreement with Endeavour allowing both companies to exchange access to certain of each other’s mining concessions that abut at the

southern boundary of Capstone's Cozamin mine property and continued wide-spaced testing of the MNFWZ structure on both sides of the Capstone/Endeavour boundary.

Minto

After starting the year with plans to be put on care and maintenance, Minto extended its mine life through mid-2021 based on commodity price improvement and a renegotiated gold stream. The decision to extend the mine life resulted in several mine plan sequencing changes.

2016

Corporate

With a focus on covenant compliance and debt repayment, Capstone fixed prices on sales of copper concentrate open to quotational period adjustments as at the end December 2015 as well as on sales of copper concentrate shipped during the first quarter of 2016 in addition to hedging second quarter sales. Strong operating performance and cost control, combined with certainty around copper revenue, ensured covenant compliance throughout the year and provided the ability to repay \$20 million on the RCF early in the fourth quarter. In November, a price protection program was set up to further protect sale prices of copper, predominantly over the first half of 2017 to assure continued debt repayment.

Exploration activities undertaken in 2016 included brownfield exploration at the Cozamin Mine in Mexico and greenfield exploration, primarily in Chile focused at advancing the Project Providencia, a Sociedad Química y Minera Chile S.A. ("**SQM**") project in which we had an option to earn into.

Pinto Valley

In January, the Pinto Valley Mine published the PV3 Pre-Feasibility Study ("**PV3 PFS**") extending the mine life by 13 years to 2039. Increased mill efficiencies resulted in new daily, monthly and quarterly throughput records throughout the year.

The San Manuel Arizona Railroad Company ("**SMARRCO**") was placed on care and maintenance, resulting in a move to a modular truck transport system to haul concentrate from the Pinto Valley Mine to domestic customers and to the port of Guaymas, Mexico for export.

Cozamin

The Cozamin Mine underwent a reorganization in 2016 with efforts focused on adopting a number of additional process improvements and training resources aimed at advancing mine development. Mineral Resources and Mineral Reserves at Cozamin were updated to take into account exploration and infill drilling completed during 2016. Exploration drilling resulted in new Indicated Mineral Resources that replenished 2016 mine production, however there was a net reduction of Measured and Indicated Mineral Resources totaling 2,487 kt averaging 1.18% Cu. This was due to changes in the Indicated classification boundary and further removal of Measured Mineral Resources contained in pillar material deemed to be not potentially economically extractable. The updated Mineral Reserves for the San Roberto and MNFWZ were reduced by 2,059 kt (including 2016 mine production), which accounted for a 29% decrease in tonnage and 18% contained copper versus the year-end 2015 Mineral Reserves. This represented a less than 15% reduction to Cozamin's NPV, as the reduction was related to low-grade material in the MNFWZ and material in San Roberto that was scheduled in the last year of the mine plan. In addition, the San Rafael zone resource, previously modelled in 2009, was updated in anticipation of an investigation into the viability of blending zinc-rich San Rafael ore with material mined from San Roberto and the MNFWZ.

Minto

After starting out the year with plans to temporarily suspend underground operations at Minto, successful efforts to lower costs extended underground mining into July 2017. After completing mining at Minto North in September, another stage of surface mining in the Area 2 pit was approved to extend surface operations and milling through 2017. During the year an engineering change occurred whereby the Area 2 Underground Mineral Reserves were updated taking into account changes to the block model. Work was undertaken in 2016 to consider the extension of operations beyond the completion of the Area 2 underground and open pit.

3 – DESCRIPTION OF THE BUSINESS

3.1 General

Capstone is a Canadian base metals mining company, focused on copper in politically safe, mining friendly jurisdictions in the Americas. We have grown through a combination of exploration, development and acquisition of mineral properties and currently operate two producing copper mines: Pinto Valley in the US and Cozamin in Mexico.

Our principal product is copper, with zinc, lead, molybdenum, silver and gold produced and sold as by-products. We are focused on profitability, a growing production profile and operating in a safe and responsible manner. Our operating and growth strategy has two tiers. The first is to maintain our financial and operating flexibility through all points of the commodity cycle. The second is to pursue the organic growth potential of our development project and extension of our existing mines. Capstone's material mineral properties consist of:

- Pinto Valley Mine, an open-pit, copper mine located in Arizona, US; and
- Cozamin Mine, an underground, polymetallic mine located in the State of Zacatecas, Mexico.

Capstone also owns 70% of the large-scale copper-iron Santo Domingo development project in Chile and the Minto copper mine in Yukon, Canada on care and maintenance since October 2018. In addition to ongoing exploration at the Cozamin Mine aimed at increasing mine life and throughput, we have a portfolio of early-stage, base metals exploration projects with the potential to add to production over the longer term. This exploration is focused in mining friendly jurisdictions, with preference given to areas where a team is in place and the permitting process is well understood. Capstone is actively pursuing additional exploration opportunities through earn-in and joint venture models.

Principal Products and Operations

Capstone's principal product is copper (in concentrate as well as copper cathode), with zinc, lead, molybdenum, silver and gold produced as by-products. The following table summarizes Capstone's production for 2017 and 2018:

Operating Statistics	Pinto Valley		Cozamin		Minto	
	2018	2017	2018	2017	2018	2017
Production (contained metal and cathode) ¹						
Copper (000's pounds)	119,067	126,394	36,155	36,888	22,974	36,005
Zinc (000's pounds)	-	-	14,900	9,330	-	-
Lead (000's pounds)	-	-	3,150	109	-	-
Molybdenum (Mo) (000's pounds)	181	70	-	-	-	-
Silver (000s ounces) ²	324	316	1,164	1,001	98	171
Gold (ounces) ²	1,717	3,687	68	-	9,251	25,205
Mining - Open Pit						
Waste (000s tonnes)	27,687	26,165	-	-	1,315	7,890
Ore (000s tonnes)	19,290	20,605	-	-	547	941
Total (000s tonnes)	46,977	46,770	-	-	1,862	8,831
Mining – Underground						
Ore (000s tonnes)	-	-	989	912	284	328
Milling						
Milled (000s tonnes)	19,246	19,655	986	912	907	1,439
Tonnes per day	52,728	53,849	2,702	2,499	2,983	3,943
Copper grade (%)	0.32	0.32	1.75	1.91	1.31	1.37
Zinc grade (%)	-	-	1.04	0.71	-	-
Lead grade (%)	-	-	0.28	0.07	-	-
Molybdenum grade (%)	0.01	0.01	-	-	-	-
Silver grade (g/t)	*	*	47.5	43.4	4.3	4.8
Gold grade (g/t)	*	*	**	**	0.44	0.79
Recoveries						
Copper (%)	84.6	89.2	95.0	96.1	87.5	82.6
Zinc (%)	-	-	65.6	65.5	-	-
Lead (%)	-	-	51.1	8.0	-	-
Silver (%)	*	*	77.2	78.7	77.3	77.6
Gold (%)	*	*	**	**	61.1	59.3
Concentrate Production						
Copper (dmt)	201,747	196,583	62,949	61,473	27,371	37,372
Copper (%)	26.0	28.2	26.1	27.2	38.1	43.7
Silver (g/t)	-	-	508	502	111	142
Gold (g/t)	-	-	-	-	8.8	18.0
Zinc (dmt)	-	-	14,300	8,919	-	-
Zinc (%)	-	-	47.3	47.5	-	-
Lead (dmt)	-	-	2,305	81	-	-
Lead (%)	-	-	62.0	61.7	-	-
Silver (g/t)	-	-	1,842	2,996	-	-
Molybdenum (dmt)	148	64	-	-	-	-

¹ Adjustments based on final settlements will be made in future periods.

² Pinto Valley gold production reaches payable levels from time to time. Any payable gold production will be reported in the period revenue is received. Gold and silver are not assayed on site, resulting in a significant lag time in receiving data. As such, this figure is an estimate.

* Silver and gold have not been estimated in the Pinto Valley resource model. Only recovered silver and payable gold is reported for this mine.

** Gold has not been estimated in the Cozamin resource model. Only payable gold is reported.

During the year ended December 31, 2018, we generated gross revenue of \$451 million primarily from the sale of 143.5 million pounds of payable copper.

The following table summarizes the gross sales revenue for 2018 and 2017:

Gross Revenue by Metal¹

	2018 ²		2017 ^{2,3}	
	\$ millions	%	\$ millions	%
Copper	411.2	91.1	445.8	93.6
Zinc	13.8	3.0	10.6	2.2
Lead	2.3	0.5	0.2	0.0
Molybdenum	2.5	0.5	0.1	0.0
Silver ⁴	19.3	4.3	16.7	3.5
Gold ⁴	2.2	0.5	3.0	0.6
Total from continuing operations ⁵	451.3	100	476.4	100

¹ Revenue from Minto has not been included as Minto has been classified as a discontinued operation for 2018 and 2017.

² The current and subsequent periods may include final settlement quantity and/or price adjustments from prior shipments.

³ 2017 gross revenue has not been restated for the adoption of IFRS as the modified retrospective method was used.

⁴ Gold and silver revenue include non-cash amounts for deferred revenue amortization related to the precious metal stream sales.

⁵ Treatment and selling costs of \$35.4 million (2017 - \$45.9 million) are deducted from gross revenue of \$451.3 million (2017 - \$476.4 million) resulting in reported revenue of \$415.9 million in 2018 (2017 - \$430.4 million) as per the Consolidated Statements of Income (loss)

Pinto Valley production is primarily copper concentrate with a small amount of copper cathode produced from run-of-mine leaching and SX/EW production and molybdenum as a by-product. Historically the mine has also recovered silver and gold as a by-product, though it is not estimated in the block model and is not included in the Mineral Resource or Mineral Reserve estimate. In 2018, approximately 21% of the copper concentrate production was delivered to domestic smelting facilities with the balance being exported to Asia, specifically Japan and Korea since the implementation of the tariffs on US-origin material in mid-2018. In 2019, 100% of the copper concentrate is expected to be hauled using a modular truck system and shipped out of the port of Guaymas. The copper cathode is sold domestically through a competitive tendering process.

Cozamin concentrate production is primarily copper with lesser amounts of by-product zinc and lead concentrate and significant by-product silver. The copper concentrate is delivered under an agreement to a major trading company in Manzanillo, Mexico. Depending on market conditions the copper concentrate is sold under an annual or multi-year agreement. Similarly, the zinc and lead concentrates are sold under annual tenders or multi-year agreements and delivered to Manzanillo or local Mexican smelters.

Minto produces a high-grade copper concentrate which has historically been sold by open annual tender. Due to its location and climate, logistics for the movement of concentrate are seasonal. Shipments by truck from the mine to the port of Skagway, Alaska are typically undertaken between January and March and then between July and October. In the intervening periods, concentrate production is stored in a protective environment at site. The Minto mine was placed on care and maintenance in the fourth quarter of 2018 and all produced copper concentrate has been sold and was shipped in the first quarter of 2019.

Competitive Conditions

Our business is to produce and sell copper. Prices are determined by world markets over which we have no influence or control. Our competitive position is primarily determined by our costs compared to other producers throughout the world and our ability to maintain our financial integrity through metal price cycles. Costs are governed to a large extent by the grade, nature and location of our Mineral Reserves as well as by input costs and operating and management skills. In contrast with diversified mining companies, we focus on copper production, development and exploration, and are therefore subject to unique competitive advantages and disadvantages related to the price of copper and to a lesser extent, the price of our metal by-products. If copper prices increase, we will be in a relatively stronger competitive position than diversified mining companies that produce, develop and explore for other minerals in addition to copper. Conversely, if copper prices decrease, we will be at a competitive disadvantage to diversified mining companies.

The mining industry is competitive, particularly in the acquisition of additional Mineral Reserves and Mineral Resources in all phases of operation, and we compete with many companies possessing similar or greater financial and technical resources.

Metal Prices

The Company's financial flexibility is highly dependent on the prevailing prices for the commodities it produces. While the Company's strategy is to remain unhedged, circumstances may arise where increased certainty of cash flows is considered more important to long term value creation than providing investors short term exposure to the volatility of metal prices. In these circumstances, the Company may elect to fix prices within a contractual quotational period or to lock in future prices through the variety of financial derivative instruments available.

Changes to Contracts

A portion of our Pinto Valley Mine employees are members of six unions and are governed by one collective agreement. In 2018, union members voted to ratify a new four-year collective bargaining agreement, which was effective May 30, 2018.

Environmental Protection

Capstone's operations (Pinto Valley and Cozamin), Minto and development project (Santo Domingo) are subject to the national and local laws and regulations in respect of the construction, operating standards and the eventual abandonment and restoration costs applicable to each location. Since the Cozamin Mine and certain areas of the Minto Mine are relatively small tonnage, high-grade operations, the overall financial impact of the environmental protection requirements is minor relative to our overall financial performance. Each operation is subject to a reclamation and closure cost obligations review at year-end to assess the abandonment and restoration cost for the operation at that point. Any changes from the previous period are reflected in the balance sheet and could flow through the earnings statement. While the financial obligations will increase as disturbance increases, given the relatively modest amounts involved, such impacts are likely to be relatively minor from a capital and earnings perspective in the near term. Pinto Valley Mine has a long history of operations in an established mining district of Arizona. As such, there are significant reclamation liabilities. These were reviewed with regulators in 2013 at the time of the acquisition by Capstone and were also the subject of a detailed third-party assessment commissioned by the Company in 2015 and have been updated to reflect the current mine life.

Capstone received approval of the Environmental Impact Assessment ("EIA") for the Santo Domingo project in 2015, which includes approval for the mine, related infrastructure, copper and iron processing facilities, the development of a greenfield port and iron concentrate and seawater supply pipelines. The project initially included a sea water intake and brine outfall to the sea in the port area. Capstone will submit an application for an update to the EIA to cover the current plan to produce all the desalinated water at the port site and for a build, own, operate transfer contract for the operation of the desalination facility.

In May 2016, Pinto Valley submitted a formal Mine Plan of Operations in support of the PV3 mine plan to the US Forest Service, marking the first step of the permitting process, required under the National Environmental Policy Act ("NEPA"). The NEPA process was initiated in January 2017 after publishing a Notice of Intent to conduct an Environmental Impact Statement ("EIS"). Several agency workshops and facility tours have been held in addition to public scoping and baseline data being exchanged. The United States Forest Service is currently preparing resource reports and narrative for the draft EIS, and the project is on track for a Record of Decision in 2019.

Our assets are in mature and stable mining jurisdictions. The environmental protection requirements are not expected to be a significant impediment to carrying on our business or costs.

Employees

As of December 31, 2018, Capstone had 1,103 employees and 568 contractors.

Our workforce at Cozamin and Minto is not unionized. There are approximately 404 hourly employees at the Pinto Valley Mine, a portion of whom are members of six unions, and whom are all governed by one collective bargaining agreement negotiated by the United Steelworkers Union which is in effect until May 29, 2022.

Foreign Operations

Two of Capstone's material properties are in foreign jurisdictions, being the Pinto Valley Mine (US), and the Cozamin Mine (Mexico). We also have interests in exploration projects.

Foreign operations accounted for approximately 86% of our 2018 revenue and represented approximately 92% of our assets as at December 31, 2018.

Social and Environmental Policies

Capstone places great emphasis on providing a safe and secure working environment for all our employees and contractors as we recognize the importance of operating in a sustainable manner.

Our Values and Ethics – Code of Conduct (“**Code of Conduct**”) is our Company policy that sets out the standards which guide the conduct of our business and the behaviour of our employees, officers and our Board of Directors. The Code of Conduct is reviewed annually by the Board. Our Code of Conduct, amongst other things, sets out standards in areas relating to:

- Promotion and provision of a work environment in which individuals are treated with respect, provided with equal opportunity and is free of all forms of discrimination;
- Zero tolerance policy relating to use of prohibited substances;
- Ethical business conduct and legal compliance, including without limitation prohibition against accepting or offering bribes;
- Commitment to health and safety in our business operations, and the identification, elimination or control of workplace hazards;
- Commitment to maintain and improve sound environmental practices in all our activities.

Capstone's commitment to sustainable performance is defined in our Integrated Environment, Health, Safety and Sustainability (“**EHS&S**”) Policy. The Technical, Health, Environmental, Safety and Sustainability (“**THES&S**”) Committee of the Board has oversight of the EHS&S Policy. Annual corporate objectives for sustainable performance and improvement are approved by the Board and are linked to the objectives and compensation for employees at all levels of the organization. We measure our performance against these objectives.

Capstone regularly reviews and implements internal standards based on industry best practice to ensure continual improvement in key areas including health and safety, environmental management, tailings management, energy management and social aspects, including stakeholder engagement.

3.2 Material Mineral Properties

Pinto Valley Mine (US)

The Pinto Valley Mine is the subject of a report titled “Pinto Valley Mine Life Extension – Phase 3 (PV3) *Pre-Feasibility Study*” dated February 23, 2016 with an effective date of January 1, 2016. This technical report was compiled by Capstone Mining Corp, and authored by Gregg Bush, P.Eng., formerly of Capstone Mining Corp.; Tony J. Freiman, PE, Amec Foster Wheeler Environment & Infrastructure, Inc.; Corolla Hoag, CPG, SME-RM, SRK Consulting (U.S.), Inc.; Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd.; Kenneth W. Major, P.Eng., KWM Consulting Inc.; and John Marek, PE, SME-RM, Independent Mining Consultants, Inc., each a Qualified Person as

defined by NI 43-101. The description of the Pinto Valley Mine in this document is based on assumptions, qualifications and procedures which are set out in the PV3 PFS. Reference should be made to the full text of this report, which is available in its entirety on SEDAR at www.sedar.com under Capstone's profile. The scientific and technical information below which is not contained in these reports has been reviewed and approved by Claydon Craig, P.Eng., Superintendent of Mine Technical Services at our Pinto Valley Mine and a Qualified Person under NI 43-101.

Project Description and Location

The property is located at the west end of the Globe-Miami mining district, approximately 130 km east of Phoenix and 10 km west of the town of Miami, in Gila County, Arizona, at 33°23'32"N and 100°58'15"W. The Pinto Valley property consists of approximately 5,130 ha of contiguous claims. These comprise 69 patented lode mining claims, 53 patented mill sites, 451 unpatented lode mining claims and mill sites, and seven parcels of fee (private) land.

Capstone acquired the Pinto Valley Mine and associated railroad operations on October 11, 2013 for a cost of \$650 million. A 2% NSR applies to 26 of the unpatented mining claims that are not in the current mine plan.

Pinto Valley is an open pit mine producing copper and molybdenum concentrates and copper cathode. The administration, ore processing, tailings, waste rock storage, and maintenance facilities are located on the property, in close proximity to the pit. The processing facility consists of three crushing stages, ball mills, copper flotation stages, a molybdenum flotation circuit, and associated thickeners for concentrates and tailings. Two tailings storage facilities ("TSF") are currently operational ([Figure 1](#)) and two former tailings facilities are no longer in service but remain part of our on-going inspection, maintenance and surveillance program. Pinto Valley also has an SX/EW facility that processes pregnant leach solution from low copper grade material that is leached. The SX/EW accounts for less than 5% of production.

Pinto Valley has an inspection, maintenance and surveillance program in place for its tailings storage facilities. The current Engineer of Record ("EOR") for the TSF is Tony J. Freiman, PE of Wood Environment & Infrastructure Solutions, Inc. The EOR is responsible for the design of the TSF and provides oversight of construction and operational practices. Pinto Valley site personnel monitor performance of the TSF daily and prepare weekly and monthly internal reports for Pinto Valley Mine management and engineering groups. Pinto Valley site personnel communicate with the EOR at least weekly. The EOR performs a formal on-site review of the active TSFs each quarter and the inactive TSFs annually. Ad-hoc on-site inspections by the EOR occur approximately each month. A monitoring report is prepared by the EOR for each of the formal audits with a summary of the TSF performance, and recommendations are provided for current and future work as appropriate. Approximately every 3 years, an independent third party audits the work performed by the EOR. The most recent independent third-party audit was completed in January 2018 by Haley & Aldrich, Inc.

Environmental liabilities at the Pinto Valley Mine relate to the heap leach facility, tailings impoundments and associated engineered containment infrastructure, waste rock dumps, surface water containment structures, as well as the removal of all operational infrastructures. A closure strategy and a mined land reclamation plan detailing methods and costs associated with restoring the site to an acceptable environmental standard were most recently approved in 2018 and 2016 respectively. Surety Bonds totaling \$118.6 million have been filed with the Arizona Department of Environmental Quality ("ADEQ") and the Arizona State Mine Inspector in accordance with the mandate of these agencies and associated regulations and policies. These financial security amounts represent the estimated interim closure and post-closure costs through 2023 for ADEQ-permitted facilities and through 2026 for surface reclamation overseen by the State Mine Inspector, on an undiscounted basis. Amounts are reviewed with each significant change in the mine plan or closure measures.

The Pinto Valley Mine requires 16 permits granted from various state and federal agencies; operations of the railroad requires five permits mainly from the State of Arizona. Pinto Valley Mine has all the necessary permits

to conduct mining activities with the exception of consolidation/renewal of existing U.S. Forest Service (“USFS”) land use authorizations (Plan of Operations). Pinto Valley Mine is presently working with the USFS to develop an interim and a long-term renewal of its land use authorizations. An interim plan for existing disturbances to forest land will increase the reclamation bond by approximately \$3.35 million. The consolidated Plan of Operation was submitted to the USFS and deemed complete in 2016. Once approved, the Plan of Operations includes tailings storage on USFS land to accommodate the PV3 mine plan.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Pinto Valley Mine is accessed from US Highway 60 (“US 60”), then 5 km on paved Forest Road (“FR”) 287. The site can also be accessed from Tucson, Arizona (160 km to the south) by travelling north on State Route (“SR”) 77. The mine is 10 km west of Miami, a town of approximately 1,800 residents, and 18 km west of Globe, the County seat, with approximately 7,500 residents. Because of a long-standing mining tradition in the area, many local services are in place to supply the mine’s needs, with the remaining services coming from the greater Phoenix area. Medical facilities are available in Miami. Fire, police, public works, transportation and recreational facilities are in place and fully functioning.

Pinto Valley Mine’s moderate, semi-arid regional climate allows for year-round operation. The average annual precipitation is 480 mm. May and June are typically the driest months of the year and may result in local drought conditions.

Pinto Valley Mine has sufficient surface rights for mining operations, mineral processing facilities and tailings storage to mine the pushbacks until 2026, as described in Capstone’s “Pinto Valley Mine 2014 Pre-Feasibility Study” dated April 28, 2014 with an effective date of January 1, 2014 (“PV2 PFS”). The expanded PV3 PFS mine plan will require permit amendments. Off-site infrastructure includes the incoming electric power generation and transmission capacity provided by the Salt River Project, the local highway system provided by state and federal governments, the local transportation services provided by various contractors, and the telephone and data communications systems.

Tailings are deposited in existing permitted tailings storage facilities. Tailings Dam No. 4 is the primary storage facility, with Tailings Dam No. 3 used during maintenance activities at Tailings Dam No. 4 (Figure 1). Pinto Valley Mine has several water sources including a private wellfield with three wells, a pipeline network connecting it to several neighboring mines, a system of water catchments with pumpback capabilities, and reclaim systems on operating tailings impoundments however, periodic drought remains a risk.



**FIGURE 1:
PINTO VALLEY INFRASTRUCTURE AND LOCATION OF OPEN PIT**

The Pinto Valley Mine is located in east-central Arizona in the structural transition zone between the Sonoran section of the Basin and Range physiographic province to the south-southwest, and the Colorado Plateau to the north. The terrain surrounding the mine is generally mountainous, dominated by sharp landforms and prolific exposures of a variety of bedrock formations present in the region. The Pinto Valley Mine is entirely within the Pinto Creek watershed, where local elevations range from about 900 m to 1,500 m above mean sea level.

The Pinto Valley Mine is near the boundary of areas mapped as the Interior Chaparral biotic community and the Arizona Upland subdivision of Sonoran Desert scrub biotic community, with plant species on the property characteristic of each group. Most of the animal species observed have wide environmental tolerances and are present in both plant communities on the property.

History

The Globe-Miami district is one of the oldest and most productive mining districts in the United States, with its first recorded production occurring in 1878. Since that time, more than 15 billion pounds of copper have been produced in the Globe-Miami mining district. Prior to the construction of Pinto Valley Mine, a chalcocite-enriched zone of the deposit was mined from 1943 until 1953 as the Castle Dome underground mine.

The Pinto Valley open pit mine and concentrator went into production in 1974. The SX/EW plant began processing PLS from the leach dumps in 1981. In February 1998, mining and milling operations were suspended and environmental permits were maintained during the suspension of operations, as were the water and electrical systems. SX/EW facilities and cathode copper production continued during the suspension of mining and milling operations.

The mine has had two restarts since the 1998 shutdown. The mine resumed sulphide operations in mid-2007 for 18 months to January 2009 and then went into care and maintenance with only leaching operations continuing. The second restart began in December 2012 and included extensive rehabilitation of the site and purchase of a new mining fleet.

Ownership of Pinto Valley has changed numerous times since its inception. At the time of construction and commissioning, it was owned by Cities Service Company, who had recently merged with Tennessee Corporation. Occidental Petroleum Corporation acquired Cities Service Company in late 1982 and sold the Miami operations to Newmont Mining Corporation in 1983. At this time, the company's name was changed to Pinto Valley Copper Corporation. In 1986, Newmont merged the Pinto Valley Copper assets into Magma Copper Company holdings, and Pinto Valley Copper became the Pinto Valley Mining Division of Magma Copper Company. In 1995, Broken Hill Proprietary Company Limited purchased Magma Copper Company. With the merger of Broken Hill Proprietary Company Limited and Billiton in 2001, the Pinto Valley Mining Division became Pinto Valley Operations of BHP Copper Inc. ("**BHP Copper**"). In 2013, Capstone purchased Pinto Valley Operations, now referred to as Pinto Valley Mine or Pinto Valley.

Pre-2006 Pinto Valley drilling programs comprised a combination of core, rotary, and churn drillholes. Drilling documentation was limited to BHP Copper internal reports and lacked descriptions for pre-2010 procedures. Churn holes defined much of the early Castle Dome mineralization, which has been mined out. Drilling since the 1986 block model includes 10 core holes and 3 Reverse Circulation ("**RC**") rotary holes drilled in 1992. From the beginning of 1996 to April 1997, 67 RC exploration and infill holes were drilled: 48 RC holes drilled in 1996, and 19 RC holes drilled in 1997. The 1997 holes were drilled in the interior pit and through the Gold Gulch and Continental faults. Seven of the exploration holes were drilled east of the existing pit and laid the ground work for future plans of an east pit expansion. All drillhole collar locations were surveyed. The majority of the drillholes are vertical and, therefore, do not have downhole surveys. However, most inclined holes have downhole surveys. From 2006 through 2008, there were drilling campaigns with various purposes, including delineation, exploration, geotechnical, and resource classification upgrade drilling. These include 39 drillholes in 2007 and 62 drillholes in 2008. Diamond drillhole programs in 2010 focused on exploration, while those in 2011 and 2012 focused on infill drilling for resource classification upgrade in support of restarting operations. Ten holes were

drilled in 2010, 40 holes were drilled in 2011, and 64 holes were drilled in 2012. In 2013 BHP Copper drilled 12 in-pit infill diamond drillholes totaling 2,853 m, to close the drillhole spacing grid and 64 in-pit RC drillholes totaling 3,380 m to help characterize the mineralization directly beneath working levels of the mine. All drillhole logging data, including collar, survey, assay, lithology, alteration, and mineralization data were entered into an acQuire™ structured-query-language (“SQL”) database system. All sample data were tagged and tracked using bar codes, which linked all assay information provided by the laboratory to the database, including the QAQC. The system was secured by BHP Copper using stringent protocols and procedures. Deviations and discrepancies from sample dispatch reports were reported and investigated.

A number of different companies and laboratories provided assay services to Pinto Valley over the years. Details of sampling and assaying procedures used during the earlier stages of operation are not readily available. Procedures used by outside labs that ran assays for some of the later drilling campaigns, such as those performed by Mountain States for the 1992 holes and Chemex for the 1996 holes, are also not readily available. The analytical procedures were in line with industry standards for total copper analyses, but BHP Copper-specific procedures were used to determine acid soluble copper concentrations. These involved digestion with 10% sulphuric acid, followed by placement in a hot bath at 40°C, and read after 40 minutes.

Independent audits of the Pinto Valley assays were conducted in 1992 and 2000. Results indicated the assay values in the Pinto Valley database have been reliably entered and that total copper assays in the Pinto Valley database were reproducible and could be considered representative within normally-accepted error limits.

As part of BHP’s start-up Feasibility Study done in 2006, a QAQC program was conducted on 101 randomly selected drillhole assay interval pulp samples and 15 randomly selected drill core assay intervals. Samples were sent to Skyline Assayers and Laboratories Inc. (“**Skyline Labs**”) in Tucson, Arizona for total copper and acid-soluble copper analyses. Skyline Labs was instructed to analyze the samples for acid soluble copper using BHP Copper lab procedures. Certified reference material standards from the National Institute of Standards and Technology (“**NIST**”) were inserted in sequential order for analysis preceding the 15th pulp sample in the analytical run. The results indicated that historical quality control measures used in the Pinto Valley Mine analytical laboratory were variable. At times they were extremely good, but at others they were less so, although still acceptable.

BHP Copper undertook surface mapping to provide additional data throughout the identification and selection phases of the PV2 mine planning project. Two drilling campaigns were conducted on separate occasions to improve both the geotechnical and geometallurgical knowledge of the deposit. The surface mapping for geotechnical information focused primarily on the bedding planes, major structures, and overall geological strength index. Various ore-types were confirmed using surface mapping and by reviewing core logs. Alteration zones and ore-types were identified in the pit wall and correlated against core samples taken in previous drill campaigns. Descriptions from the core logs were used to plot the correlation between rock type and alteration zone. The most important ore types were narrowed down to Ruin granite, quartz monzonite, and diabase. These ore types are based on relative abundance, gangue mineralogy, copper grade, alteration, and the potential impact on overall production (recovery, throughput, and consumption of reagents/energy). Capstone relied extensively on the BHP Copper’s PV2 project data to complete the Capstone PV2 PFS. The data provided by BHP Copper was reviewed by the QPs in the Capstone PV2 PFS to ensure it was applicable and sufficiently detailed to form the basis of assumptions in the study. Additional work was conducted where data gaps were found, including field mapping for pit wall geotechnical analysis, geotechnical drilling for tailings impoundment design and metallurgical testing to validate previous test results.

Geological Setting

The Globe-Miami mining district of central Arizona includes porphyry copper-molybdenum (“**Cu-Mo**”) deposits associated with Paleocene Epoch granodiorite to granite porphyry stocks (65-59 million years ago). Vein deposits and possible exotic copper deposits are also found within the district.

Precambrian basement rocks throughout southern Arizona and New Mexico largely consist of early Proterozoic Pinal Schist (~1,700 million years old) intruded by granites correlative with two-mica granite batholiths (~1,450 million years old). At the Pinto Valley Mine this is represented by the Ruin granite (also referred to as the Lost Gulch quartz monzonite) that hosts the Cu-Mo mineralization. The Late Proterozoic-aged (~1,420-1,150 million years old) Apache group, comprising conglomerate, limestone, quartzite, and minor basalt units overlying the basement rocks, was intruded by 1,150 million years old Apache diabase sills of varying thicknesses. These diabase units are represented at the Pinto Valley Mine as thin dikes and sills, and commonly contain higher copper concentrations than the surrounding Ruin granite. During the Paleozoic Era, various limestone units were deposited representing the shallow, marine environment present over much of the southwestern US at the time.

Subduction of the Farallon tectonic plate (80-50 million years ago) off the west coast of the southwestern US initiated arc magmatism responsible for generating the Cu-Mo-bearing intrusions in the region. Stocks emanating from the Schultze granite, the source of the mineral-bearing fluids to the Globe-Miami mining district, were emplaced at the Pinto Valley Mine between 60-59 million years ago.

Regional Tertiary-Era Basin and Range extension and faulting following cessation of subduction facilitated the dismemberment, tilting, and exposure of the Cu-Mo deposits. They were preserved through deposition of the Whitetail conglomerate (Oligocene Epoch) and the Apache Leap tuff (Miocene Epoch). Further extension in the Pliocene Epoch deposited the Gila conglomerate into basins.

The Pinto Valley Mine deposit is bound by faults that vary in age from the Pre-Cambrian to the Tertiary. These have controlled the emplacement of the Ruin granite, stocks of the Cu-Mo-bearing Schultze Granite, and subsequent post-mineralization Basin-and-Range extensional faulting.

Exploration

Capstone is not currently exploring the Pinto Valley property due to the large resource already identified, of which 33% are Mineral Reserves, resulting in a mine life to 2039. Additional Mineral Resources could potentially be brought into the Mineral Reserves in the future through operational improvements, cost reductions, and/or increased metals prices.

Mineralization

The primary sulphide minerals encountered at the Pinto Valley Mine are chiefly pyrite and chalcopyrite with minor amounts of molybdenite. Gold and silver are recovered as by-products when material containing sulphide minerals is processed. Sphalerite and galena occur locally in very small amounts. Alteration of silicate minerals of the host rocks to other groups of minerals due to the presence of hydrothermal fluids associated with the Cu-Mo-bearing intrusive rocks include potassic, argillic, sericitic, and propylitic alteration suites.

Sulphide minerals generally occur in veins and microfractures and less abundantly as disseminated grains, predominantly in biotite sites. The ore zone grades outward into a pyritic zone with higher total sulphide content. Molybdenum distribution generally reflects copper distribution, with higher molybdenum values usually found in the higher-grade copper zones. Oxide mineralization and a supergene enrichment blanket was developed at the Pinto Valley Mine, but these areas have since been mined.

Sulphide deposition at Pinto Valley is controlled to some extent by the host rock. The sulphide content decreases in Precambrian aplite intrusions. Aplites usually contain less than 0.25% copper, whereas adjacent Quartz Monzonite may have as much as 0.6% copper. The deficiency of copper in aplites is probably due to the absence of biotite, which makes up about 7% of Quartz Monzonite. Disseminated chalcopyrite shows an affinity for biotite, where it is disseminated through the biotite or partially replacing it. Additional chalcopyrite is also present in veins cutting both rock types.

Drilling

Recent drilling incorporated into the April 2018 Mineral Resource model consists of ten geotechnical holes in 2014, 43 infill RC holes and three geotechnical holes in 2015, four infill RC holes in 2016, 17 infill RC holes and one RC/core hole in 2017 and, in 2018, 4 RC holes and 1 core hole.

Sampling and Analysis

Pinto Valley uses RC and diamond drillcore samples for Mineral Resources estimates. The majority of drilling is vertical with spacing commonly between 200ft and 400ft. Capstone employees and contractors are responsible for all on-site sampling of drill core and drill cuttings. Typical sample intervals are 10 feet. Drillcore samples are split by core saw and placed in marked bags and shipped to accredited external laboratories for sample preparation and analysis for copper, acid soluble copper, and molybdenum. A total of 90,903 RC and diamond drillhole samples were used for the April 2018 Mineral Resources estimate.

Sample quality of drillhole samples is monitored through regular insertion of reference material standards, blanks, and duplicate samples. Certified reference material (CRM) standards are purchased commercially, and in November 2017, CRM standards were also created from PV material. QAQC procedures include real-time monitoring of quality control data, thresholds for sample failures and sample batch reanalysis, and regular monthly reporting. QAQC results demonstrate that drillhole assay values are accurate, repeatable, and free from cross-contamination.

Database validation work comprises a check of 10% of all new records entered into the database as a part of the Mineral Resource update process. This includes verification of collar, downhole survey, lithology, and assay data. This was completed as a part of the April 2018 Mineral Resource update.

Security of Samples

Only employees and contractors are permitted in the core logging facility when unsampled drillcore is ready to be cut and prepped RC cuttings and core are awaiting transport. A transmittal form which identifies the batch number and the corresponding sample number series is emailed to the external laboratory. The samples are delivered to the external laboratory by a laboratory representative transporting from site to laboratory.

Core and chip samples are stored on-site at a dedicated core storage facility.

Mineral Resource and Mineral Reserve Estimates

The April 2018 Mineral Resource estimate for Pinto Valley mineralization was completed by Pinto Valley's Superintendent of Mine Technical Services and Qualified Person, Claydon Craig, P.Eng. The Mineral Resources were estimated using accepted industry standards conforming to NI 43-101 requirements. Surfaces and solids were created by Pinto Valley Mine staff for the lithology domains, grade shells, and major faults. Drillhole samples were composited downhole to 13 m (45 feet) length to match the selective mining unit ("SMU") bench height and to reduce the influence of typically narrow, very high-grade samples. The deposit was divided into seven structural domains to reflect variations in orientation of mineralized grade trends. Within each structural domain, grade shells were generated at 0.1% total copper ("TCu") and 0.3% TCu thresholds using Leapfrog software. The weakly-mineralized granodiorite was interpolated separately from the grade shells. All domains were considered as hard boundaries during estimation. Ordinary kriging ("OK") was applied for most domains, and Inverse Distance Squared was used for the TCu estimation in granodiorite. To control the influence of high-grade TCu samples when estimating block grades, a combination of top-cutting and outlier search restriction was applied, with the resulting contained copper being within 1% of an uncapped model. For molybdenum ("Mo"), samples grading over 0.04% Mo were projected no further than 45.7 m. The average bulk dry density for ore-grade mineralized rock, primarily Ruin Granite, is 2.51 t/m³ (12.75 ft³/ton). Although the in-situ bulk dry densities for all Pinto Valley Mine rock types range between 2.46 t/m³ (13.0 ft³/ton) for Whitetail conglomerate to 2.64 t/m³ (12.1 ft³/ton) for Pinal schist, 12.75 ft³/ton was used. Grade variability is low, with nugget effects of less

than 25% for both copper and molybdenum. The block model grades for copper and molybdenum were estimated using OK into blocks that were 30 m Easting × 30 m Northing × 14 m Elevation (100 ft × 100 ft × 45 ft) in size. During grade estimation, search orientations were designed to follow the general trend of the mineralization in each of the structural domains. The estimation plan for most domains involved a single search pass using a minimum of 2 composites and a maximum of 16 composites, with a maximum of 4 from any single drillhole. Confidence classification remained unchanged from 2017, when it was adjusted relative to the 2015 Mineral Resource model to reflect improved geological understanding of structurally-controlled grade trends.

The reported Mineral Resources in [Table 1](#) are based on the April 2018 Mineral Resources estimate completed by Claydon Craig, P.Eng., and reflect the mined topographic surface as at December 31, 2018. Mineral Resources are reported above a 0.17% Cu cut-off grade within a reasonable economic prospects pit that use the following parameters: \$3.30/lb Cu, \$10.00/lb Mo, 88% Cu recovery, 50% Mo recovery, \$1.50/ton mining costs, \$1.50/ton G&A costs, \$5.00/ton milling costs, and a pit slope angle of 45°. Mineral Resources are reported inclusive of Mineral Reserves, and Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Contained metals are reported at 100%.

TABLE 1: PINTO VALLEY MINERAL RESOURCES AT 0.17% TCu CUTOFF, AT DECEMBER 31, 2018 (METRIC UNITS)

Classification	Tonnes (millions)	%Cu	%Mo	Contained Cu (Mt)	Contained Mo (Mt)
Measured (M)	571	0.33	0.006	1.88	0.034
Indicated (I)	759	0.27	0.005	2.07	0.039
Total M & I	1,330	0.30	0.005	3.95	0.0073
Inferred	146	0.24	0.005	0.34	0.008

NOTE: Claydon Craig, P.Eng., Superintendent of Mine Technical Services at Pinto Valley, is the Qualified Person responsible for the Pinto Valley Mineral Resources estimate. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. Mineral Resources are presented inclusive of Mineral Reserves. Mineral Resources are reported as at December 31, 2018 above a 0.17% TCu cut-off grade. The economic assumptions for the reasonable prospects pit include: \$3.30/lb Cu, \$10.00/lb Mo, 88% Cu recovery, 50% Mo recovery, \$1.50/ton mining costs, \$1.50/ton G&A costs, \$5.00/ton milling costs, and a pit slope of 45°. Totals may not tally due to rounding. Contained metals are reported at 100%.

The Mineral Reserve pit design was developed by John Marek, PE, President of Independent Mining Consultants, Inc. (“**IMC**”). Claydon Craig, P.Eng., estimated Mineral Reserves in accordance with industry guidelines by tabulating the contained measured and indicated (Proven and Probable) material inside of the designed pit. The schedule utilizes a variable cut-off grade to the mill that fluctuates between 0.17 to 0.18 % TCu, resulting in a low-grade stockpile that is processed at the end of the mine life. Stockpile material is included in the Mineral Reserve. The final pit design and the Mineral Reserve do not include the low-grade leach dump material in the economic analysis or Mineral Reserve. The Mineral Reserves design was completed at \$2.75/lb copper and \$12.50/lb molybdenum. The effective date of the Mineral Reserve is January 1, 2019. Claydon Craig, P.Eng., oversaw the production depletion of the Mineral Reserves model. To simplify the Mineral Reserve reporting process, the cut-off grade was changed from the variable 0.17-0.18% Cu to 0.175% Cu. This cut-off closely approximates the reported Mineral Reserves and will be used going forward.

TABLE 2: PINTO VALLEY MINERALS RESERVES, REMAINING AT DECEMBER 31, 2018 (METRIC UNITS)

Classification	Tonnes (millions)	%Cu	%Mo	Contained Cu (Mt)	Contained Mo (Mt)
Proven	255	0.33	0.006	0.84	0.016
Probable	153	0.28	0.006	0.43	0.009
Total P+P	408	0.31	0.006	1.27	0.025

NOTE: Claydon Craig, P.Eng., Superintendent of Mine Technical Services at Pinto Valley is the Qualified Person responsible for the Pinto Valley Mineral Reserves estimate. Economic inputs to the block model were USD\$2.75/lb Cu and USD\$12.50/lb Mo. Mineral Reserves are reported above 0.175% Cu cut-off grade. Summation errors due to rounding. Contained metals are reported at 100%.

Mining Operations

Run-of-mine ore is crushed through the primary crusher and conveyed to the fine crushing plant for further size reduction. The fine-crushed ore is fed to a conventional grinding and flotations circuit to produce a bulk copper concentrate and molybdenum concentrate. The concentrates are thickened and filtered to produce products

suitable for transport. Tailings are thickened and deposited in one of the two active tailings storage facilities (TSF3 and TSF4). Low-grade mineralization is leached and the pregnant solution is processed through an SX/EW plant that exists on the property. However, no additional low-grade ore is being placed under leach in accordance with the mine plan.

The copper concentrates and cathodes produced from Pinto Valley Mine is sold to smelters and traders. The high quality of the concentrates makes it sought after by both smelters and traders. Pinto Valley has well-established environmental protocols that adhere to federal and state regulatory requirements and to internal corporate guidance to reduce impacts to the environment. Pinto Valley is subject to environmental regulations addressing groundwater; surface water; storm water management; air quality; well installation; water withdrawal from state aquifers; waste handling and disposal; handling and storage of toxic substances; surface reclamation; and cultural and biological resources. The Pinto Valley Mine has all the necessary permits to conduct mining activities through 2026 with the exception of the consolidated Plan of Operations that is currently under review by the USFS. The consolidated Plan of Operations is a compilation of prior authorizations and encroachments on federal lands.

The Pinto Valley Mine's applicable taxes include the following:

- Corporate Taxes – The Tax Cuts and Jobs Act signed into law on December 22, 2017 significantly reformed the US tax system. Effective for the 2018 taxation year, the combined US Federal and Arizona state corporate income tax is calculated at a blended 22.23% rate applied on taxable income. The Alternative Minimum Tax was repealed.
- The Arizona state severance tax on metalliferous minerals is charged at a 2.5% rate on 50% of the difference between the gross value of production and production costs.
- The Arizona Department of Revenue exercises general supervision over county assessors in administering the property tax laws to ensure that all property is uniformly valued for property tax purposes. Gila County tax authorities are responsible for the billing and collection of property taxes.

Exploration and Development

We do not currently have any planned exploration activities at the Pinto Valley Mine but from time to time we do undertake in-pit drilling to better define Mineral Reserves for short-term planning purposes. This data is then incorporated periodically into the Mineral Resource block model. Our development activities are focused on execution of the PV3 mine plan.

Cozamin Mine (Mexico)

The Cozamin Mine is the subject of a report titled "Technical Report on the Cozamin Mine, Zacatecas, Mexico" dated January 24, 2019 with an effective date of October 24, 2018 (the "**Cozamin Report**"). This technical report was prepared by Gregg Bush, P.Eng. former COO of Capstone Mining Corp.; Jenna Hardy, P.Geo., Nimbus Management Ltd.; Tucker Jensen, P.Eng., Capstone Mining Corp.; Darren Kennard, P.Eng., Golder Associates Ltd.; Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd.; Chris Martin, CEng MIMMM, Blue Coast Metallurgy Ltd.; Vivienne McLennan, P.Geo., Capstone Mining Corp. and Humberto Preciado, PhD, P.E., Wood Environment & Infrastructure Solutions, Inc., each a Qualified Person as defined by NI 43-101. Reference should be made to the full text of this report, which is available in its entirety on SEDAR at www.sedar.com under Capstone's profile.

All scientific and technical information in this summary relating to any updates to the Cozamin Mine since the date of the Cozamin Report, other than the Mineral Resource and Mineral Reserve estimates, has been reviewed and approved by Qualified Persons who supervised the preparation of updates to elements of the Cozamin Report. These Qualified Persons include those listed in Interests of Experts in this Annual Information Form.

Project Description and Location

The Cozamin Mine is an operating polymetallic mine with a 3,990 tonne per day milling capacity, located in the Morelos Municipality of the Zacatecas Mining District, near the south-eastern boundary of the Sierra Madre Occidental Physiographic Province in North-central Mexico. The mine and processing facilities are located near coordinates 22° 48' N latitude and 102° 35' W longitude on 1:250,000 Zacatecas topographic map sheet (F13-6). Currently, 87 Cozamin-owned concessions cover 4,137 hectares. Capstone acquired the project in January 2004, which is 100% owned by Capstone, subject to a 3% NSR payable to Grupo Bacis S.A. de C.V., a Mexican resource company. Mineral claims acquired in September 2009 from Minera Largo S de RL de CV, a wholly owned subsidiary of Golden Minerals Company ("**Golden Minerals**"), are subject to future cash payments of a NSR of 1.5% on the first one million tonnes of production and cash payments equivalent to a 3.0% NSR on production in excess of one million tonnes from the acquired claims. The NSR on production in excess of one million tonnes also escalates by 0.5% for each \$0.50 increment in copper price above \$3.00 per pound of copper. In 2014, we acquired 45 additional concessions from Golden Minerals totalling 775 ha that surround the Cozamin Mine's existing concessions. A total of 17 of the claims are subject to a finder's fee to be paid as a 1.0% NSR or Gross Proceeds Royalty to International Mineral Development and Exploration Inc. pursuant to existing agreements on the concessions dating back to October 1994 and August 2000.

In 2017, Capstone entered into an agreement with Endeavour Silver Corp. ("**Endeavour**") allowing for the two companies to exchange access to certain of each other's mining concessions that abut at the southern boundary of Capstone's Cozamin Mine property. The agreement provides Capstone with exploration and exploitation rights on the Endeavour concessions below 2,000 metres above sea level (masl), a depth where copper-rich mineralization has been historically found and mined by Capstone and provides Endeavour with exploration and exploitation rights on the Capstone concessions above 2,000 masl, where more precious-metal dominant mineralization has historically been mined, in the historic Zacatecas district. The agreement provides for both parties to share various information on the concession covered by the agreement and to jointly have access to explore for and exploit mineralization appropriate to each company's core business; being base metals for Capstone and precious metals for Endeavour. In certain instances, it also provides for a net smelter returns ("**NSR**") royalty for the entity electing not to produce. Additionally, and under certain well-defined circumstances, it provides flexibility around the 2,000 masl division. The Cozamin property requires payment of mining duties to the Secretaria de Economía on the mining concessions semi-annually in January and July, plus annual land payments for surface use. Mining duties totaled \$46,805 in 2016, \$64,167 in 2017 and \$77,726 in 2018.

The Cozamin Mine lies within a regionally mineralized area that has seen extensive historic mining over more than 475 years. Host rocks surrounding the mineralized vein systems are anomalous in base and precious metals, providing a detectable halo of elevated metal values that extends a considerable distance beyond the known workings. Numerous old mine workings, excavations and dumps, and historic tailings are present, both on, and adjacent to, the Cozamin mine site; some lie on mining lands held by Capstone and others are held by third parties.

Cozamin Mine has an inspection, maintenance and surveillance program in place for its TSF. Humberto Preciado, PE, of Wood Environment & Infrastructure Solutions, Inc., is the current EOR, Engineer of Record, for Cozamin's TSF. The EOR is responsible for the design of the TSF and provides oversight of construction and operational practices. Cozamin Mine personnel monitor performance of the TSF daily and prepare weekly and monthly internal reports for site management and engineering groups. The EOR reviews the site reports monthly. Each quarter, a representative from the EOR's firm, performs an in-person review of the TSF, including in-person reviews every 6 months by the EOR. Annually, the EOR summarizes TSF performance and operational practices, and provides recommendations for current and future work. Approximately every 2 years, an independent third party audits the work completed by the EOR. The most recent independent third-party audit was completed in February 2018 by Norwest Corporation.

Prior to Capstone’s involvement in the Cozamin Mine, several environmental studies had been carried out by previous owners. As the San Roberto Mine, the Cozamin Mine was previously fully permitted to operate at 750 tpd. Capstone formally received its operating permit on October 20, 2006. This is known in Mexico as a Licencia Ambiental Única (“LAU”). A LAU for a throughput expansion to 2,600 tpd was received on March 25, 2008. On January 19, 2009, application was made to modify the LAU to expand throughput to 3,000 tpd, which was granted in May of that year. In January of 2011, further application was made to increase the permitted throughput from 3,000 tpd to 4,000 tpd, which was granted in November of 2011. The permit to operate at throughput up to 4,500 tpd capacity was granted in June 2015.

The Cozamin Mine’s Mineral Resources and Mineral Reserves are situated primarily within a mineralized vein/fault structure known as the Mala Noche Vein (“MNV”) that strikes east-west and dips to the north. This structure hosts the copper-rich San Roberto zone and adjacent to the east, the zinc-rich San Rafael zone. In 2010, we discovered the MNFWZ, a vein splay off the MNV vein on the footwall side oriented northwest-southeast. Capstone is currently exploring for extensions to mineralization found at MNV, San Rafael, and MNFWZ. [Figure 2](#) illustrates the location of project infrastructure and the surface projection of the MNV.

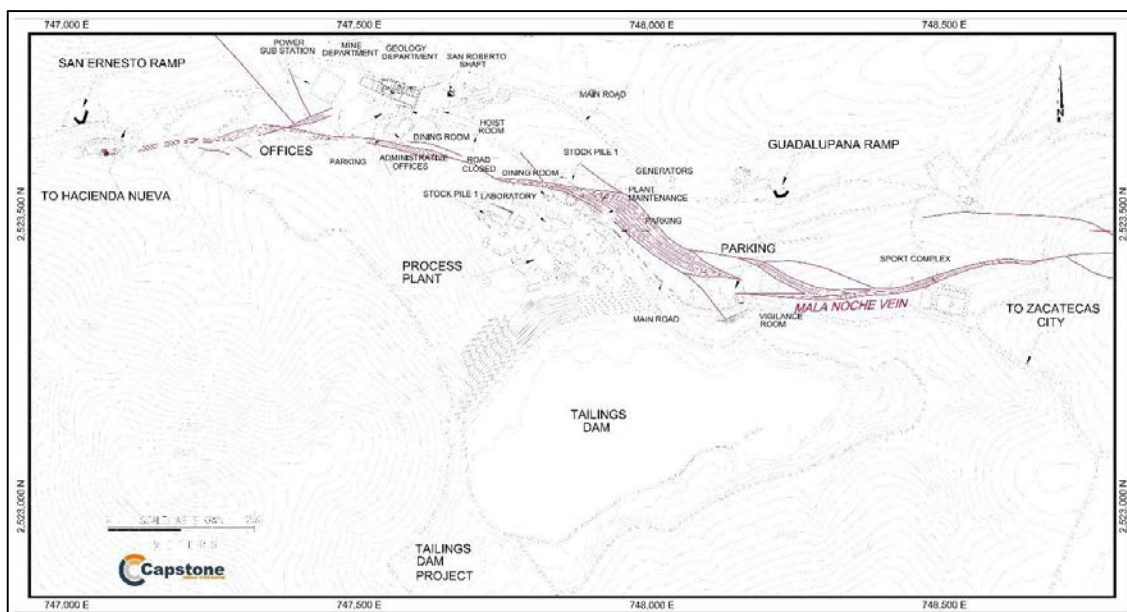


FIGURE 2: COZAMIN INFRASTRUCTURE AND LOCATION OF MINERAL RESOURCES AND RESERVES.

Environmental studies have shown that flotation tailings and some types of waste rock have the potential to generate acidic drainage. In addition, construction activities as a part of the expansions have already reduced identified sources of acidic drainage associated with the historic tailings impoundment as well as downstream contamination due to tailings spills by previous operators. An environmental management and monitoring program is currently underway and will be ongoing for the life of the mine. Data collected are being used to define an operational environmental management and monitoring program, which will include appropriate environmental management and mitigation plans based on the principle of continuous improvement. These will be reviewed and revised as necessary, on at least an annual basis, with results reported as required to Mexican regulators.

Other issues of environmental concern relate to potential impacts comparable to those in underground mines of similar size with flotation tailings impoundments. These include: dust, tailings handling/management, storm water diversion, combustibles and reagent management/handling, waste management and disposal and noise. Work to date indicates that environmental impacts are manageable. Cozamin was awarded the Clean Industry Certification from Mexico’s Federal Attorney for Environmental Protection (Procuraduría Federal de Protección

al Ambiente or PROFEPA) for the fourth time in December 2017 for this management process and best practices and procedures. The Clean Industry Certification is valid until November 2019.

Accessibility, Climate, Local Resources, Infrastructure and Physiography

The Cozamin Mine is located 3.6 km to the north-northwest of the city of Zacatecas, the Zacatecas state capital. The municipality of Zacatecas has a population of approximately 138,000 people. Other communities in the immediate vicinity of the project include Hacienda Nueva (3 km west), Morelos (5 km northwest) and Veta Grande (5 km north). The Cozamin Mine operates year-round and is accessible via paved roads to the project area boundary where good, all-weather roads provide access to the mine and most of the surrounding area. The mine area falls within the Hacienda Nueva and La Pimienta Ejidos.

The Cozamin Mine has excellent surrounding infrastructure including schools, hospitals, railroads, highways, and electrical power. The mine has access to a power line and substation that allows Capstone to draw up to 7.5 MW from the national power grid. Cozamin has requested an increase to 9.5 MW and is awaiting approval from El Centro Nacional de Control de Energía (“CENACE”). Generators (both operating and back-up) on site have a capacity of 1.0 MW. There is sufficient capacity to store all of the tailings from the processing of identified Mineral Reserves, assuming continued proper tailings management and construction of the permitted upstream raise. Employees and contractors are sourced from Zacatecas and other nearby communities with minimal foreign staff at the mine. Sufficient surface rights have been obtained to conduct all mining operations.

The climate in the region is semi-arid with maximum temperatures of approximately 30°C during the summer and minimum temperatures in the winter producing freezing conditions and occasional snow. The rainy season extends from June until September, with average annual precipitation totalling approximately 500 mm. As the certainty of runoff into the tailings pond cannot be predicted, additional water resources have been secured, with further water rights undergoing evaluation.

The Cozamin Mine is located in the Western Sierra Madre Physiographic Province near the boundary with the Mesa Central Province (Central Plateau Province). The Zacatecas area is characterized by rounded northwest trending mountains with the Sierra Veta Grande to the north and the Sierra de Zacatecas to the south. Elevations on the property vary from 2,400 m to 2,600 masl. The Zacatecas area is located between forested and sub-tropical regions to the southwest and desert conditions to the northeast. Vegetation consists of natural grasses, mesquite or huizache and crasicaule bushes. Standing bodies of water are dammed as most streams are intermittent.

History

In pre-Hispanic times, the area was inhabited by Huichol people who mined native silver from the oxidized zone of argentiferous vein deposits in the Zacatecas Mining District. During the Spanish Colonial era production commenced in 1548 at 3 mines: the Albarrada mine on the Veta Grande system, and the San Bernabe mine and Los Tajos del Panuco on the Mala Noche Vein system. The initial operations worked only the oxide minerals for silver and some gold, and later the sulphide-mineral zones were worked for base and precious metals.

From 1972, Consejo de Recursos Minerales worked mines in El Bote, La Purisima and La Valencia zones. A number of old workings are located throughout the mine area, but accurate records of early production are not available. Consejo de Recursos Minerales estimated Zacatecas district historic production until 1992 at 750 million ounces of silver from 20 million tonnes grading over 900 g/t Ag and approximately 2.5 g/t Au. Lead, zinc and copper have also been recovered but the production and grades were not estimated.

Minera Cozamin was established in 1982 by Jack Zaniewicki who consolidated concession holdings over much of the Mala Noche Vein and operated the San Roberto Mine and plant at 250 tpd until October 1996. During this period, Industrias Peñoles S.A. de C.V. (“Peñoles”) undertook exploration in the district but did not buy any

significant concessions. In all, it is estimated that 1.2 million tonnes of ore were mined and processed at the Cozamin Mine prior to October 1996.

In October 1996, Zaniewicki sold Cozamin to Minera Argenta, a subsidiary of Minera Bacis S.A. de C.V. (“**Bacis**”). Bacis expanded the mill to a 750 tpd flotation plant, and processed 250,000 tonnes of ore grading 1.2% Cu, 90 g/t Ag, 0.5 g/t Au, 1.8% Zn and 0.6% Pb from 1997 to the end of 1999, mainly from shallow, oxide zone workings. Bacis developed resources principally by drifting and raising on the Mala Noche Vein within the San Roberto zone. Diamond drilling was only used as an exploration tool to identify areas with mineralization peripheral to the developed mine workings. In 1999, Bacis closed the mine primarily due to low metal prices and under-capitalization of the asset. Capstone assumed ownership of the Cozamin Mine in 2004.

Geological Setting

The Zacatecas Mining District covers a belt of epithermal and mesothermal vein deposits that contain silver, gold and base metals (copper, lead and zinc). The district is in the Southern Sierra Madre Occidental Physiographic Province near the boundary with the Mesa Central Physiographic Province in north-central Mexico. The dominant structural features that localize mineralization are of Tertiary Era age and are interpreted to be related to the development of a volcanic centre and to northerly trending basin-and-range structures. It occurs in a structurally complex setting, associated with siliceous subvolcanic and volcanic rocks underlain by sedimentary and meta-sedimentary rocks. The geologic units in this area include Triassic-aged metamorphic rocks of the Zacatecas Formation and overlying basic volcanic rocks of the Upper Jurassic-aged or Lower Cretaceous-aged Chilitos Formation. The Tertiary rocks consists mainly of a red conglomerate unit deposited in the Paleocene Epoch and/or Eocene Epoch and overlying rhyolitic tuff and intercalated flows that were deposited from Eocene to Oligocene Epochs. Some Tertiary Era rhyolite bodies cut the Mesozoic Era and Tertiary Era units and have the appearance of flow domes.

The host rocks for the MNV are intercalated carbonaceous meta-sedimentary rocks and andesitic volcanic rocks ranging in age from Triassic to Cretaceous, and Tertiary-aged rhyolite intrusive rocks and flows. Mineralization in the MNV appears to have been episodic. A polymetallic dominant phase is interpreted as one of the last stages of mineralization at Cozamin. In general, this polymetallic phase was emplaced into an envelope of pre-existing vein hosting moderate to strong zinc and lead mineralization and moderate silver mineralization. Thus, the host lithology to the vein does not appear to have influenced the strength of the polymetallic phase of mineralization which is typically enveloped by earlier vein material.

Exploration

Cozamin exploration geologists have systematically mapped a total of 1,694 ha throughout the Cozamin Mine property at scales of 1:1000 or 1:2000 since 2004. Regular surface exploration along the strike of the MNV system has occurred through channel sampling and chip sampling. Channel samples were cut perpendicular to the strike of the vein and weighed approximately 2 kg. The results of the surface channel and chip sampling programs have been used to assist with exploration drillhole planning, but not used for Mineral Resources estimation. In 2015, 150 hectares were remapped at a scale of 1:2000 predominantly in the San Rafael area.

Capstone undertook several geophysical surveys using contractors between 2004 and 2010. A ground magnetic survey completed by Zonge Engineering and Research Organization (“**Zonge**”) in 2004 collected total magnetic field data from 24 north-oriented lines spaced 25 m apart that permitted mapping of the linear east-west orientation of the Mala Noche system as well as other intrusive features. Also in 2004, Zonge undertook a resistivity study through measurement of magnetic response using Controlled Source Audio Magnetotellurics over 8 line-kilometres and Natural Source Audio Magnetotellurics over 16 line-kilometres indicated the presence of sulphide mineralization below known mineralized extents. These results were used to assist with exploration drillhole planning. During the summer of 2009, New Sense Geophysics Limited conducted an aeromagnetic survey over all of the Cozamin Mine concessions. The results revealed a broad magnetic high trending northwest.

These data were later reprocessed in 2013 and used for tracking infrastructure such as power lines and pipe lines and the general structural and vein trends of the Mala Noche system. In some cases, the data were used as a secondary tool to help guide exploration and drill planning in new target areas. Between October 2009 and January 2010 Zonge completed resistivity and ground-induced polarization studies centered over Mala Noche West, Hacienda Nueva South, Mala Noche North, and Mala Noche East. Identified anomalies were followed up by drilling, but the results were poor. The presence of sulphide-rich and graphitic sedimentary rocks coupled with close proximity to populated areas (buried pipes, fences, etc.), likely precluded effective chargeability, resistivity, or conductivity surveys, and as such we have not explored using geophysical methods since 2010. In 2015, Condor Consulting Ltd. conducted a full review of all previous geophysical surveys and determined the most likely effective geophysical survey method for future exploration targeting is total field magnetics and derivative products.

Mineralization

All mineralization at the Cozamin Mine occurs primarily in the Mala Noche fault-vein structure. In the San Roberto zone, the MNV strikes west-northwest and the dip varies between 38° to 90° to the north. There is a clear association of higher copper grades with steeper dips of the Mala Noche fault structure. Where the MNV is weakly mineralized, it appears that the principal alteration in this fault is quartz-pyrite.

The main stage of copper-dominant mineralization at the Cozamin Mine is classified as intermediate sulphidation, high- temperature epithermal transitioning at depth to more mesothermal-like mineralization. The copper-dominant stage of mineralization appears to cut across or overprint earlier more clearly epithermal-type zinc-dominant mineralization. The epithermal veins display well banded quartz veins, sulphide pseudomorphs of carbonates, open space fillings, and quartz vuggy linings. The higher temperature veins have significantly less vugs, and the veins can be massive pyrrhotite-pyrite-chalcopyrite.

Pyrite is the dominant vein sulphide and typically comprises approximately 15% of the MNV in the San Roberto zone. Pyrrhotite commonly occurs as an envelope to, or intermixed with, strong chalcopyrite mineralization. Chalcopyrite is the only copper sulphide recognized megascopically at the Cozamin Mine. Like pyrrhotite, it is more common at the intermediate and deeper levels of the mine. It occurs as disseminations, veinlets and replacement masses. Sphalerite is the dominant economic sulphide in the upper levels in the San Roberto mine. Most of the sphalerite is marmatitic. It occurs as disseminations and coarse crystalline masses and is commonly marginal to the chalcopyrite-dominant portion of the vein. Argentiferous (silver-bearing) galena is less common than sphalerite but is generally associated with it as crystalline replacement masses. Arsenopyrite typically occurs as minor, microscopic inclusions in pyrite. Argentite is the most common silver mineral. It has been identified microscopically occurring as inclusions in chalcopyrite and pyrite. Gangue minerals in the MNV consist of quartz, silica, calcite, chlorite, epidote and minor disseminated sericite. The quartz occurs as coarse grained druse coarse crystalline masses, and a stockwork of quartz veinlets.

This transition from epithermal zinc dominant mineralization to copper-dominant mesothermal mineralization is thought to be the result of an evolving, telescoping hydrothermal system that was epithermal in its early stages and became mesothermal as the hydrothermal migrated upwards. This telescoping hydrothermal system is closely associated with the district's largest centre of rhyolite flow domes that may be the upward expression of a felsic stock.

The dominant mineralized vein on the Cozamin Mine is the MNV. This vein has been traced for 5.5 km on surface on the property. It strikes approximately east-west and dips on average at 60° to the North. There are at least 18 shafts that provide access to the historical workings at Cozamin. The largest of these is the San Roberto zone which has a strike length of 1.4 km. The vertical extent of mineralization at San Roberto is over 820 m. Adjacent to the San Roberto zone is the San Rafael zone, a zinc-rich part of the deposit with the same epithermal mineralization characteristics as the San Roberto zone. The MNFWZ, a splay off of the footwall side (south side) the MNV discovered in 2010, is not exposed at surface; however, based on underground and surface drill

definition it strikes in a northwest-southeast orientation over an explored distance of 2.5 km and dips on average 54° to the northeast. Known base metal mineralization here has a maximum vertical extent of approximately 500 m. The MNFWZ comprises up to eight veins, two of which are volumetrically significant, in close spatial association with rhyolite dikes, and locally the veins cross-cut the intrusions themselves. The relative age of the copper mineralization ranges from contemporaneous, to early post-rhyolite magmatism.

Drilling

In all, 961 diamond drillholes including 866 holes of HQ and/or NQ diameter and 95 holes of BQ diameter have been completed from surface and from underground locations at the Cozamin Mine since April 2004. A total of 16 phases of drilling have targeted resource definition and expansion along the MNV (San Roberto and San Rafael zones), MNFWZ (since discovery in 2010), and other exploration targets on our property. This includes an infill program targeting zinc-rich mineralization in the upper parts of the San Roberto zone, infill drilling in the San Rafael zone and step out drilling at the MNFWZ.

In 2018, Capstone drilled a total of 75,988 m in 108 angled HQ diamond drillholes and 1,926m in 15 angled BQ diamond drillholes at the MNFWZ, plus 1,268 m in 11 holes in the San Rafael zone of MNV to define ore boundaries immediately before mining. In 2017, Capstone drilled a total of 32,662 m in 44 angled, HQ diameter, diamond drillholes at the MNFWZ, 10,215 m in 28 angled, HQ diameter, diamond drillholes at the San Rafael zone, 1,945 m in 16 angled, HQ diameter, diamond drillholes at the San Roberto Zinc zone, and 2,019 m in 3 angled, HQ diameter, diamond drillholes at a new brownfield target located east of San Rafael. Drillhole collars are located using a total station TRIMBLE instrument, model S6. Downhole survey readings were recorded using either an Eastman Single Shot, FLEXIT SensIT or Reflex EZShot instrument. Survey readings are generally taken every 50-150 m for surface holes and every 50-100 m for underground holes. Survey results were corrected for magnetic declination.

In the core logging facility, drillholes are assessed for drilling recovery, which has historically been very good. Drillholes are then logged for geology, alteration and mineralogy, followed by structural data measurements and rock quality (RQD) assessment. Next, the drillholes are marked for sampling by the geologist. This is followed by core photography before the core is sent for cutting.

Sampling and Analysis

We use diamond drillcore samples for Mineral Resources estimates. Diamond drillholes intersecting the MNV are spaced approximately 60 m along strike and down dip in the San Roberto zone. In 2017, infill drilling closed the drillhole spacing to approximately 40 m in the San Rafael zone. Mineralization is less continuous in the MNFWZ than in the MNV, thus drillholes are more closely spaced averaging approximately 45 m along strike and down dip. The entire vein width is sampled. Typical sample intervals for drillcore are 0.5 m in the vein and 2 m in the wallrock (waste). Very high-grade intervals are marked out and sampled separately from lower grade zones. Sample boundaries are based on mineral proportions and/or texture (e.g. massive versus disseminated). Drillcore samples are split by core saw and placed in marked bags and shipped to accredited external laboratories for sample preparation and analysis for copper, lead, zinc, silver, and sometimes gold. Samples from BQ diameter are whole core. There were a total of 63,969 diamond drillhole samples contained in the database used for the October 2018 Mineral Resources update of the MNFWZ and MNV block model. Capstone employees are responsible for all on-site sampling of drill core.

Sample quality of drillhole samples is monitored through regular insertion of reference material standards, blanks, and duplicate samples. Certified reference material standards are purchased commercially and are also created from MNV material. QAQC procedures include real-time monitoring of quality control data, thresholds for sample failures and sample batch reanalysis, and regular monthly reporting. QAQC results demonstrate that drillhole assay values are accurate and repeatable. In 2018, the cross contamination first observed in 2017 across

all elements, particularly zinc, was intermittent. The impact of these blank failures on ore-waste classification is considered low. Investigation into the root cause and mitigation continues.

The Cozamin Mine collects bulk density measurements from mineralized and non-mineralized intercepts from each drillhole. All drillcore pieces greater than 10 cm in length within an assay sample length are selected from the core box and measured using a weight-in-air weight-in-water technique. A review of these data highlighted widely ranging values, which were reanalysed as a part of a quality control check. The QAQC samples indicated the bulk density dataset was of sufficient quality for use in Mineral Resource estimation. There are 37,428 bulk density measurements in the database available to estimate density.

Database validation work comprises a check of 10% of all new records entered into the database as a part of the Mineral Resource update process. This includes verification of collar, downhole survey, lithology, assay, and bulk density data. This was completed twice in 2018 as part of the Mineral Resource update process. Other data checks included validations of the spatial locations of mineralized drillhole intercepts and the locations of production chip-channel sample data with respect to underground mapped geology. Errors were noted and corrected. There were 27 drillholes excluded from the geological modelling and Mineral Resource estimation process because either the logged vein intercepts fell outside of modelled vein structures, the hole twinned another intersection, or they intercepted the vein at a very shallow angle.

Security of Samples

Only employees of Capstone entities are permitted in the core shack when unsampled drillcore is ready to be cut. Approximately 10 samples are placed in a large sack and secured by a tamper proof seal. A transmittal form is then completed, which identifies the batch number, the serial numbers of the seals and the corresponding sample number series, and delivered to the sample preparation laboratory by a Cozamin representative.

Drill core containing intercepts of the MNV and MNFWZ structure is stored in a secured warehouse near the core shack. Waste hanging wall and footwall drill core is kept in a secure storage facility on the property and within the mine on Level 8. Access to the warehouse and storage facilities are controlled by the Mine Geology Department. No person other than the geologists responsible for logging is permitted to handle the core prior to sampling.

Mineral Resource and Mineral Reserve Estimates

In March and October 2018, the MNFWZ block model was updated to incorporate drilling at MNFWZ. The July 2017 MNV block model was updated to reflect the revised NSR formula and new cut-off NSR used in the updated MNFWZ model. Garth Kirkham, P.Geol., FGC, Kirkham Geosystems Ltd., an independent Qualified Person as defined by NI 43-101, is responsible for the Cozamin Mineral Resource estimates.

The NSR formula used to report Mineral Resources at MNV and MNFWZ is based on projected long-term metal prices of \$3.50/lb copper, \$18.00/oz silver, \$1.20/lb zinc, and \$1.00/lb lead with metal recoveries of 95% Cu, 78% Ag, 58% Zn, 40% Pb. Mineral Resources are reported at a cut-off of NSR \$50.

All geological modelling was undertaken using the Leapfrog® Geo implicit modelling software. It comprised a lithological model to assist with exploration targeting and mining planning activities, as well as a mineralization model defining the mineralized MNV and MNFWZ structures. The veins were defined using logged and underground-mapped contacts in combination with high NSR values as a guide where mineralization boundaries were not exclusively defined in a vein structure.

All MNV samples were composited to a 2 m length and MNFWZ samples were composited to 1 m. This was followed by an exploratory data analysis that showed a moderate correlation between copper and silver in the San Roberto zone, San Rafael zone, and MNFWZ. In the San Rafael zone, zinc and lead also showed a moderate correlation. The coefficient of variation (“COV”), which measures the spread of a distribution relative to its mean, was reviewed for each element to help assess the need for top cutting and to confirm the selected OK estimation

method was appropriate. A COV of less than 1.5 is desired for OK grade estimation, which was found for copper, silver, and zinc. Minor top cuts were needed for these elements. Lead had a COV higher than 2 resulting from a longer high-grade tail of samples. This aligns with underground observations where lead can be found in high-grade patches. As such, a combination of top cutting and search restrictions were used to limit the influence of the high-grade lead samples. In MNFWZ, both lead and zinc had COV over 2, indicating higher variability. The impact of high-grade lead and zinc samples at MNFWZ was limited using top-cutting. The modelled mineralization triangulations were treated as hard boundaries at MNV and MNFWZ.

The three-dimensional spatial relationships of each element were assessed on the top-cut, composited data was undertaken using normal-score transformed semi-variograms. At MNV, search ellipses were set to vary dynamically during grade estimation to account for the local variations in strike and dip along the veins. The same variogram and search parameters were used for copper and silver in all domains to maintain the element correlations. At MNFWZ, the search ellipses were set as 100m spheres. At both MNV and MNFWZ, estimates do not cross the modelled mineralization triangulations.

Grades were estimated into 12 m Easting × 2 m Northing × 10 m Elevation blocks in a sub-blocked model (in the MNFWZ model the blocks were rotated parallel to the strike of the mineralization). Bulk density samples were composited to 1.0 m lengths downhole and estimated using inverse distance weighting. Model validation included visual validation of grades against composited drillhole samples, creation of swath plots along easting, northing and elevation sections to assess grade smoothing, assessment of element correlations in the blocks, as well as a global change of support to assess grade smoothing at various cut-off grades. Validation checks showed the model to be valid with an appropriate amount of grade smoothing.

The June 2016 MNV and MNFWZ Mineral Resource models were externally reviewed by SRK Consulting. No material issues were identified with the geological modelling, estimation, validation, or classification process. The July 2017 MNV update followed the same methodology employed in the 2016 estimates.

At MNV, grades were re-estimated in March 2018 and October 2018 using revised NSR formulae that included updated metallurgical recoveries and long-term outlook metal prices and updated NSR cut-offs of \$42 and \$50, respectively. In July 2017, the San Roberto zone geological interpretation was modified slightly, a zinc zone was broken out and grades were re-estimated. Zinc-oxide mineralization was identified in this zone during metallurgical test work and is estimated to represent on average 18% of the total zinc mineralization in the San Roberto zinc zone. However, the highest concentrations of zinc-oxide mineralization are not spatially associated with the highest zinc grades. Additional metallurgical studies are on-going to determine whether this zone is economically viable. In the San Rafael zinc zone, zinc-oxide mineralization is not observed. The NSR formula used for zinc zones is the same formula used for copper zones, and used recoveries of 95% copper, 78% silver, 58% zinc, and 40% lead, and long-term estimated metal prices of \$3.50/lb copper, \$18.00/oz silver, \$1.20/lb zinc, and \$1.00/lb lead.

The updated Measured and Indicated Mineral Resources for the MNV and MNFWZ copper zones, after 2018 mining activities, total 14,937 kt with an average grade of 1.67% Cu above a \$50 per tonne NSR cut-off (Table 3). The NSR formula is stated in the table notes. Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd., an independent Qualified Person as defined by NI 43-101, is responsible for the Mineral Resource estimates at Cozamin. Mineral Resources are presented inclusive of Mineral Reserves. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

TABLE 3: COZAMIN MINE ESTIMATED MINERAL RESOURCES AS AT DECEMBER 31, 2018

Classification	Tonnes (kt)	Copper (%)	Silver (g/t)	Zinc (%)	Pb (%)	Copper Metal (kt)	Silver Metal (koz)	Zinc Metal (kt)	Lead Metal (kt)
Copper Zone – San Roberto									
Measured	407	1.24	53	1.23	0.40	5	698	5	2
Indicated	2,952	1.05	45	1.57	0.39	31	4,242	46	12
Measured + Indicated	3,359	1.07	46	1.53	0.39	36	4,936	51	13
Inferred	3,836	0.70	37	1.54	0.14	27	4,578	59	5
Copper Zone – Mala Noche Footwall									
Measured	-	-	-	-	-	-	-	-	-
Indicated	11,577	1.84	44	0.71	0.19	213	16,434	82	22
Measured + Indicated	11,577	1.84	44	0.71	0.19	213	16,434	82	22
Inferred	9,477	1.61	50	1.06	0.32	153	15,239	100	30
Total – Copper Zones									
Measured	407	1.24	53	1.23	0.40	5	698	5	2
Indicated	14,530	1.68	44	0.88	0.23	244	20,676	128	33
Measured + Indicated	14,937	1.67	45	0.89	0.23	249	21,367	133	35
Inferred	13,313	1.35	46	1.20	0.27	179	19,817	159	36
Zinc Zone – San Roberto Zinc									
Measured	-	-	-	-	-	-	-	-	-
Indicated	268	0.20	31	4.05	0.72	1	270	11	2
Measured + Indicated	268	0.20	31	4.05	0.72	1	270	11	2
Inferred	523	0.13	25	3.49	0.43	1	270	18	2
Zinc Zone – San Rafael									
Measured	-	-	-	-	-	-	-	-	-
Indicated	1,911	0.30	47	3.63	0.54	6	2,867	69	10
Measured + Indicated	1,911	03.0	47	3.63	0.54	6	2,867	69	10
Inferred	3,086	0.24	37	3.26	0.35	7	3,662	101	11
Total – Zinc Zones									
Measured	-	-	-	-	-	-	-	-	-
Indicated	2,179	0.29	45	3.68	0.56	6	3,137	80	12
Measured + Indicated	2,179	0.29	45	3.68	0.56	6	3,137	80	12
Inferred	3,609	0.22	35	3.29	0.36	8	4,085	119	13
Total Mineral Resources (Copper + Zinc Zones)									
Measured	407	1.24	53	1.23	0.40	5	698	5	2
Indicated	16,709	1.50	44	1.25	0.27	250	23,813	208	46
Measured + Indicated	17,116	1.49	45	1.25	0.28	255	24,506	213	47
Inferred	16,922	1.11	44	1.64	0.29	188	23,902	278	49

NOTE: The Cozamin Mineral Resource estimate was completed by Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd., and an independent Qualified Person as defined by NI 43-101. The NSR formula used is based on \$3.50/lb Cu, \$18/oz Ag, \$1.20/lb Zn, \$1.00/lb Pb and metallurgical recoveries of 95% Cu, 78% Ag, 58% Zn, 40% Pb. The resulting NSR formula is $Cu*65.024 + Ag*0.438 + Zn*10.755 + Pb*6.981$. Mineral Resources are reported above \$50/t NSR cut-off. Mineral Resources are presented inclusive of Mineral Reserves. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. Figures may not sum due to rounding. Contained metals are reported at 100%.

The MNV and MNFWZ Mineral Reserve model was updated in October 2018, by Tucker Jensen, P.Eng., Senior Mining Engineer at Capstone and a Qualified Person as defined by NI 43-101, using the October 2018 Mineral Resource models updated by Garth Kirkham, P.Geo., FGC. The Mineral Reserve estimate was generated using base assumptions of \$2.75/lb copper, \$16.00/oz Ag, \$1.10/lb Zn, by longhole open-stopping mining. The cut-off value used was \$50.00. Development and stope triangulations were generated in Maptek Stope Optimizer software (“MSO”). These triangulations were applied to the MNV and MNFWZ Mineral Resource block models after the models were depleted of past mining production and areas of geotechnical sterilization. The Mineral Reserve estimate also factors in unrecoverable geotechnical support pillars, 5% production losses and dilution. Mining widths of 2.0 to 9.0m were applied. Mineral Reserves were classified as Proven and Probable in accordance with CIM Definition Standards for Mineral Resources and Mineral Reserves (CIM, 2014).

A geotechnical study was completed in 2017 to improve confidence in the mining methodology. The geotechnical study, including geotechnical bore hole logging and laboratory testing, in-situ stress measurements and updated geotechnical assessments continued in 2018. Further study is on-going in 2019. Dilution and mining recovery factors need to be continuously validated through annual reconciliations and adjusted as required, especially in lithologies where historical mining experience is low.

Proven and Probable Mineral Reserves, discounted for mine production to December 31, 2018, contain 6,050 kt at an average grade of 1.58% Cu above a \$50/t NSR cut-off (fully diluted and recovered) are detailed in the table below. Tucker Jensen, P.Eng., Senior Mining Engineer at Capstone and a Qualified Person as defined by NI 43-101, is responsible for the Mineral Reserve estimates at Cozamin.

TABLE 4: COZAMIN MINE ESTIMATED MINERAL RESERVES AS AT DECEMBER 31, 2018

Classification	Tonnes (kt)	Copper (%)	Silver (g/t)	Zinc (%)	Pb (%)	Copper Metal (kt)	Silver Metal (koz)	Zinc Metal (kt)	Lead Metal (kt)
Copper Zones – San Rafael + Mala Noche Footwall									
Proven	0	0.00	0	0.00	0.00	0	0	0	0
Probable	5,264	1.73	41	0.39	0.07	91	6,988	21	4
Proven + Probable	5,264	1.73	41	0.39	0.07	91	6,988	21	4
Zinc Zones – San Rafael + San Roberto									
Proven	0	0.00	0	0.00	0.00	0	0	0	0
Probable	785	0.55	52	2.90	0.58	4	1,305	23	5
Proven + Probable	785	0.55	52	2.90	0.58	4	1,305	23	5
Reserves Summary									
Proven	0	0.00	0	0.00	0.00	0	0	0	0
Probable	6,050	1.58	43	0.72	0.14	96	8,293	43	8
Proven + Probable	6,050	1.58	43	0.72	0.14	96	8,293	43	8

NOTE: Tucker Jensen, P.Eng., Senior Mining Engineer at Capstone Mining Corp., is the Qualified Person for the Cozamin Mineral Reserve. Disclosure of the Cozamin Mine Mineral Reserves as of December 31, 2017 was completed using fully diluted mineable stope shapes generated by the Maptek Vulcan Mine Stope Optimizer software and estimated using the 2018 MNFW and MNV resource block models completed by Garth Kirkham, P.Geo., FGC, Kirkham Geosystems Ltd. The Reserves are based on a \$50/t NSR cut-off. The NSR formula used for the Reserves was based \$2.75/lb Cu, \$16/lb Ag, \$1.10/lb Zn, and metallurgical recoveries of 96.5% Cu, 81% Ag, 44% Zn. The resulting NSR275 formula is $(\$50.707 * \%Cu + 0.366 * Ag \text{ ppm} + 7.276 * \%Zn) * (1 - NSRRoyalty\%)$ Note that zero value is attributed to Pb due to low concentrations. Tonnage and grade estimates include dilution and recovery allowances. The NSR royalty rate applied varies between 1% and 3% depending on the mining concession. Contained metals are reported as 100%. Figures may not sum due to rounding.

Mining Operations

The Cozamin Mine is an underground mining operation that commenced in 2006. Ore is extracted primarily using long-hole open stopping. The mine extends for a strike length of over 1 km and Mineral Reserves extend to a

depth of 1,000 m. Access to the underground workings is via two service and haulage ramps and a hoisting shaft.

Run-of-mine ore is stockpiled on surface and sent to the crushing plant. The crushed ore is stored in two ore bins that feed parallel conventional grinding circuits. The resulting product is sent to the copper-lead rougher flotation where a copper-lead concentrate is produced. The tailings report to zinc conditioning tanks prior to zinc flotation, where reagents are added to activate zinc mineralization. The tailings go through zinc rougher and cleaning circuits to produce a zinc concentrate. Separate copper and lead concentrates are produced from the copper-lead concentrate via selective flotation. The concentrates are thickened and filtered to produce product suitable for transport. The concentrates are trucked to Manzanillo, Colima, Mexico. The current mine plans maintain the Cozamin Mine operations life to 2024.

A 2018 internal material handling study concluded the current hoisting and haulage resources were limiting mine production, and that the under-utilized plant is capable of an additional 842 tpd. A traffic study identified truck haulage capacity is reduced by about 35% because of the bi-directional use of one of Cozamin's two ramps for ore haulage. A one-way truck haulage loop will be created by connecting the two current ramps with ~1,600m of ramp development at -1:7 gradient.

Permits required to conduct on-going mining work on the property have been obtained; the permits needed for the updated life of mine Mineral Reserves are anticipated in 2019. There are no known factors or risks that affect access, title or the ability to conduct mining. Environmental liabilities and issues are limited to those that are expected to be associated with an underground base metal operation. These include an underground mine, associated infrastructure, access roads and surface infrastructure including the process plant, waste and tailings disposal facilities situation within the area of disturbance.

The Cozamin Mine's applicable taxes include the following:

- Corporate Taxes - the Mexican corporate income tax is at a 30% rate applied on net income after depreciation.
- A value added tax is payable to the Mexican government. The amount paid in any given year is 100% refundable and may be used to offset income tax.
- The 2013 Mexican Tax Reform introduced a 7.5% mining tax. The mining tax, effective January 1, 2014, is applied on the positive difference between income arising from sales related to mining and the deductions permitted by the Income Tax Law, not including deductions on investments (except those involved in mining prospecting and exploration), interest payable and the annual inflation adjustment. The Tax Reform also introduced a 0.5% mining tax on precious metals that is applied on gross taxable revenues.
- Property taxes are approximately \$20,000 per year.
- The State of Zacatecas introduced taxes effective January 1, 2017 for purposes of reducing the environmental impact created by industrial activities carried out in the state. These new taxes consist of the (i) Environmental Remediation Tax on the Extraction of Materials, (ii) Tax on Gas Emissions to the Atmosphere, (iii) Tax on Emissions of Pollutants to the Soil, Subsoil, and Water, and (iv) Tax on the Disposal of Wastes. Taxes are calculated based on a rate per tonne of gas emitted, waste deposited, and per meters of soil contaminated. The total environmental taxes paid by Cozamin were approximately \$38,000 in 2018 and \$165,200 in 2017.

Exploration and Development

The 2019 exploration program includes a proposed 40,400 metres of infill drilling at MNFWZ and step-out exploration drilling to test for further extensions on the MNFWZ and additional structures splaying from the main Mala Noche fault system.

3.3 Other Properties

Santo Domingo Project (Chile)

In 2018, Capstone focused on reviewing regional opportunities for port and iron ore infrastructure synergies and current economic and operational inputs. The economic and operational inputs were incorporated into a report titled “Santo Domingo Project, Region III, Chile, NI 43-101 Technical Report on Feasibility Study Update” (the “**Santo Domingo FS Update**”) effective November 26, 2018. The Santo Domingo FS Update, published in January 2019, includes updated project economics, benefiting from significantly lower power costs and several engineering changes, including the use of desalinated water in lieu of seawater. The report also includes the addition of cobalt to the Mineral Resources. This technical report was authored by Joyce Maycock, P.Eng., Wood Environment & Infrastructure Solutions, Inc., Antonio Luraschi, CMC, Wood Environment & Infrastructure Solutions, Inc., Marcial Mendoza, CMC, Wood Environment & Infrastructure Solutions, Inc., Dr. Mario Bianchin, P. Geo., Wood Environment & Infrastructure Solutions, Inc., David Rennie, P. Eng., RPA, Carlos Guzman, CMC, NCL, Roger Amelunxen, P. Eng., Aminpro, Michael Gingles, QP MMSA, Sunrise Americas, Tom Kerr, P. Eng., Knight Piésold, and Roy Betinol, P.Eng, each an independent Qualified Person as defined in NI 43-101. The following descriptions of the Santo Domingo Project are based on assumptions, qualifications and procedures which are set out in the Santo Domingo NI 43-101 Technical Report effective November 26, 2018. Reference should be made to the full text of this report which is available in its entirety on SEDAR at www.sedar.com under Capstone’s profile.

Although the project was suspended in September 2015, preliminary internal studies were carried out until 2018 to evaluate development options for copper only and/or copper with a deferred option to expand to iron production in the future. In 2017, a scoping level study evaluating the economics of combining Santo Domingo with another copper deposit under a central processing facility was also undertaken. The highest return is expected to be generated by the copper-iron project originally envisioned in the 2014 Santo Domingo Report, subsequently confirmed by the Santo Domingo FS Update in November 2018.

Prior to the suspension of the project in 2015, the Environmental Impact Assessment was approved and permit applications were completed for five long-lead permits. With market conditions improving in 2017, the majority of these applications were submitted in July 2017. Santo Domingo has all required construction permits and is awaiting final approval of the Mine Closure Plan that was submitted in early 2019.

Project Description and Location

The Santo Domingo Project is based on a large open pit copper/gold/magnetite resource located approximately two hours north of Copiapó by paved road and 7 km southeast of the town of Diego de Almagro in Region III of Northern Chile. The Santo Domingo property was originally part of the BHP Billiton Candelaria project area, which consisted of eight non-contiguous concessions in a north-south corridor extending between the towns of Taltal to the North and to a point about 75 km South of the city of Copiapó.

The project was owned by Far West Mining Ltd. (“**Far West**”), which was formerly a Toronto Stock Exchange (“**TSX**”) listed mineral exploration company headquartered in Vancouver. The initial Candelaria Project land package assembled by BHP Billiton in 2002 consisted of 3,434.5 km² of exploration concessions. In 2002 and 2003, Far West and BHP Billiton entered into Project Area Agreements that allowed Far West to earn an interest in the concessions within the project area. Effective August 5, 2003, Far West assigned interests in the Project Area Agreements to its wholly owned Chilean subsidiary, Minera Lejano Oeste S.A. (“**MLO**”). On May 4, 2005, BHP Billiton terminated any interest in the concessions within the project area and commenced transfer of title of all these concessions to MLO in exchange for a retained 2% NSR royalty. In January 2006, Far West announced an agreement with Empresa Nacional de Minería (ENAMI), a Chilean government corporation, to acquire a 100% interest in its 673 ha Iris property. ENAMI transferred concession titles to Far West in exchange for staged payments and a retained 2% NSR royalty. Most areas of the proposed open pits are located on concessions

subject to one or the other of these two royalty agreements. As of the date of the Santo Domingo FS Update, all concessions in the Candelaria Project area are 100% owned by MLO. On June 17, 2011, Far West was acquired by Capstone at the same time as Capstone entered into a strategic relationship with Korea Resources Corporation (“KORES”). The terms of this relationship provided for amongst other things, a private placement in the equity of Capstone, representation on the Board of Directors of Capstone, the acquisition of a 30% interest in the project by KORES, participation in the financing of the project as well as an agreement to enter into a life of mine off-take agreement for 50% of the production of copper and iron from the project on prevailing market terms.

Far West, a subsidiary of Capstone, controls 100% of two groups of concessions with a total of 116 claims (96 exploitation concessions totaling 27,597 ha and 20 exploration concessions totaling 1,300 ha) that cover a total of 28,897 ha and includes the areas of the planned mine site, plant area, and auxiliary facilities including proposed port facilities and the planned pipeline from the port to the mine. The centre of the deposit is located at approximately 26°28'00”S and 70°00'30”W.

Mineral Resource and Mineral Reserve Estimates

David Rennie, P.Eng., of RPA Inc. (“RPA”), is the Qualified Person responsible for the preparation of the Mineral Resources estimates for the Santo Domingo Project. The Mineral Resources estimates for Santo Domingo Sur, Iris, Iris Norte and Estrellita have an effective date of October 31, 2018.

RPA constructed 3D wireframe or solid models and gridded surfaces of the mineralized zones, fault structures and topography for use in constraining the block grade interpolations. The principal controls were lithology and structure; however, in some places a nominal grade shell boundary was used. Most zones required construction of wireframes for post-mineral dikes that transect the mineralized mantos. There are also some sequences of barren tuffs that were modelled. A wireframe model was also created to enclose oxidized material which has been demonstrated to yield much lower metallurgical recoveries than the un-oxidized mineralization. A modest amount of underground and open pit mining has been carried out at Estrellita. Far West personnel provided raw cavity monitoring device (CMD) data from which RPA was able to construct approximate wireframe models of the void spaces. At Santo Domingo Sur, Iris, and Iris Norte copper, gold, and cobalt assays were capped at 3.5% Cu, 0.52 g/t Au, and 1,750 ppm Co, respectively. Grades at Estrellita were capped at 3.0% Cu, 0.3 g/t Au, and 1,000 ppm Co. Samples from Santo Domingo Sur, Iris and Iris Norte were composited in downhole intervals of 4 m starting at the contact for each zone and continuing until the hole exited the zone. Drill samples at Estrellita were composited to 2 m lengths, weighted by both length and density. Grades for copper, gold, iron, cobalt and magnetic susceptibility were interpolated into each 12.5 m x 12.5 m x 12.0m high block using OK for the Santo Domingo Sur, Iris and Iris Norte deposits. For copper, gold, iron and magnetic susceptibility, the interpolation was configured to use an ellipsoidal search with a minimum of three and a maximum of 18 composites and a maximum of three composites allowed from any one drillhole. Following a sensitivity analysis of the interpolation parameters, cobalt grades were estimated by a different set of search criteria than used for the other metals. The primary grade interpolation used the OK estimator but was based on a minimum of four and a maximum of 12 composites in the first pass and a minimum of three and a maximum of 12 composites in the second pass. The first estimation run required composites from at least two drill holes to interpolate block grades. The second estimation pass limited the number of composites from a drill hole to a maximum of three composites. Search ellipse dimensions, chosen following a review of variography and interpolation efficiency, with the first pass were set to 100 m, 70 m, and 20 m for the major, semi-major, and minor axes. The second pass search ranges for the major and semi-major axes were adjusted to approximately 95% of the variogram sill at 240 m and 180 m while the minor axis search in the second pass remained the same (20 m). The influence of higher-grade cobalt composites was spatially restricted to the search ranges of the first estimation run at 900 ppm Co. For Estrellita, OK was utilized to interpolate copper, iron and gold grades into each 10 m x 10 m x 5 m high block. Cobalt was estimated using inverse distance weighting to the third power (ID3) interpolation. The search was constrained to a minimum of two and maximum of 12 composites, with a maximum of three composites from any one

drillhole. The influence of higher-grade cobalt composites was spatially restricted to the half of the search ranges of the first estimation run at 750 ppm. Grade interpolations were validated, and no significant errors or biases were noted. Blocks receiving an estimate for copper were assigned to at least the Inferred category at Santo Domingo Sur, Iris and Iris Norte. All blocks with an average distance to composites of 200 m or less and for which the nearest composite was within 100 m were classified as Indicated. Within the area of infill drilling completed in 2011–2012, a boundary was drawn around the 50 m drilling pattern and Indicated blocks encompassed by it were nominally assigned to the Measured classification. The final step in the classification was to use the oxide wireframe to tag oxidized blocks and remove these from the Mineral Resources. The classification of Indicated at Estrellita was applied to all blocks estimated by at least two drillholes with the closest composite less than 65 m away. Remaining blocks were classified as Inferred.

RPA ran a pit optimization in October 2018 using a Lerchs–Grossmann (LG) algorithm for Santo Domingo Sur, Iris and Iris Norte deposits. Copper equivalent (CuEq) grades were calculated with copper, gold and iron using estimates for recovery, toll treatment/refinement charges, and transport costs for each metal and based on the operating cost estimates contained in the 2018 Santo Domingo FS Update. Cobalt was excluded from the CuEq calculation until studies to confirm reasonable prospects for eventual economic extraction are completed. In RPA’s opinion, based on the costs developed using the parameters detailed in the Santo Domingo FS Update, the cut-off grade to report Mineral Resources for Santo Domingo Sur, Iris and Iris Norte is 0.125% CuEq.

For Estrellita in October 2018, RPA ran the same pit optimization and determined a 0.125% CuEq cut-off grade is also appropriate for reporting of the Mineral Resource estimate. The style, geometry and proximity to surface of Estrellita are similar to the Santo Domingo Sur/Iris deposits. The CuEq calculation at Estrellita excluded iron because of its significantly lower iron content; cobalt was also excluded from CuEq calculation.

In RPA’s opinion the Mineral Resources for the Santo Domingo and Estrellita deposits are considered to have reasonable prospects of eventual economic extraction by open pit mining. [Table 5](#) summarizes the Santo Domingo Mineral Resources as at December 31, 2018. No mining has occurred on the property.

Risk factors that could potentially affect the Mineral Resources estimates include changes to assumptions in the long-term commodity price and exchange rate, densities, geotechnical considerations and hydrogeology, factors used in the LG shell constraining Mineral Resources at Santo Domingo Sur, Iris, Iris Norte and Estrellita, metal recovery, concentrate and smelting/refining terms or changes to the interpretations of mineralization geometry and continuity of mineralization zones; delays or other issues in reaching agreements with local communities, changes in permitting, surface rights and environmental assumptions.

TABLE 5: SANTO DOMINGO ESTIMATED MINERAL RESOURCES AS AT DECEMBER 31, 2018

Deposit	Tonnage (Mt)	CuEq (%)	Cu (%)	Au (g/t)	Fe (%)	Co (ppm)
Measured Resources						
Santo Domingo Sur	64	0.82	0.62	0.082	31.1	254
Iris	6	0.42	0.39	0.047	23.6	250
<i>Total Measured</i>	<i>66</i>	<i>0.81</i>	<i>0.61</i>	<i>0.081</i>	<i>30.9</i>	<i>254</i>
Indicated Resources						
Santo Domingo Sur	224	0.54	0.31	0.043	26.6	275
Iris	103	0.44	0.19	0.027	25.9	166
Iris Norte	89	0.44	0.12	0.014	26.7	230
Estrellita	55	0.40	0.38	0.039	13.7	125
<i>Total Indicated</i>	<i>471</i>	<i>0.48</i>	<i>0.26</i>	<i>0.034</i>	<i>25.0</i>	<i>225</i>
Total Measured and Indicated	537	0.52	0.30	0.039	25.7	229
Inferred Resources						
Santo Domingo Sur	24	0.40	0.22	0.033	22.8	195
Iris	4	0.42	0.18	0.024	26.6	125
Iris Norte	14	0.45	0.09	0.009	28.1	256
Estrellita	5	0.32	0.31	0.030	12.3	108
<i>Total Inferred</i>	<i>48</i>	<i>0.41</i>	<i>0.19</i>	<i>0.025</i>	<i>23.6</i>	<i>197</i>

NOTE: Mineral Resources are reported inclusive of Mineral Reserves. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mineral Resources are classified according to CIM (2014) guidelines. The Qualified Person for the estimates is Mr. David Rennie, P.Eng., an associate of Roscoe Postle Associates Inc. Mineral Resources for the Santo Domingo Sur, Iris, Iris Norte and Estrellita deposits have an effective date October 31, 2018. Mineral Resources for the Santo Domingo Sur, Iris, Iris Norte, and Estrellita deposits are reported using a cut-off grade of 0.125% CuEq. CuEq grades are calculated using average long-term prices of \$3.50/lb Cu, \$1,300/oz Au, and \$99/dmt Fe. The CuEq equation is: % Cu Equivalent = (Cu Metal Value + Au Metal Value + Fe Metal Value) / (Cu Metal Value per percent Cu). The general equation for metal value is: Metal Value = Grade * Cm * R * (Price - TCRC - Freight) * (100 - Royalty) / 100, where Cm is a constant to convert the grade of metal to metal price units, R is metallurgical recovery, and TCRC is smelter treatment charges and penalties. An assessment of Mineral Resources for the Santo Domingo Sur, Iris, Iris Norte and Estrellita deposits was performed using a Lerchs-Grossman pit shell that has the following assumptions: pit slopes averaging 45°; mining cost of \$1.90/t, processing cost of \$7.27/t (including G&A cost); processing recovery of 89% copper and 79% gold; selling price of \$3.50/lb copper, \$1,300/oz gold and \$99/dmt iron concentrate. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

Mr. Carlos Guzman, CMC, a NCL Ingeniería y Construcción SpA. (“NCL”) employee, is the Qualified Person responsible for the preparation of the Santo Domingo Mineral Reserves estimate as a part of the 2018 Santo Domingo FS Update. The effective date of the Mineral Reserves estimate is November 14, 2018.

Pit optimization, mine design and mine planning were carried out by NCL using the 2012 block model prepared by RPA and did not include consideration of material classified as Inferred. Inferred Mineral Resources were treated as waste. A block size of 12.5 m Easting x 12.5 m Northing x 12 m Elevation was selected for the block model. The selected block size was based on the geometry of the domain interpretation and the data configuration. The mining cost estimate for the pit optimization process is based on studies developed by NCL during 2018. The estimated average project mining cost was separated into various components such as fuel, explosives, tires, parts, salaries and wages, benchmarked against similar current operations in Chile. Each component was updated for third quarter 2018 prices and the exchange rate from Chilean Pesos to US dollars. This resulted in an estimated mining cost of approximately \$1.75/t. The metal prices, processing costs, refining costs, and processing recoveries were provided to NCL by Capstone. A number of calculations were performed in the model in order to determine the NSR of each individual block. The internal (or mill) cut-off of \$7.53/t milled incorporates all operating costs except mining. This internal cut-off is applied to material contained within an economic pit shell, where the decision to mine a given block was determined by the pit optimization and was applied to all of the Mineral Reserve estimates. Marginal ore was calculated for the same \$7.53/t cut-off, but for a NSR determined at higher metal prices. Final slope angles used for the pit optimization process were a result of multiple iterations and analysis carried out by the NCL mining team and geotechnical specialists Derk Ingeniería y Geología Ltda (“Derk”). The original block model was based on an ore percentage with dimensions

of 12.5 m x 12.5 m x 12 m, resulting in a 1,875 m³ block volume; this means that every block has a defined “ore” proportion with an ore density, and a corresponding “waste” proportion with a waste density. To accommodate selective mining methods, any resource block with an ore percentage that was <10% was treated as waste. Blocks with an ore percentage that was higher than 90% were diluted with waste such that all high-ore blocks were considered to contain only 90% ore. Selective mining therefore will be performed on those blocks that have an ore percentage of between 10% and 90%. The Santo Domingo Mineral Reserves estimate is summarized in [Table 6](#).

In the opinion of the NCL, the main factors that may affect the Mineral Reserves estimate are metallurgical recoveries and operating costs (fuel, energy and labour). NCL notes that the base price, as well as changes in the price of metals, even though this is the most important factor for revenue calculation, does not affect the Mineral Reserves estimate to any significant degree. A revenue factor of 0.84 was used for the LG shell that was employed as the guide for the practical design for both the Santo Domingo and Iris Norte pits. This selected revenue factor is conservative and as such allows for a broad swing in metals pricing before any salient effect on the Mineral Reserves estimate will occur.

TABLE 6: SANTO DOMINGO ESTIMATE MINERAL RESERVES AS AT DECEMBER 31, 2018

Stage	Tonnage (Mt)	Grade			Contained Metal		
		Cu (%)	Au (g/t)	Fe (%)	Cu (kt)	Au (koz)	Magnetite Conc. (Mt)
Proven Reserves							
Santo Domingo Sur	65.4	0.61	0.08	30.9	398	169.9	8.2
Probable Reserves							
Santo Domingo Sur	252.1	0.27	0.04	27.8	674	300.8	48.2
Iris Norte	74.8	0.13	0.01	26.9	94	36	18.7
Total Probable	326.9	0.24	0.03	27.6	768	336.8	66.9
Total Mineral Reserves							
Proven + Probable	392.3	0.30	0.04	28.2	1167	506.7	75.1

NOTE: The Mineral Reserves estimate have an effective date of November 14, 2018 and were prepared by Mr. Carlos Guzman, CMC, and employee of NCL. Mineral Reserves are reported as constrained within Measured and Indicated pit designs and supported by a mine plan featuring variable throughput rates and cut-off optimization. The pit designs and mine plan were optimized using the following economic and technical parameters: metal prices of \$3.00/lb Cu, \$1,290/oz Au and \$100/dmt of Fe concentrate; recovery to concentrate assumptions of a maximum of 93.4% for Cu and 60.1% for Au, with magnetite concentrate recovery varying on a block-by-block basis; copper concentrate treatment charges of \$80/dmt, \$0.08/lb of Cu refining charges, \$5.0/oz of Au refining charges, \$33/wmt and \$20/wmt for shipping Cu and Fe concentrates respectively; waste mining cost of \$1.75/t, mining cost of \$1.75/t ore, and process and G+A costs of \$7.53/t processed; average pit slope angles that range from 37.6° to 43.6°; a 2% royalty rate assumption, and an assumption of 100% mining recovery. Rounding as required by reporting guidelines may result in apparent summation differences between tonnes, grade and contained metal content.

Minto Mine (Yukon)

The Minto Mine is the subject of a report titled “Minto Phase VI Preliminary Feasibility Study Technical Report” dated July 31, 2012 with an effective date of January 1, 2012 (the “**Minto Report**”). This technical report was compiled by Minto Explorations Ltd. (“**MintoEx**”) and written by Brad Mercer, P.Geo.; Wayne Barnett, P.Geo.; John Eggert, P.Eng.; Bill Hodgson, P.Eng.; Garth Kirkham, P.Geo.; Mike Levy, PE; Pooya Mohseni, P.Eng.; Bruce Murphy, P.Eng.; and Colleen Roche, P.Eng., each a Qualified Person as defined by NI 43-101. The Minto mine has been on care and maintenance since October 11, 2018.

Environmental liabilities at the Minto Mine relate to the dry stacked tailings facility and waste rock dumps as well as some water stored at the site that is impacted by operations and to the removal of all operational infrastructures. A closure plan has been developed and approved (most recently on December 2014 under the Quartz Mining Licence detailing methods and costs associated with restoring the site to an acceptable environmental standard. Engineered covers will be placed on tailings and waste rock such that interactions with surface water are reduced. A C\$72.1M surety bond has been put in place with the Yukon Government in accordance with a territorial closure and reclamation policy. The closure plan and related letter of credit amount

are reviewed every two years. The latest biennial closure plan update was submitted in February 2018 and is currently under review.

4 – RISK FACTORS

Capstone is subject to a number of significant risks due to the nature of our business which includes acquisition, financing, exploration, development and operation of mining properties and ownership of a rail transportation company. You should carefully consider the risks and uncertainties described below and other information contained in this Annual Information Form before deciding whether to invest in Capstone common shares. The risks and uncertainties described below could have a material adverse effect on our business, financial condition or results of operations, and the trading price of our common shares may decline and investors may lose all or part of their investment. We cannot give assurance that we can control or will successfully address these risks or other unknown risks that may affect our business. Additional risks or uncertainties not presently known to Capstone or that Capstone currently considers immaterial may also impair our business operations.

Mining is inherently dangerous and subject to conditions or events beyond Capstone's control, the occurrence of which could have a material adverse effect on Capstone's business, financial condition, results of operations and prospects.

Capstone's operations are subject to all the hazards and risks normally encountered in the exploration, development, care and maintenance of mining operations and production of copper and other metals, including, without limitation, workplace accidents, fires, power outages, labour disruptions, flooding, explosions, cave-ins, landslides, ground or slope failures, tailings dam failures and other geotechnical instabilities, weather events, access to water, equipment failure or structural failure, metallurgical and other processing problems and other conditions involved in the mining of minerals, any of which could result in damage to, or destruction of, our mines, plants and equipment, personal injury or loss of life, environmental damage, delays in mining, increased production costs, care and maintenance costs, asset write-downs, monetary losses and legal liability. Our mines have large tailings dams or deposits which could fail as a result of seismic activity or for other reasons. The occurrence of any of these events could result in a prolonged interruption in Capstone's operations, increased costs for asset protection or care and maintenance activities that would have a material adverse effect on Capstone's business, financial condition, results of operations and prospects.

Changes in the market price of copper and other metals could negatively affect the profitability of the Company's operations and financial condition and negatively impact Mineral Reserve estimations or render our business, or part thereof, no longer economically viable. Our business is largely concentrated in the copper mining industry, and, as a result, may be negatively impacted by fluctuation in the copper mining industry generally.

Capstone is concentrated in the copper mining industry, and as such our profitability will be sensitive to changes in, and our performance will depend, to a greater extent, on the overall condition of the copper mining industry. The commercial viability of Capstone's properties and Capstone's ability to sustain operations is dependent on, amongst other things, the market price of copper, zinc, lead, gold, silver and molybdenum. Depending on the expected price for any minerals produced, Capstone may determine that it is impractical to continue commercial production at the Pinto Valley Mine or the Cozamin Mine, or to develop the Santo Domingo Project. A reduction in the market price of copper, zinc, lead, gold, silver, iron, or molybdenum may prevent Capstone's properties from being economically mined or result in the write-down of assets whose value is impaired as a result of low metals prices. The market price of copper, zinc, lead, gold, silver, iron and molybdenum is volatile and is impacted by numerous factors beyond Capstone's control, including, amongst others:

- the supply/demand balance for any given metal;
- international economic and political conditions;
- tariffs imposed by governments;
- expectations of inflation or deflation;

- international currency exchange rates;
- interest rates;
- global or regional consumptive patterns;
- speculative activities;
- increased production due to new mine developments;
- decreased production due to mine closures;
- improved mining and production methods;
- availability and costs of metal substitutes;
- new technologies that use other materials in place of our products;
- metal stock levels maintained by producers and others; and
- inventory carry costs.

The effect of these factors on the price of base and precious metals cannot be accurately predicted and there can be no assurance that the market price of these metals will remain at current levels or that such prices will improve. A decrease in the market price of copper, zinc, lead, gold, silver or molybdenum would affect the profitability of the Pinto Valley Mine and the Cozamin Mine and could affect Capstone's ability to finance the exploration and development of our other properties, or finance care and maintenance activities at Minto Mine, which would have a material adverse effect on Capstone's business, financial condition, results of operations and prospects.

Within this industry context, the Company's strategy is to maintain a cost structure that will allow it to achieve adequate levels of cash flow during the low point in the copper price cycle. Circumstances may arise, however, where increased certainty of cash flows is considered more important to long term value creation than providing investors short term exposure to the volatility of metal prices. In these circumstances, the Company may elect to fix prices within a contractual quotational period and/or to lock in future prices through the variety of financial derivative instruments available. There are, however, risks associated with programs to fix prices including, amongst other things, the potential risk that the counter party will not be able to meet their obligations, the risk of opportunity losses in the event of an increase in the world price of the commodity, the possibility that rising operating costs will make delivery into hedged positions uneconomic, and production interruption events.

Financial covenant compliance risks

The terms of Capstone's amended senior secured corporate revolving credit facility requires that Capstone satisfy various affirmative and negative covenants and meet certain quarterly financial ratio tests. These covenants limit, amongst other things, Capstone's ability to incur further indebtedness if doing so would cause it to fail to meet certain financial ratio tests. They also limit the ability of Capstone to create certain liens on certain assets or to engage in certain types of transactions. A failure to comply with these covenants, including a failure to meet the financial tests or ratios, could result in an event of default and allow lenders to accelerate the debt repayment.

Surety bonding risks

Capstone secures its obligations for reclamation and closure costs with surety bonds provided by leading global insurance companies in favour of regulatory authorities in Yukon and Arizona. The regulators could increase Capstone's bonding obligations for reclamation and closure activities. Further, these surety bonds include the right of the surety bond provider to terminate the relationship with Capstone on providing notice of up to 90 days. The surety bond provider would, however, remain liable to the regulatory authorities for all bonded obligations existing prior to the termination of the bond in the event Capstone failed to deliver alternative security satisfactory to the regulator.

Financing requirement risks

Capstone may require substantial additional capital to accomplish its exploration and development plans and fund strategic growth and there can be no assurance that financing will be available on terms acceptable to Capstone, or at all. Capstone may require substantial additional financing to advance the Pinto Valley Mine, and the Cozamin Mine to achieve designed production rates, to finance potential strategic acquisitions required for growth and to accomplish any exploration and development plans for the Santo Domingo Project. These financing requirements could adversely affect Capstone's ability to access the capital markets in the future. Failure to obtain sufficient financing, or financing on terms acceptable to Capstone, may result in a delay or indefinite postponement of exploration, development or production at one or more of our properties. Additional financing may not be available when needed and the terms of any agreement could impose restrictions on the operation of our business. Failure to raise financing when needed could have a material adverse effect on our business, financial condition, results of operations and prospects.

Our operations are subject to geotechnical challenges, which could adversely impact our production and profitability.

No assurances can be given that unanticipated adverse geotechnical and hydrological conditions such as landslides, cave-ins, ground or slope failures, tailings dam impoundment failures and pit wall failures will not occur in the future or that such events will be detected in advance. Due to the age of our mines and more complex deposits, Capstone's pits are becoming deeper resulting in higher pitwalls and underground environments are becoming more complex, ultimately increasing the exposure to geotechnical instabilities and hydrological impacts. Geotechnical instabilities can be difficult to predict and are often affected by risks and hazards outside of Capstone's control, such as severe weather events, which may lead to periodic floods, mudslides, wall instability and seismic activity.

Our mines have operational tailings dam impoundments or deposits which have been designed by professional engineering firms specializing in this activity. An Engineer of Record is maintained and is responsible for supervising all construction, operation, maintenance and surveillance activities. Technical guidance during operations and post-mine life closure activities is provided by the Engineer of Record to develop and implement tailings management plans, inspection protocol and critical controls as well as assist in regular audits of by third party qualified engineers. Our mines include historic tailings deposits which have been inherited through acquisition activities. These are also subject to risks of becoming unstable due to severe weather events, periodic floods, mudslides, and seismic activity.

The failure of tailings dam impoundments and storage facilities could cause severe or catastrophic environmental and property damage or loss of life. Capstone continues to review and enhance existing practices; however, no assurance can be given that these events will not occur in the future. Geotechnical or tailings storage facility failures could result in the suspension of our operations, limited or restricted access to sites, government investigations, remediation costs, increased monitoring costs and other impacts, which could result in a material adverse effect on our operational results and financial position.

Capstone's ability to acquire properties for growth.

The life of any mine is limited by its Mineral Reserves. As we seek to replace and expand our Mineral Reserves through exploration, acquisition of interests in new properties or of interests in companies which own the properties, we encounter strong competition from other companies in connection with the acquisition of properties. This competition may limit our ability to adequately replace Mineral Reserves.

The sale of our metals is subject to counterparty and market risks.

Capstone enters into concentrate off-take agreements whereby a percentage of planned production of copper concentrate produced from our mines is committed to various external parties throughout the calendar year. If any counterparty to any off-take or forward sales agreement does not honour such arrangement, or should any

such counterparty become insolvent, Capstone may incur losses on the production already shipped or be forced to sell a greater volume of our production in the spot market, which is subject to market price fluctuations. In addition, there can be no assurance that Capstone will be able to renew any of our off-take agreements at economic terms, or at all, or that Capstone's production will meet the qualitative and quantitative requirements under such agreements.

We may face market access restrictions or tariffs.

Capstone could experience market access interruptions or trade barriers due to policies or tariffs of individual countries, or the actions of certain interest groups to restrict the import of certain commodities. Restrictions or interruptions in Capstone's ability to transport concentrate across country borders could materially affect our business operations. Our exported copper concentrate, or the supplies we import may also be subject to tariffs, which may impair the competitiveness of our business.

Fluctuations in foreign currency exchange rates could have an adverse effect on Capstone's business, financial condition, results of operations and prospects.

Fluctuations in the Canadian dollar or Mexican peso relative to the US dollar could significantly affect our business, financial condition, results of operations and prospects. Exchange rate movements can have a significant impact on Capstone as all of Capstone's revenue is received in US dollars but a portion of the Company's operating and capital costs are incurred in Canadian dollars and Mexican pesos. Also, Capstone is exposed to currency fluctuations in the Chilean peso relating to expenditures for the Santo Domingo Project. As a result, a strengthening of these currencies relative to the US dollar will reduce Capstone's profitability and affect its ability to finance its operations. While Capstone does not currently have any foreign currency contracts in place to hedge against currency risk, circumstances may arise in the future where this may be an appropriate strategy to manage costs and risks.

General economic conditions or changes in consumption patterns may adversely affect Capstone's growth and profitability.

Many industries, including the base and precious metals mining industry, are impacted by global market conditions. Some of the key impacts of financial market turmoil include contraction in credit markets resulting in an increase in credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and metals markets, and a lack of market liquidity. A slowdown in the financial markets or other economic conditions, including, but not limited to, reduced consumer spending, increased unemployment rates, deteriorating business conditions, inflation, deflation, volatile fuel and energy costs, increased consumer debt levels, lack of available credit, changes in interest rates and changes in tax rates may adversely affect Capstone's growth and profitability potential. Specifically:

- a global credit/liquidity issue could impact the cost and availability of financing and our overall liquidity;
- volatility of prices for copper, zinc, lead, gold, silver and/or molybdenum may impact our future revenues, profits and cash flows;
- recessionary pressures could adversely impact demand for our production;
- volatile energy prices, commodity and consumables prices and currency exchange rates could negatively impact potential production costs; and
- devaluation and volatility of global stock markets could impact the valuation of Capstone's securities, which may impact Capstone's ability to raise funds through future issuances of equity.

These factors could have a material adverse effect on our business, financial condition, results of operations and prospects.

Capstone's calculations of Mineral Resources and Mineral Reserves are estimates and are subject to uncertainty.

Our calculations of Mineral Resources and Mineral Reserves are estimates and depend upon geological interpretation and statistical inferences drawn from drilling and sampling analysis, which may prove to be inaccurate. Actual recoveries of copper, zinc, lead, gold, silver and molybdenum from mineralized material may be lower than those indicated by test work. Any material change in the quantity of mineralization, grade or stripping ratio, may affect the economic viability of Capstone's properties. In addition, there can be no assurance that metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. Notwithstanding pilot plant tests for metallurgy and other factors, there remains the possibility that the ore may not react in commercial production in the same manner as it did in testing. Mineral Resources that are not Mineral Reserves do not have demonstrated economic viability. Mining and metallurgy are inexact sciences and, accordingly, there always remains an element of risk that a mine may not prove to be commercially viable.

Until a deposit is actually mined and processed, the quantity of Mineral Resources and Mineral Reserves and grades must be considered as estimates only. In addition, the quantity of Mineral Resources and Mineral Reserves may vary depending on, amongst other things, metal prices, cut-off grades and operating costs. Any material change in quantity of Mineral Reserves, Mineral Resources, grade, percent extraction of those Mineral Reserves recoverable by underground mining techniques or the stripping ratio for those Mineral Reserves recoverable by open pit mining techniques may affect the economic viability of Capstone's mining projects.

We face added risks and uncertainties of operating in foreign jurisdictions, including changes in regulation and policy.

Capstone's business operates in a number of foreign countries where there are added risks and uncertainties due to the different economic, cultural and political environments. Our mineral exploration and mining activities may be adversely affected by political instability and changes to government regulation relating to the mining industry. Recent changes in governmental leadership in the US, Chile, and Mexico, could impact Capstone's operations and local societal conditions. Other risks of foreign operations include political unrest, labour disputes and unrest, invalidation of governmental orders and permits, corruption, organized crime, theft, war, civil disturbances and terrorist actions, arbitrary changes in law or policies of particular countries (including nationalization of mines), trade disputes, foreign taxation, price controls, delays in obtaining or renewing or the inability to obtain or renew necessary environmental permits, opposition to mining from environmental or other non-governmental organizations, social perception impacting our social license to operate, limitations on foreign ownership, limitations on the repatriation of earnings, limitations on mineral exports and increased financing costs. Local economic conditions, including higher incidences of criminal activity and violence in areas of Mexico can also adversely affect the security of our operations and the availability of supplies. In addition, risks of operations in Mexico include extreme fluctuations in currency exchange rates, high rates of inflation, significant changes in laws and regulations including but not limited to tax regulations, hostage taking and expropriation. These risks may limit or disrupt Capstone's projects, reduce financial viability of local operations, restrict the movement of funds or result in the deprivation of contract rights or the taking of property by nationalization or expropriation without fair compensation. There can be no assurance that changes in the government or laws or changes in the regulatory environment for mining companies or for non-domiciled companies will not be made that would adversely affect Capstone's business, financial condition, results of operation and prospects.

Differences in interpretation or application of tax laws and regulations or accounting policies and rules and Capstone's application of those tax laws and regulations or accounting policies and rules where the tax impact to the Company is materially different than contemplated may occur and adversely affect Capstone's business, financial condition, results of operation and prospects.

Resource nationalism

Governments in certain jurisdictions struggle with depressed economies and as a result have targeted mining companies for additional revenue by way of increased economic rent for the exploitation of resources in their countries. Many countries including Chile and Mexico have implemented changes to their respective mining regimes. Future changes could include things such as, but not limited to, law affecting foreign ownership and take-overs, mandatory government participation, taxation and royalties, working conditions, export duties or repatriation of income or return of capital.

Our operations are subject to significant governmental regulation, which could significantly limit our exploration and production activities.

Capstone's mineral exploration and development activities are subject to governmental approvals and various laws and regulations governing development, operations, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use and land claims affecting local, First Nations and Aboriginal populations. The liabilities and requirements associated with the laws and regulations related to these and other matters may be costly and time-consuming and may restrict, delay or prevent commencement or continuation of exploration or production operations. We cannot provide definitive assurance that we have been or will be at all times in compliance with all applicable laws and regulations. Failure to comply with applicable laws and regulations may result in the assessment of administrative, civil and criminal penalties, the imposition of cleanup and site restoration costs and liens, the issuance of injunctions to limit or cease operations, the suspension or revocation of permits or authorizations and other enforcement measures that could have the effect of limiting or preventing production from our operations. Capstone may incur material costs and liabilities resulting from claims for damages to property or injury to persons arising from Capstone's operations. If Capstone is pursued for sanctions, costs and liabilities in respect of these matters, Capstone's mining operations and, as a result, Capstone's financial performance, financial position and results of operations, could be materially and adversely affected.

In addition, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner that could limit or curtail our exploration, development or production. This risk may increase following changes to government leadership or governing parties, or through increasing societal pressures. Amendments to current laws, tax regimes, regulations and permits governing operations and activities of mining and exploration companies, or the more stringent implementation thereof, could have a material adverse impact on Capstone and increase our exploration expenses, capital expenditures, ability to attract funds, or production costs or reduce production at our producing properties or require abandonment or delays in exploring or developing our properties.

Climatic conditions can affect our operations at the Pinto Valley and Cozamin Mines and our Minto Mine on care and maintenance.

Arizona can be subject to periods of drought. Operations at the Pinto Valley Mine require water for normal operations. Capstone has entered to a Water Supply Agreement with BHP Copper, but such agreement is subject to water availability and BHP Copper's own requirements. A lack of necessary water for a prolonged period of time could affect operations at the Pinto Valley Mine and materially adversely affect our results of operations. Arizona can also be subject to significant rainfall events which could result in flooding of the pit at the Pinto Valley Mine adversely affecting our results of operations.

Operations at the Cozamin Mine are also subject to extreme adverse weather conditions. Drought has been prevalent in Central Mexico for years and the effects of lack of water might disrupt normal process operations. As a proactive measure, Cozamin has made agreements with local government and water rights owners for the purchase and use of water from offsite sources.

The Minto Mine may be subject to extreme weather conditions. Unseasonable weather conditions may preclude normal work patterns resulting in additional costs. In the past, Yukon experienced extreme weather conditions that resulted in abnormally high run-off at the Minto Mine, exceeding the normal containment capacity of the mine site. Future extreme weather in Yukon could again result in excess run-off at the mine site, could have an adverse effect on the financial condition at the Minto Mine and on our business.

Extreme weather conditions in Chile, including but not limited to flooding, may have adverse effects on the ability of the Santo Domingo project to advance development.

Changes in climate change regulatory regime could adversely affect our business.

Climate change is an international concern and as a result poses risk of both climate changes and government policy in which governments are introducing climate change legislation and treaties at all levels of government that could result in increased costs, and therefore, decreased profitability at some of our operations. As the regulatory requirements are evolving there is uncertainty to the requirements. Regulation specific to greenhouse gases, emission levels and energy efficiency is becoming more stringent. The trend towards more stringent regulations aimed at reducing the effects of climate change could impact our decision to pursue future opportunities, or maintain our existing operations, which could have an adverse effect on our business.

Capstone is required to obtain, maintain and renew environmental, construction and mining permits, which is often a costly, time-consuming and uncertain process.

Mining companies, including Capstone, need many environmental, construction and mining permits, each of which can be time-consuming and costly to obtain, maintain and renew. In connection with our current and future operations, we must obtain and maintain a number of permits that impose strict conditions, requirements and obligations on Capstone, including those relating to various environmental and health and safety matters. To obtain, maintain and renew certain permits, we are required to conduct environmental assessments pertaining to the potential impact of our current and future operations on the environment and to take steps to avoid or mitigate those impacts. For example, additional permits will be required to fully exploit the resources at Pinto Valley and Cozamin. There is a risk that Capstone will not be able to obtain such permits or that obtaining such permits will require more time and capital than anticipated.

Permit terms and conditions can also impose restrictions on how we operate and limits our flexibility in developing our mineral properties. Many of Capstone's permits are subject to renewal from time to time, and renewed permits may contain more restrictive conditions than Capstone's existing permits. In addition, we may be required to obtain new permits to expand our operations, and the grant of such permits may be subject to an expansive governmental review of our operations. Alternatively, we may not be successful in obtaining such permits, which could prevent Capstone from commencing, extending or expanding operations or otherwise adversely affect Capstone's business, financial condition, results of operation and prospects. Further, renewal of our existing permits or obtaining new permits may be more difficult if we are not able to comply with our existing permits. Applications for permits, permit area expansions and permit renewals may be subject to challenge by interested parties, which can delay or prevent receipt of needed permits. The permitting process can also vary by jurisdiction in terms of its complexity and likely outcomes.

Accordingly, permits required for Capstone's operations may not be issued, maintained or renewed in a timely fashion or at all, may be issued or renewed upon conditions that restrict Capstone's ability to operate economically, or may be subsequently revoked. Design and construction standards for tailings dam facilities may become more restricted in the future, impacting our mines' ability to expand, operate, or renew permits and as a result, considerable capital expenditures may be required to comply with new standards, regulations and permitting requirements. Any such failure to obtain, maintain or renew permits, or other permitting delays or conditions, including in connection with any environmental impact analyses, could have a material adverse effect on Capstone's business, results of operations, financial condition and prospects.

Our operations are subject to stringent environmental laws and regulations that could significantly limit our ability to conduct our business.

Our operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labour standards, occupational health, waste disposal, tailings facility management, safety and other matters. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain of our operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in the direction of stricter standards and enforcement, higher fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their directors, officers and employees. Compliance with changing environmental laws and regulations may require significant capital outlays, including obtaining additional permits, installation of additional equipment, or remedial actions and may cause material changes or delays in, or the cancellation of, our exploration programs or current operations.

Aboriginal title claims and rights to consultation and accommodation may affect Capstone's existing operations as well as development projects and future acquisitions.

The nature and extent of First Nations rights and title remains the subject of active debate, claims and litigation in Canada. The Minto Mine lies on Category A land in Yukon where the Selkirk First Nation own both surface and subsurface rights. In many cases, environmental assessment, subsequent permitting, development and operation of proposed projects is only possible with the support of the local First Nations group. In order to secure such support, we may have to take measures to limit the adverse impact to and ensure that some of the economic benefits of the construction and mining activity will be enjoyed by, the local First Nations group. There is a risk that the First Nations may publicly oppose a proposed project at any stage and this potential opposition may adversely affect a project or Capstone's public image. Further, Canadian law related to aboriginal rights, including aboriginal title rights, is in a period of change. There is a risk that future changes to the law may adversely affect Capstone's rights to the Minto Mine.

Land reclamation and mine closure requirements may be burdensome and costly.

Land reclamation and mine closure requirements are generally imposed on mining companies, which require Capstone, amongst other things, to minimize the effects of land disturbance. Additionally, Capstone has lease agreements, and may enter into agreements in the future, which may require environmental restoration activities at transportation, storage and shipping facilities such as the Skagway Ore Terminal and the San Manuel Transload Facility or other properties. Further, the San Manuel Arizona Railroad Company may have increased reclamation requirements as a rail transportation company. Such requirements may include controlling the discharge of potentially dangerous effluents from a site and restoring a site's landscape to its pre-exploration form. The actual costs of reclamation and mine closure are uncertain and planned expenditures may differ from the actual expenditures required. Through acquisition activities Capstone may discover or inherit historic tailings or waste deposits which may require further remediation activities, such as the historic mining and processing operations at Chiripa-La Gloria arroyo at the Cozamin Mine. Therefore, the amount that we are required to spend could be materially higher than current estimates. Any additional amounts required to be spent on reclamation and mine closure may have a material adverse effect on our financial performance, financial position and results of operations and may cause Capstone to alter Capstone's operations. Although we include liabilities for estimated reclamation and mine closure costs in our financial statements and Life of Mine models, it may be necessary to spend more than what is projected to fund required reclamation and mine closure activities.

There are uncertainties and risks related to the potential development of the Santo Domingo Project.

The development of the Santo Domingo Project will require obtaining and finalizing all permits and approvals as well as securing financing and equity partnerships. Capstone's ability to raise its equity contribution to the Santo Domingo Project may be influenced by future prices of commodities and the market for project debt.

Various factors may influence the ability to further enhance the value of the Santo Domingo project including but not limited to the timing of the receipt of approvals and permits, the expected timing for commencement of construction, the realization of Mineral Reserve estimates, grade or recovery rates, an increase in capital requirements or construction expenditures, the timing and terms of a power purchase agreement, title disputes, claims and limitations on insurance coverage or extreme weather events. Delays to the development of the Santo Domingo project may be influenced by factors such as dependence on key personnel, availability of contractors, accidents, labour pool constraints, labour disputes, availability of infrastructure, objections by the communities or environmental lobby of the Santo Domingo Project and associated infrastructure and other risks of the mining industry. These events could have a material adverse effect on Capstone's financial condition, business, operating results and prospects.

Any changes in the Santo Domingo Project parameters or development and construction delays may impact the timing and amount of estimated future production, costs of production, success of mining operations, environmental compliance, and reclamation requirements.

The costs, timing and complexities of developing Capstone's projects may be greater than anticipated.

Cost estimates may increase significantly as more detailed engineering work is completed on a project. It is common in mining operations to experience unexpected costs, problems and delays during construction, development and mine start-up. Accordingly, we cannot provide assurance that our activities will result in profitable mining operations at our mineral properties. If there are significant delays in when these projects are completed and are producing on a commercial and consistent scale, or their capital costs were to be significantly higher than estimates, these events could have a significant adverse effect on Capstone's results of operation, cash flow from operations and financial condition.

Mineral rights or surface rights to our properties could be challenged, and, if successful, such challenges could have a material adverse effect on our production and our business, financial condition, results of operations and prospects.

Title to Capstone's properties may be challenged or impugned. Our property interests may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. Surveys have not been carried out on the majority of our properties and, therefore, in accordance with the laws of the jurisdiction in which such properties are situated, their existence and area could be in doubt.

A claim by a third party asserting prior unregistered agreements or transfer on any of Capstone's properties, especially where Mineral Reserves have been located, could result in Capstone losing a commercially viable property. Even if a claim is unsuccessful, it may potentially affect Capstone's current operations due to the high costs of defending against the claim and its impact on Capstone's resources. Title insurance is generally not available for mineral properties and Capstone's ability to ensure that Capstone has obtained a secure claim to individual mineral properties or mining concessions may be severely constrained. We rely on title information and/or representations and warranties provided by our grantors. If we lose a commercially viable property, such a loss could lower our future revenues or cause Capstone to cease operations if the property represented all or a significant portion of our Mineral Reserves at the time of the loss.

It may be difficult for Capstone to find and hire qualified people in the mining industry who are situated in Arizona, Mexico, Yukon and Chile or to obtain all of the necessary services or expertise in Arizona, Mexico, Yukon and Chile or to conduct operations on Capstone's projects at reasonable rates.

If qualified people and services or expertise cannot be obtained in Arizona, Mexico, Yukon and Chile, we may need to seek and obtain those services from people located outside of these areas, which will require work permits and compliance with applicable laws and could result in delays and higher costs.

We are dependent on key management personnel.

We are very dependent upon the personal efforts and commitment of our existing management and our current operations and future prospects depend on the experience and knowledge of these individuals. Capstone does not maintain any "key person" insurance. To the extent that one or more of Capstone's members of management are unavailable for any reason, or should Capstone lose the services of any of them, a disruption to Capstone's operations could result, and there can be no assurance that Capstone will be able to attract and retain a suitable replacement.

Our directors and officers may have interests that conflict with Capstone's interests.

Certain of Capstone's directors and officers also serve as directors or officers, or have significant shareholdings in, other companies that are similarly engaged in the business of acquiring, developing and exploiting natural resource properties. To the extent that such other companies may participate in ventures which Capstone may participate in, or in ventures which Capstone may seek to participate in, our directors and officers may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In all cases where our directors and officers have an interest in other companies, such other companies may also compete with Capstone for the acquisition of mineral property investments. As a result of these conflicts of interest, we may not have an opportunity to participate in certain transactions, which may have a material adverse effect on our business, financial condition, results of operation and prospects.

Corruption and bribery risk

Capstone is required to comply with anti-corruption and anti-bribery laws of various countries including, Canada, US, Mexico and Chile. In recent years there has been an increase in enforcement and severity of penalties under such laws. A company may be found liable for violations by employees, contractors and third party agents. Capstone has implemented policies and taken measures including training to mitigate the risk of non-compliance, however, such measures are not always effective in ensuring that Capstone, its employees, contractors and third party agents comply strictly with such laws. If Capstone is found to be in violation of such laws, this may result in significant penalties, fines and/or sanctions resulting in a material adverse effect on Capstone's reputation and financial results.

Capstone's insurance does not cover all potential losses, liabilities and damage related to Capstone's business and certain risks are uninsured or uninsurable.

In the course of exploration, development and production of mineral properties and in the conduct of our operations, certain risks, including rock bursts, cave-ins, fires, flooding, earthquakes and cyber-attacks may occur. It is not always possible to fully insure against such risks. Capstone currently does not have insurance against all risks and may decide not to take out insurance against all risks as a result of high premiums or other reasons. Further, insurance against certain risks, including those related to environmental matters, is generally not available to Capstone or to other companies within the mining industry. Losses from these events may cause Capstone to incur significant costs that could have a material adverse effect on Capstone's business, financial condition, results of operation and prospects.

Our operations will be adversely affected if we fail to maintain satisfactory labour relations.

Our workforce is not unionized with the exception of approximately 404 of the hourly employees at the Pinto Valley Mine which are represented by six unions, governed by one collective bargaining agreement negotiated

by the United Steelworkers Union which was renewed on May 30, 2018. Additional groups of non-union employees may seek union representation in the future. Further, relations with employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in jurisdictions where Capstone conducts business. Changes in such legislation or otherwise in our relationship with our employees may result in higher ongoing labour costs, employee turnover, strikes, lockouts or other work stoppages, any of which could have a material adverse effect on our business, results of operations and financial condition.

Increased energy prices could adversely affect Capstone's results of operations and financial condition.

Mining operations and facilities are intensive users of electricity and carbon-based fuels. Energy prices can be affected by numerous factors beyond our control, including global and regional supply and demand, political and economic conditions, and applicable regulatory regimes. The prices of various sources of energy may increase significantly from current levels. An increase in energy prices for which Capstone is not hedged could materially adversely affect our results of operations and financial condition.

We may not be able to compete successfully with other mining companies.

The mining industry is competitive in all of its phases. Capstone faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, metals. Many of these companies have greater liquidity, greater access to credit and other financial resources, newer or more efficient equipment, lower cost structures, more effective risk management policies and procedures and/or a greater ability than Capstone to withstand losses. Our competitors may be able to respond more quickly to new laws or regulations or emerging technologies or devote greater resources to the expansion or efficiency of their operations than we can. In addition, current and potential competitors may make strategic acquisitions or establish cooperative relationships amongst themselves or with third parties. Accordingly, it is possible that new competitors or alliances amongst current and new competitors may emerge and gain significant market share to our detriment. Capstone may also encounter increasing competition from other mining companies in our efforts to hire experienced mining professionals. Increased competition could adversely affect Capstone's ability to attract necessary capital funding, to acquire it on acceptable terms, or to acquire suitable producing properties or prospects for mineral exploration in the future. As a result of this competition, we may not be able to compete successfully against current and future competitors, and any failure to do so could have a material adverse effect on our business, financial condition, results of operations and prospects.

Capstone may experience difficulties with Capstone's joint venture partners.

Capstone currently operates the Santo Domingo Project through a joint ownership arrangement with KORES and may in the future enter into additional joint ownership arrangements with other partners. Capstone is subject to the risks normally associated with the conduct of joint ownership arrangements, which include disagreements with Capstone's partners on how to develop, operate and finance Capstone's joint ownership activities, including future acquisitions or the Santo Domingo Project, and possible disputes with Capstone's partners regarding joint ownership arrangement matters. These disagreements and disputes may have an adverse effect on Capstone's ability to successfully pursue joint ownership arrangements, including the development of the Santo Domingo Project, which could affect our business, financial condition, results of operation and prospects.

Capstone may experience problems integrating new acquisitions into Capstone's existing operations.

Capstone's success at completing acquisitions will depend on a number of factors, including, but not limited to, identifying acquisitions that fit Capstone's strategy, negotiating acceptable terms with the seller of the business or property to be acquired and obtaining approval from regulatory authorities in the jurisdictions of the business or property to be acquired. Any positive effect on Capstone's results from Capstone's acquisitions will depend on a variety of factors, including, but not limited to, assimilating the operations of an acquired business or property in a timely and efficient manner, maintaining Capstone's financial and strategic focus while integrating the acquired business or property, implementing uniform standards, controls, procedures and policies at the

acquired business, as appropriate, and to the extent that Capstone makes an acquisition outside of markets in which Capstone has previously operated, conducting and managing operations in a new operating environment. The Pinto Valley Mine was acquired on an “as is where is” basis with limited representations and warranties. In addition, Capstone has provided indemnities to BHP Copper with respect to certain liabilities and have limited recourse against BHP Copper with respect to many potential liabilities related to the Pinto Valley Mine. As a result, the acquisition of mineral properties, such as the Pinto Valley Mine, may subject Capstone to unforeseen liabilities, including environmental liabilities.

Capstone may experience cybersecurity threats

We rely on secure and adequate operations of information technology systems in the conduct of our operations. Access to and security of the information technology systems are critical to our operations. To our knowledge, we have not experienced any material losses relating to disruptions to our information technology systems. We have enhanced and implemented ongoing policies, controls and practices to manage and safeguard Capstone and our stakeholders from internal and external cybersecurity threats and to comply with changing legal requirements and industry practice. Given that cyber risks cannot be fully mitigated and the evolving nature of these threats, we cannot assure that our information technology systems are fully protected from cybercrime or that the systems will not be inadvertently compromised, or without failures or defects. Disruptions to our information technology systems, including, without limitation, security breaches, power loss, theft, computer viruses, cyber-attacks, natural disasters, and non-compliance by third party service providers and inadequate levels of cybersecurity expertise and safeguards of third party information technology service providers, may adversely affect the operations of Capstone as well as present significant costs and risks including, without limitation, loss or disclosure of confidential, proprietary, personal or sensitive information and third party data, material adverse effect on our financial performance, compliance with our contractual obligations, compliance with applicable laws, damaged reputation, remediation costs, potential litigation, regulatory enforcement proceedings and heightened regulatory scrutiny.

Reputational risk

Capstone is subject to public scrutiny and negative publicity which may impact our public image and reputation and ultimately impact the social license to operate. Our reputation can be damaged by the actual or perceived occurrence of any number of events or societal trends.

Legal proceedings

From time to time, Capstone is involved in routine legal matters, including but not limited to, regulatory investigations, claims, lawsuits, contract disputes and other proceedings in the ordinary course of our business. There can be no assurances that these matters will not have a material effect on our business.

5 – DIVIDENDS AND DISTRIBUTIONS

We have not declared or paid any dividends or distributions on our common shares in the last three financial years and have no present intention of doing so, as we anticipate that all available funds will be invested to finance the growth of our business.

6 – DESCRIPTION OF CAPITAL STRUCTURE

6.1 General Description of Capital Structure

Capstone has an authorized capital of an unlimited number of common shares without par value, 399,597,765 of which were issued and outstanding as of March 18, 2019.

Common Shares

The holders of the common shares are entitled to receive notice of and to attend and vote at all meetings of the shareholders of Capstone and each common share confers the right to one vote in person or by proxy at all meetings of the shareholders. The holders of the common shares, subject to the prior rights, if any, of the holders of any other class of shares of Capstone, are entitled to receive such dividends in any financial year as the Board of Directors of Capstone may determine. In the event of liquidation, dissolution or winding-up of Capstone, whether voluntary or involuntary, the holders of the common shares are entitled to receive, subject to the prior rights, if any, of the holders of any other class of shares, the remaining property and assets of Capstone.

7 – MARKET FOR SECURITIES

Trading Price and Volume – Common Shares

Capstone’s common shares are listed for trading on the TSX under the symbol “CS”. The following table sets out the monthly price ranges and volumes of Capstone common shares on the TSX, as well as consolidated total monthly volume from all Canadian marketplaces, during the 12 months ended December 31, 2018 and up to the date of this Annual Information Form:

Month	Volume on the TSX	High (C\$) on the TSX	Low (C\$) on the TSX	Volume consolidated total from all Canadian Marketplaces
March 2019*	6,680,218	\$0.72	\$0.62	10,526,142
February 2019	9,743,842	0.71	0.54	16,353,276
January 2019	8,152,632	0.72	0.57	14,655,632
December 2018	10,157,296	0.68	0.48	15,952,371
November 2018	12,513,611	0.69	0.51	18,225,036
October 2018	14,277,983	0.80	0.48	34,101,087
September 2018	7,270,921	0.84	0.75	12,283,205
August 2018	7,628,993	0.99	0.77	15,919,008
July 2018	6,676,478	1.04	0.89	14,728,665
June 2018	10,533,583	1.28	0.97	17,864,845
May 2018	9,146,906	1.24	1.06	16,055,546
April 2018	6,934,405	1.28	1.11	18,357,517
March 2018	10,694,129	1.40	1.16	27,676,520
February 2018	13,454,873	1.48	1.27	31,263,725
January 2018	11,314,962	1.62	1.30	27,749,484

* includes data from March 1 to March 18, inclusive.

Source: Bloomberg

8 – DIRECTORS AND OFFICERS

8.1 Name and Occupation

As of the date of this AIF, the directors and executive officers of Capstone are as follows:

Name and Address	Office held with Capstone	Principal Occupation during past five years	Director Since ^[1]
George L. Brack ^{[2][4]} British Columbia, Canada	Chairman and Director	Currently the Chairman of Capstone; and a director of Wheaton Precious Metals Corp. and Alio Gold Inc.	May 19, 2009
Robert J. Gallagher ^{[3][4]} British Columbia, Canada	Director	A director of Yamana Gold Inc., Southern Arc Minerals Inc., Japan Gold Corp. and BC Hydro (a crown corporation); former director and President & CEO of New Gold Inc.; and former director of Dynasty Gold Corp.	November 1, 2016
Jill V. Gardiner ^{[2][5]} British Columbia, Canada	Director	Financial consultant and corporate director; a director of Capital Power Corporation; previously served as chair of the board for Turquoise Hill Resources Ltd.; and former director of SilverBirch Hotels & Resorts, Timber Investments Ltd. and Parkbridge Lifestyle Communities Inc (a private corporation).	November 1, 2016
Kalidas Madhavpeddi ^{[3][4][5]} Arizona, US	Director	President, Azteca Consulting LLC from 2006 and corporate director; a director of Trilogy Metals Inc. and Novagold Resources Inc.; and from 2008 to 2018, former CEO of CMOC International, a global producer of copper, cobalt, niobium, phosphate and gold.	June 1, 2012
Yong Jun Park ^[3] Ontario, Canada	Director	Director & Secretary of KORES Canada Corporation, a wholly owned subsidiary of Korea Resources Corporation since 2015 and corporate director.	April 25, 2018
Dale C. Peniuk ^{[2][5]} British Columbia, Canada	Director	Chartered Professional Accountant (CPA, CA) and corporate director; a director of Argonaut Gold Inc., Lundin Mining Corporation and Miramont Resources Corp.	May 19, 2009
Darren M. Pylot British Columbia, Canada	President and CEO and Director	President and CEO of the Company and a director of the Company since October 2003; and a director of Zena Mining Corp.	October 23, 2003
Richard N. Zimmer ^{[3][4]} British Columbia, Canada	Director	A director of Alexco Resource Corp. and chairman of Ascot Resources Ltd.	June 20, 2011

^[1] Each director is appointed for a term of one year, which expires on the date of the annual meeting of shareholders of Capstone following his or her appointment. Capstone's next annual meeting is scheduled to be held on April 25, 2019.

^[2] Member of the Human Resource & Compensation Committee

^[3] Member of the Technical, Health, Environmental, Safety & Sustainability Committee

^[4] Member of the Corporate Governance & Nominating Committee

^[5] Member of the Audit Committee

Name and Address	Office held	Principal Occupation during past five years
Jason P. Howe British Columbia, Canada	Vice President, Corporate Development	Vice President, Corporate Development since October 2016; previously Vice President, Business Development from March 2009 to October 2016; President & CEO of Zena Mining since 2008.
Paul V. Jones British Columbia, Canada	Vice President, Business Development and Investor Relations	Vice President, Business Development and Investor Relations since January 2019; previously Senior Director, Business Development from October 2016 to December 2018, Director, Business Development & Operations Analyst from January 2015 to October 2016, and Operations Business Analyst from June 2014 to January 2015.
Wendy A. King British Columbia, Canada	Vice President, Legal, Risk and Governance and Corporate Secretary	Vice President, Legal, Risk and Governance since February 2014 and Corporate Secretary since March 2015; previously Senior Vice President Government Relations, General Counsel, Chief Compliance Officer and Corporate Secretary for Central 1 Credit Union from March 2012 to February 2014.
Brad J. Mercer Alberta, Canada	Senior Vice President, Operations & Exploration	Senior Vice President, Operations & Exploration since January 2019; previously Senior Vice President, Exploration from March 2013 to December 2018.
Raman S. Randhawa British Columbia, Canada	Chief Financial Officer	Chief Financial Officer since January 2019; previously Vice President, Finance, Financial Planning and Analysis from April 2018 to December 2018; previously Vice President of Business Planning, Vice President Business Performance & Reporting and Vice President Finance, Operations for Goldcorp Inc., from 2013 to 2018.

Note: Cindy Burnett held the position of Vice President, Investor Relations and Communications from September 2012 to December 2018, Gregg Bush held the position of Senior Vice President & Chief Operating Officer from May 2010 to December 2018, Gillian McCombie held the position of Vice President, Human Resources from March 2013 to December 2018 and D. James Slattery held the position of Senior Vice President & Chief Financial Officer from July 2013 to December 2018.

Ownership of Securities by Directors and Officers

As at March 18, 2019, the directors and executive officers as a group beneficially owned or exercised control or direction over, directly or indirectly, an aggregate of 6,931,346 Capstone common shares, representing approximately 1.73% of the issued and outstanding common shares of Capstone.

To the knowledge of Capstone, after reasonable enquiry, no director or officer of Capstone is, as at the date of this Annual Information Form, or was within 10 years before the date of this Annual Information Form, a director, chief executive officer or chief financial officer of any company that: (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period for more than 30 consecutive days (together, an “**order**”), that was issued while the director or officer was acting in the capacity as director, chief executive officer or chief financial officer; or (b) was subject to an order that was issued after the director or officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of Capstone, after reasonable enquiry, no director or officer of Capstone, or a shareholder holding a sufficient number of securities of Capstone to affect materially the control of Capstone: (a) is as at the date of this Annual Information Form, or has been within the 10 years before the date of this Annual Information Form, a director or officer of any company that, while that person was acting in that capacity, or within a year of that person was acting in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or (b) has, within the 10 years before the date of this Annual Information Form, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, executive officer or shareholder.

To the knowledge of Capstone, after reasonable enquiry, no director or officer of Capstone, or a shareholder holding a sufficient number of securities of Capstone to affect materially the control of Capstone has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

8.2 Conflicts of Interest

Certain of our directors and officers serve or may agree to serve as directors or officers of other reporting companies, including public companies as noted in 8.1 above, or have significant shareholdings in other reporting companies and, to the extent that such other companies may participate in ventures in which we may participate, our directors may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. In the event that such a conflict of interest arises at a meeting of our directors, a director who has a conflict abstains from voting for or against the approval of such participation or such terms and such director will not participate in negotiating and concluding terms of any proposed transaction. From time to time, several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. Under the laws of the Province of British Columbia, the directors of Capstone are required to act honestly, in good faith and in the best interests of Capstone. In determining whether or not we will participate in a particular program and the interest therein

to be acquired by it, the directors will primarily consider the degree of risk to which we may be exposed and our financial position at that time. See also “[Risk Factors](#)”.

9 – AUDIT COMMITTEE INFORMATION

9.1 Audit Committee Terms of Reference

The full text of our Audit Committee Terms of Reference is included as Schedule “A” to this Annual Information Form.

9.2 Composition of the Audit Committee and Relevant Education and Experience

As of the date of this AIF, our Audit Committee consists of three members all of whom are independent and financially literate as defined by National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”). The name, relevant education and experience of each Audit Committee member is outlined below:

Dale C. Peniuk (Chair)

Mr. Peniuk is a Chartered Professional Accountant (CPA, CA) and corporate director. In addition to Capstone, Mr. Peniuk currently serves on the board and as Audit Committee Chair of Lundin Mining Corporation, Argonaut Gold Inc. and Miramont Resources Corp. and has been on the board and chair of the audit committee of numerous other Canadian public mining companies since 2006. Mr. Peniuk obtained a B.Comm from the University of British Columbia in 1982 and his Chartered Accountant designation from the Institute of Chartered Accountants of British Columbia (now the Chartered Professional Accountants of British Columbia) in 1986, and spent more than 20 years with KPMG LLP, Chartered Accountants (now KPMG LLP, Chartered Professional Accountants) and predecessor firms, the last 10 of which as an assurance partner with a focus on mining companies.

Jill V. Gardiner

Ms. Gardiner is a corporate director and has a financial consulting practice. In addition to Capstone, Ms. Gardiner currently serves on the board of Capital Power Corporation. Previously, Ms. Gardiner spent over 20 years in the investment banking industry, most recently as Managing Director and Regional Head, British Columbia, for RBC Capital Markets. She also held various positions in corporate finance, mergers and acquisitions and debt capital markets as well as serving as Head of the Forest Products Group and Head of the Global Utilities Group. Prior to joining the investment banking industry, Ms. Gardiner was Senior Project Manager at the Ontario Energy Board and was also a lecturer at the University of Victoria, School of Business. Ms. Gardiner has an MBA and BSc from Queen’s University. Ms. Gardiner has extensive experience analyzing and evaluating financial statements as both a director and as Managing Director of RBC Capital Markets.

Kalidas Madhavpeddi

Mr. Madhavpeddi is President of Azteca Consulting LLC, former advisor to China Molybdenum Inc., former Senior Vice President of Business Development at Phelps Dodge Corporation, former President of Phelps Dodge Wire and Cable, former Senior Vice President of Phelps Dodge Sales Company and other various technical and engineering positions. In addition to Capstone, Mr. Madhavpeddi currently serves on the board of Trilogy Metals Inc. and NovaGold Resources Inc. He holds a M.S., Industrial Management and Engineering from the University of Iowa, and a B.S., Civil Engineering from the Indian Institute of Technology in Madras, India and completed the Advanced Management Program at Harvard Business School. Mr. Madhavpeddi has extensive experience analysing and evaluating financial statements as both a director and senior vice president of public companies.

9.3 Audit Committee Oversight

At no time since the commencement of our most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

9.4 Pre-Approval Policies and Procedures

The Audit Committee pre-approves all non-audit services provided by our external auditor and has established policies and procedures accordingly. When a new service is proposed by Capstone's external auditor, management confirms with the audit engagement partner that there is no independence concern related to the proposed service. Once it is confirmed by the audit engagement partner and the Chair of the Audit Committee that the proposed service(s) would not impair the auditor's independence, the matter is raised to the Audit Committee for approval before management proceeds with engaging the external auditor to perform the proposed service(s).

9.5 External Auditors Service Fees (By Category)

The aggregate fees billed by our external auditors in the last two fiscal years ended December 31, 2018 and 2017 are as follows:

Year Ending	Audit Fees ¹	Audit-Related Fees ²	Tax Fees ³	All Other Fees ⁴
December 31, 2018	C\$912,000	C\$144,000	C\$160,000	C\$345,000
December 31, 2017	C\$953,000	C\$55,000	C\$143,000	C\$81,000

¹This amount includes the fees billed for the audit of the annual consolidated financial statements and for the review of the interim condensed consolidated financial statements.

²This amount relates to the Minto specified procedures and standalone audit work during 2018 and the 2017 IFRS technical accounting advisory fees billed related to the audit. These fees have been approved by the Audit Committee.

³The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning. All fees for tax compliance, tax advance and tax planning have been approved by the Audit Committee.

⁴The aggregate fees billed that are not "Audit Fees", "Audit-Related Fees" or "Tax Fees". These fees in 2018 related primarily to IT and Human Resources strategy advisory services, and the fees in 2017 related primarily to month end and Corporate transformation strategy advisory services. All fees for other professional services have been approved by the Audit Committee.

10 – LEGAL PROCEEDINGS AND REGULATORY ACTIONS

Legal Proceedings

Capstone was not subject to any material legal proceedings throughout the recently completed financial year. Capstone is, from time to time, involved in legal claims, proceedings and complaints arising in the ordinary course of business. While the outcome of these legal proceedings cannot be predicted with certainty, we believe that any adverse decision in such proceedings or complaints will not have a material adverse effect on the financial condition or operations of Capstone. The directors and the management know of no contemplated or pending proceedings against anyone that might materially adversely affect our financial condition or results of operations.

Regulatory Actions

Capstone is not subject to:

- any penalties or sanctions imposed against Capstone by a court relating to securities legislation or by a securities regulatory authority during the financial year ended December 31, 2018; or
- any other penalties or sanctions imposed by a court or regulatory body against Capstone that would likely be considered important to a reasonable investor in making an investment decision; or
- settlement agreements Capstone entered into before a court relating to securities legislation or with a securities regulatory authority during the financial year ended December 31, 2018.

11 – INTEREST OF MANAGEMENT AND OTHERS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no director, executive officer or principal shareholder of Capstone, or any associate or affiliate of the foregoing, have had any material interest, direct or indirect, in any transaction within the three most recently completed financial years or during the current financial year prior to the date of this Annual Information Form that has materially affected or will materially affect Capstone.

12 – TRANSFER AGENT AND REGISTRAR

Computershare Investor Services Inc., at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia V6C 3B9, is the transfer agent and registrar of our common shares, and Computershare Investor Services Inc., at 11th Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, is the co-transfer agent and registrar.

13 – MATERIAL CONTRACTS

Material contracts, other than contracts entered into in the ordinary course of business, that were entered into by Capstone between January 1, 2018 and as of the date of this AIF, or before that time, but that are still in effect are listed below:

1. Shareholders' Agreement between the Company, KORES, Korea Chile Mining Corporation and 0908113 BC Ltd. dated June 17, 2011 with respect to the ownership of the Santo Domingo Project. This agreement governs the conduct of the business and affairs of 0908113 B.C. Ltd. and the relationship of the parties, and provides restrictions on transfer of title and ownership of shares. A copy of the Shareholders' Agreement is available on SEDAR at www.sedar.com.
2. The Third Amended and Restated Credit Agreement ("**the RCF**") between Capstone, The Bank of Nova Scotia, Canadian Imperial Bank of Commerce, Wells Fargo Bank N.A., Canadian Branch, Citibank, N.A., Canadian Branch, Bank of Montreal, Export Development Canada, and ING Capital LLC was amended effective April 19, 2017. The RCF was amended as follows
 - The maturity of the RCF was extended from January 16, 2019 to April 19, 2021;
 - The credit limit was reduced to \$350 million on April 19, 2017 with an annual \$25 million reduction of the credit limit on each anniversary of the facility to \$275 million on April 19, 2020;
 - The current pricing grid (starting at LIBOR + 2.5% and increasing to LIBOR + 3.5% based on the total leverage ratio) was maintained until March 31, 2019, after which date pricing increases to LIBOR + 3.0% (adjustable to LIBOR + 4.5% depending on the total leverage ratio); and,
 - The accordion feature of \$60 million was cancelled.

A copy of the RCF and the related amendment is available on SEDAR at www.sedar.com.

3. On February 14, 2018, Capstone entered into a definitive Share Purchase Agreement (the "**Agreement**") pursuant to which it has agreed to sell its subsidiary which owns the Minto Mine to Pembridge Resources plc ("**Pembridge**") (the "**Transaction**"). However, Pembridge was unable to obtain the financing required to complete the Transaction and as a result, the Agreement was terminated on October 10, 2018.

14 – INTERESTS OF EXPERTS

14.1 Names of Experts

Deloitte LLP, Chartered Professional Accountants ("**Deloitte**"), Capstone's independent auditors, have prepared an auditors' report dated February 12, 2019, on Capstone's annual consolidated financial statements as of and for the years ended December 31, 2018 and December 31, 2017 which have been filed on SEDAR. Deloitte have confirmed they are independent of Capstone within the meaning of the Rules of Professional Conduct of the Chartered Professional Accountants of British Columbia.

The following persons or companies have prepared or certified a statement, report or valuation in this Annual Information Form, and whose profession or business gives authority to the statement, report or valuation made by the person or company: Chris Martin, CEng MIMMM, Gregg Bush, P.Eng., Jenna Hardy, P.Geo., Humberto Preciado, PhD, P.E., Kenneth Major, P.Eng., Darren Kennard, P.Eng., Tucker Jensen, P.Eng., Vivienne McLennan, P.Geo., Corolla Hoag, CPG, SME-RM, Garth Kirkham, P.Geo., FGC, Claydon Craig, P.Geo., John Marek, PE, Tony Freiman, PE, Carlos Guzman, F.AusIMM, David W. Rennie, P.Eng., Joyce Maycock, P.Eng., Antonio Luraschi, CMC, Marcial Mendoza, CMC, Dr. Mario Bianchin, P. Geo., Roy Betinol, P.Eng., Roger Amelunxen, P. Eng., Michael Gingles, QP MMSA and Tom Kerr, P.Eng.

14.2 Interests of Experts

Except as listed below, none of the experts named under “Names of Experts”, when or after they prepared the statement, report or valuation, has received or holds any registered or beneficial interests, direct or indirect, in any securities or other property of Capstone or of one of Capstone’s associates or affiliates (based on information provided to us by the experts) or is or is expected to be elected, appointed or employed as a director, officer or employee of Capstone or of any of our associates or affiliates.

Douglas McIlveen, Vivienne McLennan, Kevin Cymbalisky and Gregg Bush beneficially own, directly or indirectly, less than one percent of the outstanding common shares of the Company.

Tucker Jensen and Vivienne McLennan are employees of Capstone, and Claydon Craig is an employee of Pinto Valley Mining Corp.

15 – ADDITIONAL INFORMATION

Additional information relating to Capstone may be found on SEDAR at www.sedar.com, including financial and other information in our consolidated financial statements and management’s discussion and analysis for the year ended December 31, 2018, under “Capstone Mining Corp.”

Additional information, including directors’ and officers’ remuneration and indebtedness, principal holders of Capstone’s securities, and securities authorized for issuance under equity compensation plans is contained in Capstone’s Information Circular for our most recent annual general meeting of security holders that involved the election of directors.

SCHEDULE A

AUDIT COMMITTEE

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

1. PURPOSE

The overall purpose of the Audit Committee of Capstone Mining Corp. (“Capstone”) is to assist the Board of Directors (the “Board”) in fulfilling its oversight responsibilities related to the quality and integrity of financial reporting, including ensuring fair presentation of the financial position and results of operations of Capstone in accordance with Canadian generally accepted accounting principles. The Audit Committee will also ensure that management has designed and implemented an effective system of internal financial controls and review their compliance with regulatory and statutory requirements as they relate to consolidated financial statements, taxation matters and disclosure of material facts.

2. COMPOSITION

- A. The Audit Committee shall consist of at least three members of the Board, all of whom shall be “independent directors”, as that term is defined in National Instrument 52-110, “Audit Committees”.
- B. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- C. The Board shall have appointed the chair of the Audit Committee on an annual basis.
- D. All of the members of the Audit Committee shall be “financially literate” (i.e. able to read and understand a set of financial statements that present a breadth and level of complexity of the issues that can reasonably be expected to be raised by Capstone’s consolidated financial statements).
- E. The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Corporate Secretary, unless otherwise determined by the Audit Committee.
- F. The quorum for meetings shall be a majority of the members of the Audit 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

- A. The overall duties and responsibilities of the Audit Committee shall be as follows:
 - i. To assist the Board in the discharge of its responsibilities relating to accounting principles, reporting practices and internal controls and its approval of Capstone’s annual and quarterly consolidated financial statements;
 - ii. To ensure that management has designed, implemented and is maintaining an effective system of internal financial controls;
 - iii. To assist the Board in the fulfilment of its enterprise risk management oversight specifically relating to financial risks affecting Capstone, including but not limited to the significant financial risks identified by management in Capstone’s corporate risk register

and the significant financial risks disclosed in Capstone's continuous and other public disclosure documents such as the interim and annual financial statements, the interim and annual management's discussion and analysis, and the annual information form; and

- iv. To report regularly to the Board in the fulfilment of its duties and responsibilities.
- B. The duties and responsibilities of the Audit Committee as they relate to the external auditors shall, in general, be to oversee the work of the external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for Capstone, including the resolution of disagreements between management and the external auditor regarding financial reporting. Specifically, these duties and responsibilities include the following:
- i. To recommend to the Board a firm of external auditors to be engaged by Capstone, and to consider the independence of such external auditors;
 - ii. To review and pre-approve the audit and any other services rendered by the external auditors and review the fee, scope and timing of these services;
 - iii. To review the audit plan of the external auditors prior to the commencement of the audit;
 - iv. To review with the external auditors, upon completion of their audit, the following:
 - a) content of their report to the Audit Committee;
 - b) scope and quality of the audit work performed;
 - c) adequacy of Capstone's financial and auditing personnel;
 - d) co-operation received from Capstone's personnel during the audit;
 - e) significant transactions outside of the normal business of Capstone;
 - f) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems;
 - g) any significant changes to their audit plan; and
 - h) any serious difficulties or disputes with management encountered during the audit;
 - v. To discuss with the external auditors the quality and not just the acceptability of accounting principles;
 - vi. To implement structures and procedures to ensure that the Audit Committee meets the external auditors on a regular basis in the absence of management;
 - vii. To review the performance of the external auditors, making recommendations to the auditors, to management and/or to the Board as appropriate; and
 - viii. To review and approve hiring policies for employees or former employees of the past and present external auditors.
- C. The duties and responsibilities of the Audit Committee as they relate to the internal control procedures are to:
- i. Review and approve the internal control assessment plan;

- ii. Review any significant findings and recommendations, and management's response thereto;
- iii. Review the appropriateness and effectiveness of the policies and business practices which impact on the financial integrity of Capstone, including those relating to internal auditing, accounting, information services and systems and financial controls, management reporting and risk management;
- iv. Review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls;
- v. Review all material written communications between the external auditors and management; and
- vi. Periodically review the financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

D. The Audit Committee is also charged with the responsibility to:

- i. Review the quarterly financial statements and associated MD&A and earnings release and recommend approval to the Board with respect thereto;
- ii. Review and approve the financial sections of:
 - a) the annual report to shareholders;
 - b) the annual information form;
 - c) prospectuses and other offering documents; and
 - d) other public reports requiring approval by the Board and report to the Board with respect thereto;
- iii. Review regulatory filings and decisions as they relate to the consolidated financial statements;
- iv. Review the appropriateness of the policies and procedures used in the preparation of the consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- v. Review and report on the integrity of the consolidated financial statements;
- vi. Review the minutes of any audit committee meetings of subsidiary companies;
- vii. Review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results and the manner in which such matters have been disclosed in the consolidated financial statements;
- viii. Review the compliance with regulatory and statutory requirements as they relate to consolidated financial statements, tax matters and disclosure of material facts;
- ix. Receive a report annually from management of all accounting firms employed, other than the principal external auditors, with such report to include the nature of the services performed and the fees charged;

- x. Develop a calendar of activities to be undertaken by the Audit Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders;
- xi. Establish and periodically review procedures for:
 - a) the receipt, retention and treatment of complaints received regarding accounting, internal accounting controls, or auditing matters; and
 - b) the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters; and
- xii. Review the adequacy of the Terms of Reference annually, proposing modifications as appropriate.

4. RESPONSIBILITIES OF THE COMMITTEE CHAIR

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

- A. Working with the Chairman of the Board, the Chief Financial Officer and the Corporate Secretary to establish the frequency of the Audit Committee meetings;
- B. Providing leadership to the Audit Committee and presiding over Audit Committee meetings;
- C. Facilitating the flow of information to and from the Audit Committee and fostering an environment in which Audit Committee members may ask questions and express their viewpoints;
- D. Reporting to the Board with respect to the significant activities of the Audit Committee and any recommendations of the Audit Committee;
- E. Leading the Audit 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 Audit Committee carries out its core responsibilities under its terms of reference.

5. AUTHORITY

- A. The Audit Committee shall have access to such officers and employees and to such information respecting Capstone, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
- B. The external auditors shall have a direct line of communication to the Audit Committee through its Chair and may bypass management if deemed necessary. The Audit Committee, through its Chair, may contact directly any Capstone employee as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.
- C. The Audit Committee shall have authority to engage independent counsel, consultants and other advisors at the expense of Capstone, as it determines to be necessary or advisable to carry out its duties and responsibilities, including setting and authorizing the payment of the

compensation for any advisors employed by the Audit Committee, and to communicate directly with the internal and external auditors.

6. ACCOUNTABILITY

- A. The Audit Committee Chair has the responsibility to make periodic reports to the Board, as requested, on financial reporting and internal financial control matters relative to Capstone.
- B. The Audit 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 Audit Committee shall be conducted as follows:

- A. The Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the Chair of the Audit Committee. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
- B. Notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting;
- C. The external auditors shall receive notice of and have the right to attend all meetings of the Audit Committee;
- D. Agendas for meetings of the Audit Committee shall be developed by the Chair of the Audit Committee in consultation with management and the Corporate Secretary, and should be circulated to Audit Committee members one week prior to Audit Committee meetings;
- E. The following management representatives shall be invited to attend all meetings, except executive sessions and private sessions with the external auditors:
 - i. Chief Executive Officer;
 - ii. Chief Operating Officer; and
 - iii. Chief Financial Officer;
- F. Other management representatives shall be invited to attend as necessary;
- G. A member of the Audit Committee may be designated as the liaison member to report on the deliberations of the Audit Committee to the Board; and
- H. All meetings shall include an in-camera session of independent directors without management present.