

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. Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the external auditors;
- x. 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;
- xi. 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;
- xii. 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
- xiii. 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.