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## **Kodiak Closes Oversubscribed \$8 Million Bought Deal Private Placement, Including Full Exercise of Underwriters' Option**

**September 25, 2025 – Vancouver, British Columbia** – Kodiak Copper Corp. (the “**Company**” or “**Kodiak**”) (TSX-V: KDK, OTCQB: KDKCF, Frankfurt: 5DD1) announces that it has closed its oversubscribed bought deal financing previously announced on September 3<sup>rd</sup>, 2025, with Canaccord Genuity Corp. as lead underwriter and sole bookrunner, on behalf of a syndicate of underwriters including Cormark Securities Inc. and Paradigm Capital Inc. (the “**Underwriters**”), for aggregate gross proceeds to the Company of \$8,050,120, which includes the exercise in full of the Underwriters’ option (the “**Offering**”).

Pursuant to the Offering, a total of:

- (i) 6,050,000 charity flow-through units (the “**Charity FT Units**”) were issued as part of a charity arrangement, each of which Charity FT Unit consisted 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**”), each of which 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 for gross proceeds of \$6,050,000; and
- (ii) 3,226,000 units (the “**HD Units**”, and together with the Charity FT Units, the “**Units**”) were issued, each of which HD Unit consisted of one non-flow-through Common Share and one-half of one Warrant at a price of \$0.62 per HD Unit for gross proceeds of \$2,000,120.

Each Warrant entitles 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.

Kodiak’s largest shareholder Konwave AG, a prominent European resource fund, participated in the financing, maintaining its proportionate equity ownership in the Company.

Claudia Tornquist, President and CEO of Kodiak said, “We are very pleased with the strong demand from new investors for this financing, as well as the confidence and support shown by our existing shareholders. With a solid balance sheet, we can now confidently accelerate work at our MPD Project in southern British Columbia. The announcement of our maiden resource, expected later this year will be an important catalyst and stepping stone as we move into the next phase of growth. With significant scope to expand the resource, as well as many opportunities for further discoveries on this highly prospective property, I am excited about what lies ahead for Kodiak and look forward to delivering meaningful value for our shareholders.”

In consideration for their services, the Company paid to the Underwriters a cash fee equal to 6% of the gross proceeds of the Offering (reduced to 3% for certain orders on a “**President’s List**”). The Company also issued to the Underwriters non-transferable common share purchase warrants (the “**Compensation Warrants**”) equal to 6.0% of the number of Units sold in the Offering (reduced to 3% for certain orders on the President’s List). Each Compensation Warrant entitles 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.

All securities issued under the Offering are subject to a four-month hold period ending on January 26, 2026. The Offering remains subject to final acceptance of the TSX Venture Exchange (“**TSX-V**”).

Insiders of the Company subscribed for a total of 79,000 HD Units for aggregate gross proceeds of \$48,980. The participation of insiders in the Offering constitutes a “related party transaction”, within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”). The Company has relied on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, in respect of the related party participation in the Offering, as neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the transaction, insofar as it involved the interested party, exceeded 25% of the Company’s market capitalization (as determined under MI 61-101).

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) and, if applicable, as a “BC flow-through mining expenditure” as defined in the *Income Tax Act* (British Columbia) (the “**Qualifying Expenditures**”) on the Company’s project 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.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. 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*

President & CEO

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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 Initial Resource estimate for the first four mineralized zones announced in June 2025, 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 tax treatment of the Charity FT Units and the expected receipt of regulatory and stock exchange approvals, and the expectation of the Company that it will deliver an Initial Resource Estimate by year end. 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, unquantifiable risks related to government actions and interventions, 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.*