

Atacama Copper Corporation Announces Execution of Business Combination Agreement with TCP1 Corporation

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Vancouver, December 15, 2023 - [Atacama Copper Corp.](#) (TSXV: ACOP) ("Atacama Copper" or the "Company") is pleased to announce that, further to its press release dated October 26, 2023, it has entered into a business combination agreement dated December 15, 2023 (the "Business Combination Agreement") with TCP1 Corporation ("TCP1") and 1000723052 Ontario Corporation ("Subco"), a wholly-owned subsidiary of the Company, pursuant to which the Company will acquire all of the issued and outstanding shares of TCP1 in exchange for common shares of the Company which will result in the reverse takeover of the Company by TCP1 (the "Proposed Transaction"). The Company upon completion of the Proposed Transaction (referred to herein as the "Resulting Issuer") is expected to continue trading on the TSX Venture Exchange ("TSXV") as a tier 1 mining issuer under its current symbol "ACOP". Unless stated otherwise, all amounts referred to herein are in Canadian dollars.

Terms of the Proposed Transaction

Under the terms of the Business Combination Agreement, the Proposed Transaction will be completed by way of a three-cornered amalgamation under the laws of Ontario, whereby Subco and TCP1 will amalgamate, and the resulting amalgamated entity will continue as a wholly-owned subsidiary of the Company. Pursuant to the terms of the Business Combination Agreement, the Company will consolidate its share capital on the basis of one post-consolidation common share for each six (6) pre-consolidation common shares (the "Consolidation") and the holders of the issued and outstanding common shares of TCP1 ("TCP1 Shares") will receive 64.815 post-Consolidation common shares of Atacama Copper ("Resulting Issuer Shares") for each one (1) TCP1 Share held (the "Exchange Ratio"). An aggregate of approximately 41.7 million Resulting Issuer Shares will be issued to TCP1 shareholders, which includes shares that will be issued in connection with the exercise of certain TCP1 options. All other remaining options that may be outstanding at the time of completing the Proposed Transaction shall be exchanged in accordance with the Exchange Ratio for similar securities to purchase Resulting Issuer Shares on substantially the same terms and conditions.

Following completion of the Proposed Transaction, the Resulting Issuer will continue to hold Atacama Copper's Placeton/Caballo Muerto copper project in Chile and it will hold all of TCP1's assets. TCP1's portfolio includes the Cristina Project located in Chihuahua State, Mexico and the Yecora Project, located in Sonora State, Mexico, as more particularly described in the Company's press releases dated October 30, 2023.

Pursuant to the terms of the Business Combination Agreement, completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, completion of the Concurrent Financing (as defined below), the approval of the shareholders of the Company and TCP1, approvals of all regulatory bodies having jurisdiction in connection with the Proposed Transaction and approval of the TSXV for the listing of the Resulting Issuer Shares issuable in connection with the Proposed Transaction and other customary closing conditions. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

In connection with the completion of the Proposed Transaction, the Company anticipates issuing up to 216,049 Resulting Issuer Shares to certain directors and officers of Atacama Copper in satisfaction of accrued and unpaid salaries and it anticipates issuing up to 1,157,408 Resulting Issuer Shares to arm's length parties in satisfaction of financial advisory services provided to the Company.

Concurrent Financing

Prior to the closing of the Proposed Transaction, Atacama Copper shall complete the previously announced private placement of subscription receipts at a price of \$0.18 per subscription receipt for minimum net proceeds of CAD\$10,000,000 (the "Concurrent Financing") pursuant to an agreement with Cormark Securities Inc. and Stifel Canada as co-lead agents (the "Agents"). Each subscription receipt will convert into one pre-Consolidation common share of the Company immediately prior to the consummation of the Proposed Transaction. The Agents are entitled to a cash commission equal to 6.0% of the gross proceeds of the Concurrent Financing (3.0% of the gross proceeds from purchasers on the President's List). The Agents are entitled to compensation warrants equal to 6.0% of the aggregate number of subscription receipts sold under the Concurrent Financing (3.0% of the aggregate number of subscription receipts sold to purchasers on the President's List). Each Agents' compensation warrant will entitle the holder to acquire a Resulting Issuer Share at a price of \$0.18 (prior to giving effect to the Consolidation) for a period of 24 months following the completion of the Proposed Transaction. The net proceeds of the Concurrent Financing will be used to advance exploration programs across the combined portfolio, with particular focus on Cristina and Yecora, and for general corporate purposes.

The securities to be offered in the Concurrent Financing 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 news 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.

Principal Securityholders of the Resulting Issuer

Following closing of the Proposed Transaction, it is expected that, other than as set out below, no person or company will own of record or beneficially, directly or indirectly, or exercise control or direction over more than 10% of the shares of the Resulting Issuer Shares after giving effect to the Proposed Transaction:

Name	Number of Resulting Issuer Shares Owned, Controlled or Directed	Percentage of Resulting Issuer Shares
Trinity Capital Partners Corporation ⁽¹⁾	18,078,537	29.8%
Firelight Holdings Ltd. ⁽²⁾	7,145,374	11.1%

Notes

(1) Trinity Capital Partners Corporation is incorporated under the laws of the province of Ontario and is controlled by John Graham, Doug Bell, and Ron D'Ambrosio (all of whom are resident in the Province of Ontario).

(2) Firelight Holdings Ltd. is incorporated under the laws of the province of Ontario and is controlled by Pierre Lassonde (who is a resident in the Province of Ontario).

Proposed Directors and Senior Management Team

Upon completion of the Proposed Transaction, the following individuals will comprise the board of directors and management of the Resulting Issuer:

Tim Warman - President, Chief Executive Officer, Corporate Secretary, and Director

Mr. Warman is a mining executive and geologist with more than 30 years of experience ranging from early-stage exploration to production. He has held senior leadership roles and board positions with some of the industry's most successful companies including Fiore Gold, Continental Gold, Dalradian Resources and Aurelian Resources. Earlier in his career he held senior positions in mining and exploration companies in the Americas, Africa and Europe.

Mr. Warman is a graduate of the University of Manitoba (MSc) and McMaster University (BSc) and is a

member of the Association of Professional Geoscientists of Ontario.

Charlie Ronkos - EVP Exploration

Mr. Ronkos has 45 years of exploration experience mainly in the United States, Canada and Latin America. For more than 25 years he held executive positions with Goldcorp and Glamis Gold. As Vice President Exploration, he was associated with the discovery of over 40 million ounces of gold and 1.3 billion ounces of silver.

Mr. Ronkos is a graduate of Mackay School of Mines University of Nevada, Reno (MSc) and Wittenberg University (BA) and is a QP member of the Mining and Metallurgical Society of America.

Scott Hicks - Director

Mr. Hicks currently serves as Director of the Board and EVP Corporate Development of [Strategic Resources Inc.](#) and as VP Corporate Development and Communications of Lumina Gold Corp. Over the last 15 years he has worked on a variety of equity, debt and advisory assignments while working in Canada and Australia. He is a former investment banker working with RBC Capital Markets and BMO Capital Markets on their respective mining teams. He also served as VP Corporate Development of Anfield Gold Corp., which was merged to form Equinox Gold Corp and VP Corporate Development of [Luminex Resources Corp.](#), which is being acquired by [Adventus Mining Corp.](#) (Jan 2024 closing).

Mr. Hicks holds a Bachelor of Commerce with Honours from the University of British Columbia.

Shannon McCrae - Director

Ms. McCrae is a professional geologist and executive who brings over 25 years of experience in the resource industry. Her experience ranges from early-stage exploration to mine sites across multiple commodities, driving economic discoveries and delivering innovation.

She has recently been involved in mining and exploration through her company, Athena Geoscience and is a Board member of Boart Longyear. She was Director of Exploration and Growth for Barrick Gold, a global role operating as a member of the senior management team until 2019. Her experience also includes senior roles with De Beers Canada and as Vice President of Business Development with Novamera.

She holds an Honours Bachelor of Science degree in Geology (BSc) from Western University and is a registered Professional Geoscientist (P.GeO.) in Ontario.

Colinda Parent - Director

Ms. Parent is an investment banking specialist focused on the mining sector with extensive experience valuing and selling mining royalties and raising capital for junior mining companies through flow through shares, common shares and strategic partnerships with other mining companies. Transactions include advising Newmont Mining on the sale of 54 royalties to Maverix Metals, advising Maverix Metals on a purchase of royalties from Goldfields Exploration, advising B2Gold on the sale of a Lynn Lake royalty and advising Elliott Management on the creation of a royalty company. In 2019, she formed Mine Equities Ltd., an EMD focused on raising money for the junior mining sector. Mine Equities has participated in over 75 junior mining financings since inception, that raised over \$120M.

The Corporation intends to appoint a Chief Financial Officer prior to closing the Proposed Transaction and further details regarding such appointment will be provided in a press release at a later date.

Summary of Select Financial Information

A summary of certain financial information for TCP1, disclosed in accordance with TSXV policies, is included in the tables below:

TCP1 Corporation	Year ended December 31, 2022 (unaudited)	Nine Month Period ended September 30, 2023
	\$	\$
Revenue	Nil	Nil
Expenses		
General and administrative	\$220,374	\$396,178
Stock-based compensation	\$832,614	\$600,183
Loss from operations	\$4,610,649	\$1,452,015
Balance Sheet		
Cash	\$2,052,363	\$1,337,480
Total assets	\$3,993,103	\$3,292,545
Total liabilities	\$1,247,287	\$1,398,561
Total equity	\$2,745,816	\$1,893,984

Further Information

A filing statement will be prepared and filed in accordance with the policies of the TSXV. Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, acceptance of TSXV and if applicable pursuant to the requirements of TSXV, disinterested shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Atacama intends to apply to the TSXV for an exemption from the sponsorship requirements for the Proposed Transaction based upon the Concurrent Financing and/or other exemptions available in the TSXV policies. There is no assurance that an exemption from this requirement will be obtained.

The TSXV has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

About Atacama Copper Corporation

Atacama Copper is a resource company focusing on acquiring, exploring, and developing base and precious metals properties in the Americas. It is committed to advancing the exploration and development of its Placeton/Caballo Muerto copper project in Chile while looking to increase its asset portfolio through the acquisition and development of other high-value exploration, development, and production opportunities. Atacama's Placeton/Caballo Muerto project hosts several porphyry copper targets situated between the giant Relincho and El Morro/La Fortuna copper-gold deposits of the Nueva Union joint venture between Teck and Newmont Mining.

Additional Information - Please Contact

For more information, please contact:

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Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the successful completion of the Proposed Transaction (including with respect to the success of the Concurrent Financing); the Resulting Issuer's mineral properties; and the business and operations of the Resulting Issuer after the Proposed Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: failure to satisfy or waive all applicable conditions to the completion of the Proposed Transaction (including receipt of all necessary shareholder, stock exchange and regulatory approvals or consents, and the absence of material changes with respect to the parties and their respective businesses); the synergies expected from the Proposed Transaction not being realized; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets; fluctuations in spot and forward prices of gold, silver, base metals or certain other commodities; fluctuations in currency markets (such as the Canadian dollar to Chilean Peso exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability of and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); and title to properties.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Atacama Copper disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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