

# Kutcho Copper Closes Oversubscribed Financing for \$1.44 Million

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Vancouver, January 10, 2024 - [Kutcho Copper Corp.](#) (TSXV: KC) (OTCQX: KCCFF) ("Kutcho Copper" or the "Company") announces that it has closed the previously announced non-brokered private placement (the "Private Placement" or "Offering") for total gross proceeds of \$1,440,000. The Company has issued 14,400,000 units ("Units") at a price of \$0.10 per Unit.

Each Unit will consist of one common share in the capital of the Company (each, a "Common Share") and one transferable common share purchase warrant (each a "Warrant") exercisable at a price of \$0.20 per common share (each a "Warrant Share") for a period of 24 months from the closing date, subject to accelerated expiry as described herein.

If the closing price of the Company's Common Shares on the TSX Venture Exchange (or such other principal exchange on which the Common Shares may be traded at such time) is equal to or greater than \$0.35 for a period of 10 consecutive trading days, the Company may (but is not required to), at its sole discretion, accelerate the expiry date of Warrants to the date which is 15 days following the date upon which notice of the accelerated expiry date is provided by the Company to the holders of the Warrants (given by way of news release).

All securities issued under the Private Placement are subject to a hold period of four months and one day from closing. In addition to the statutory hold period, 7,200,000 Common Shares forming part of the Units were applied contractual restrictions on transfer of 6 months and the remaining 7,200,000 Common Shares were applied contractual restrictions on transfer of 12 months. The Warrants issued under the Private Placement were applied a contractual restriction of 6 months, and any Warrants exercised into Warrant Shares during this 6 month period, will also bear a restriction until 6 months from the Private Placement closing. The Private Placement is subject to final TSX Venture Exchange ("TSXV") approval.

In connection with the closing, the Company agreed to pay cash finder's fees of \$57,260 and issue 572,600 finder warrants, each finder warrant exercisable to purchase one common share for 12 months at a price of \$0.20 per common share. The finders warrants are subject to same resale provisions noted above.

The Company intends to use the net proceeds raised from the sale of Units to advance the Kutcho Project and for general administrative and working capital expenses.

Certain directors and officers of the Company have participated in Private Placement which participation constitutes a related-party transaction, as defined under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions. The issuance of the Units is exempt from the formal valuation requirements of Section 5.4 of MI 61-101, pursuant to Subsection 5.5(a) of MI 61-101, and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101, pursuant to Subsection 5.7(1)(a) of MI 61-101.

The securities to be offered pursuant to the Offering have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

Vince Sorace  
President & CEO, [Kutcho Copper Corp.](#)

For further information regarding [Kutcho Copper Corp.](#), please email [info@kutcho.ca](mailto:info@kutcho.ca) or visit our website at [www.kutcho.ca](http://www.kutcho.ca).

Neither the 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.

#### Cautionary Note Regarding Forward-Looking Statements

This news release contains certain statements that may be deemed "forward-looking statements" with respect to the Company within the meaning of applicable securities laws. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "intends" and similar expressions, or that events or conditions "will" or "would" occur. Although Kutcho Copper believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, are subject to risks and uncertainties, and actual results or realities may differ materially from those in the forward-looking statements. Forward looking statements are based on the reasonable beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by law, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

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