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Kodiak Copper Announces \$7 Million Private Placement

September 3, 2025 – Vancouver, British Columbia – Kodiak Copper Corp. (the “**Company**” or “**Kodiak**”) (TSX-V: KDK, OTCQB: KDKCF, Frankfurt: 5DD1) announces that it has entered into an agreement with Canaccord Genuity Corp. as lead underwriter (the “**Underwriter**”), in connection with a “bought deal” private placement for aggregate gross proceeds to the Company of approximately \$7 million (the “**Underwritten Offering**”). The Underwritten Offering consists of:

- (i) 5,000,000 charity flow-through units (the “**Charity FT Units**”) that will be issued as part of a charity arrangement, each of which Charity FT Unit will consist of one common share of the Company (a “**Common Share**”) and one-half of one transferrable Common Share purchase warrant (each whole warrant, a “**Warrant**”), both of which will qualify as “flow-through shares” (within the meaning of subsection 66(15) of the *Income Tax Act* (Canada)), at a price of \$1.00 per Charity FT Unit (“**Charity FT Unit Issue Price**”) for gross proceeds of \$5 million; and
- (ii) 3,226,000 units (the “**HD Units**”), that will consist of one non-flow-through Common Share and one-half of one transferrable Common Share purchase warrant (each whole warrant, a “**Warrant**”) at a price of \$0.62 per HD Unit (the “**HD Unit Issue Price**”) for gross proceeds of approximately \$2 million.

The Company has granted the Underwriters an option to purchase additional Charity FT Units (the “Underwriters' Option”, and together with the Underwritten Offering, the “Offering”) for additional gross proceeds of up to \$1,050,000, exercisable in whole or in part at any time up to 48 hours prior to the closing date of the Offering.

Each Warrant issuable under the Offering will entitle the holder to purchase one non-flow-through Common Share at an exercise price of \$0.95 for a period of 24 months following the closing date

The net proceeds from the issue of the HD Units will be used for working capital, general corporate purposes and the advancement of the Company’s project in Arizona. The Company will use an amount equal to the gross proceeds received by the Company from the sale of the Charity FT Units, pursuant to the provisions in the *Income Tax Act* (Canada), to incur eligible “Canadian exploration expenses” that qualify as “flow-through critical mineral mining expenditures” as both terms are defined in the *Income Tax Act* (Canada) (the “**Qualifying Expenditures**”) related to the Company's projects in British Columbia, on or before December 31, 2026, and to renounce all the Qualifying Expenditures in favour of the subscribers of the Charity FT Units effective December 31, 2025. In the event that the Company is unable to renounce the Qualifying Expenditures and/or the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each Charity FT Unit subscriber for any additional taxes payable by such subscriber as a result of the Company’s failure to renounce the Qualifying Expenditures as agreed.

The Offering is expected to close on or about September 25, 2025, or such other date as the Company and the Underwriter may agree and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the conditional acceptance of the TSX-V. The securities issued to subscribers in the Offering will be subject to a hold period of four months and one day pursuant to applicable Canadian securities laws.

Certain insiders and shareholders of the Company are expected to participate in the Offering and the participation of insiders will be considered a related party transaction subject to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under subsections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that participation in the Offering by insiders will not exceed 25% of the Company’s market capitalization..

The securities described herein have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does not constitute an offer to acquire securities in any jurisdiction.

On behalf of the Board of Directors
Kodiak Copper Corp.

Claudia Tornquist
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About Kodiak Copper

Kodiak is focused on its 100% owned copper porphyry projects in Canada and the USA that have been historically drilled and present known mineral discoveries with the potential to hold large-scale deposits. Kodiak Copper's most advanced asset is the 100% owned MPD copper-gold porphyry project in the prolific Quesnel Terrane in south-central British Columbia, Canada, a mining district with producing mines and excellent infrastructure. MPD exhibits all the hallmarks of a major, multi-centered porphyry district with the potential to become a top-tier mine. To date, drilling has outlined seven substantial mineralized zones across the property, and Kodiak is delivering an Initial Resource estimate for MPD in 2025. The estimate for the first four mineralized zones has already highlighted the project's scale and potential. Drill results on the remaining three zones from Kodiak's 2025 exploration program will be incorporated into the full Initial Resource estimate, expected by year end. With known mineralized zones open to expansion and multiple untested targets, Kodiak continues to systematically explore the district-scale potential of MPD to build critical mass and make the next discovery.

Kodiak's founder and Chairman is Chris Taylor who is well-known for his gold discovery success with Great Bear Resources. Kodiak is also part of Discovery Group led by John Robins, one of the most successful mining entrepreneurs in Canada.

Neither TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this release.

Forward-Looking Statement (Safe Harbor Statement): This press release contains forward looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward looking statements. In particular, this press release contains forward looking statements concerning the Offering, including the proposed use of proceeds, the closing date of the Offering, the tax treatment of the Charity FT Units and the expected receipt of regulatory and stock exchange approvals. Although the Company believes that the expectations and assumptions on which the forward looking statements are based are reasonable, undue reliance should not be placed on the forward looking statements because the Company cannot give any assurance that they will prove correct. Since forward looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks, many of which are beyond the Company's ability to control or predict. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to, conditions in the equity financing markets, stock market volatility, unquantifiable risks related to government actions and interventions, the termination of any agreement governing the Offering, changes in laws or permitting requirements, failure to obtain necessary regulatory approvals as well as those risks identified in the Company's annual Management Discussion & Analysis.

Management has provided the above summary of risks and assumptions related to forward looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward looking statements are made as of the date of this press release, and, other than as required by applicable securities

laws, the Company disclaims any intent or obligation to update publicly any forward looking statements, whether as a result of new information, future events or results or otherwise.