

# Copper Standard and Pucara Announce Business Combination to Create the Next Americas Focused Copper-Gold Exploration Company

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Vancouver, September 11, 2024 - [Copper Standard Resources Inc.](#) (CSE: CSR) ("Copper Standard") and [Pucara Gold Ltd.](#) (TSXV: TORO) (BVL: TORO) ("Pucara") are pleased to announce that they have entered into an arrangement agreement on September 10, 2024 (the "Arrangement Agreement"), pursuant to which Copper Standard will acquire all of the issued and outstanding common shares of Pucara (the "Pucara Shares"), in exchange for common shares of Copper Standard (the "Copper Standard Shares"), by way of a plan of arrangement (the "Transaction"). The Transaction will create a combined company that consolidates a prospective copper exploration portfolio totaling over 17,000 hectares in Peru. Further details of the Transaction are outlined below.

## Transaction Highlights:

- Deliver increased scale and enhanced diversification with the addition of three prospective copper exploration assets located in Peru, two of which were selected to be optioned by the late David Lowell, to Copper Standard's portfolio.
- Provide synergy and cost savings with Copper Standard's board and management team with a proven history and in-country track record of discovery, exploration success, mine building, operations, community engagement and monetization leading the combined company.

## Pucara Copper Projects:

Pacaska is an epithermal high-sulfidation gold/porphyry copper target that sits on 7,650 hectares of land with a widespread mineralized footprint. The geology of Pacaska is analogous to various world-class deposits, such as the Pierina Mine in Peru. Rock sampling at Pacaska has returned 17 g/t gold and 11% copper. In 2019, an extensive shallow surface 300 line-km magnetometry and IP geophysical program was completed.

Paco Orco is a carbonate replacement type target with distal mineralization. The 4,400-hectare claim block is largely under-explored containing mineralized gossan and jasperoid silica outcrops that extend for at least two kilometres. Surface rock samples from the project have included up to 0.58% lead, 0.26% zinc, and 58 g/t silver. A third party has an earn-in option agreement on Paco Orco for up to 75% interest. The third party has agreed to obtain all necessary drill permits and spend US\$4 million during the first three years for 51% interest. An additional 24% interest, for a total of 75%, can be earned after third party spends US\$11.5 million over four years, fully funding a Pre-Feasibility Study ("PFS") for the project, and pay US\$0.5 million.

Capricho is a 3,768-hectare concession package with a porphyry copper target. Recent prospecting work on the claims has uncovered porphyry mineralization in stockworks and altered intrusive rocks. The concessions contain enrichment zones of up to 3% copper. A third party has an option to earn a 75% interest over three stages. The third party must obtain all necessary agreements and permits for drilling and spend US\$5 million during the first three years for a 51% interest. The remaining 24% interest will be granted when the third party spends US\$11.5 million over the next four years, solely funding a PFS on the project, and pay US\$0.5 million.

Matt Fargey, CEO of Copper Standard, commented: "This Transaction is an exciting opportunity to unite complementary assets, teams, and investors to create value for all Copper Standard and Pucara shareholders. The late David Lowell endorsed each of Copper Standard and Pucara's copper exploration

projects and now combining them all together will allow Copper Standard to leverage its Peruvian team to advance the exploration efforts in-country."

Greg Davis, CEO, President, and Director of Pucara commented: "We are very pleased to be entering this combination with Copper Standard. By combining with Copper Standard, Pucara's shareholders will benefit from the synergies and cost savings of leveraging the combined company's in-country management team while also providing a refreshed approach to community relations at the Pacaska project for obtaining required permits to commence a drilling program."

## Transaction Terms

Pursuant to the terms and conditions of the Arrangement Agreement, the holders of the issued and outstanding Pucara Shares will receive 0.1 Copper Standard Shares for each one (1) Pucara Share held (the "Exchange Ratio"). Pucara stock options and warrants that are outstanding at the time of completion of the Transaction will become exercisable for Copper Standard Shares on substantially the same terms and conditions, with the number of Copper Standard Shares issuable on exercise and the exercise price adjusted in accordance with the Exchange Ratio. The Transaction will be carried out by way of a court-approved plan of arrangement under the Business Corporations Act (British Columbia).

The Exchange Ratio implies a price of \$0.05 per Pucara Share and a premium of approximately 67% based on the closing prices of Copper Standard and Pucara on September 10, 2024, and a premium of approximately 50% based on the 20-day volume weighted average prices of Copper Standard Shares and Pucara Shares as of September 10, 2024. Upon completion of the Transaction, existing Copper Standard and Pucara shareholders would own approximately 85% and 15% of the combined company, respectively, on an undiluted basis.

Upon completion of the Transaction, Copper Standard will continue to be listed on the Canadian Securities Exchange under the same Copper Standard name and ticker symbol. The Arrangement Agreement contains customary deal-protection provisions including a non-solicitation covenant on the part of Pucara and a right for Copper Standard to match any Superior Proposal (as defined in the Arrangement Agreement). Under certain circumstances, Copper Standard would be entitled to a termination fee or expense reimbursement fees of \$0.25 million.

Complete details of the Transaction will be included in a management information circular to be delivered to Pucara security holders in the coming weeks.

## Conditions to Completion

The completion of the Transaction is subject to a number of terms and conditions, including without limitation the following: (a) approval of the Pucara shareholders, as described below; (b) acceptance of the TSX Venture Exchange ("TSXV"); (c) approval of the British Columbia Supreme Court; (d) there being no material adverse changes in respect of either Copper Standard or Pucara; and other standard conditions of closing for a transaction of this nature. There can be no assurance that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied.

The Transaction is subject to the approval at a special meeting of Pucara shareholders by (i) 66 2/3% of the votes cast by Pucara shareholders, and (ii) if required, a simple majority of the votes cast by the Pucara shareholders, excluding the votes cast by certain persons as required by Multilateral Instrument 61-101 - Protection of Minority Securityholders in Special Transactions. Copper Standard and Pucara are arm's length parties and, accordingly, the Transaction is not expected to be a related party transaction. No finder's fees are being paid in connection with the Transaction.

Officers and directors along with certain shareholders of Pucara who collectively control 40.05% of the Pucara Shares (excluding those issued in connection with the Pucara financing discussed below) on an undiluted basis have entered into voting and support agreements pursuant to which they have agreed to vote their shares in favor of the Transaction.

## Board of Directors and Management

Upon closing of the Transaction, the board of directors of Copper Standard will remain unchanged to lead the combined management and project teams. The head office will continue to be in Vancouver, Canada. In addition, on September 10, 2024 and prior to execution of the Arrangement Agreement, Mr. Andy Swarthout resigned as a director of Pucara to avoid conflicts under corporate law as a result of being a director of both Copper Standard and Pucara.

#### Pucara Financing

Concurrent with signing the Arrangement Agreement, Copper Standard has signed a subscription agreement to subscribe for 8,415,765 units of Pucara (the "Units") at a price of \$0.03 per Unit (the "Pucara Financing"). Each Unit will include one Pucara Share and one half of one common share purchase warrant, with each whole warrant entitling the purchase of one Pucara Share at a price of \$0.05 per Pucara Share for a period of five years from the date of issuance. The Pucara Financing is expected to close within five days of this announcement.

The Pucara Financing will be relying upon exceptions permitted by the TSXV in order to issue the Pucara Shares at less than \$0.05 per Pucara Share. Pucara also intends to rely on the "part and parcel exception" under the policies of the TSXV in respect of the Pucara Financing as the Pucara Financing is integral to the Transaction by capitalizing the combined company.

It is anticipated that proceeds from the Pucara Financing will be utilized for the payment of legal and other advisor fees in connection with the Transaction (approximately 50% of the gross proceeds) and for other general working capital purposes (approximately 50% of the gross proceeds), provided that permitted working capital purposes shall not include payment of bonuses, amounts in respect of a change of control, nor any other amounts to employees, consultants or related parties. None of the proceeds raised will be used to pay "Non-Arm's Length Parties" or to fund "Investor Relations Activities" (as each is defined in the policies of the TSXV).

#### Transaction Timeline

Pursuant to the Arrangement Agreement and subject to satisfying all necessary conditions and receipt of all required approvals, the parties anticipate completion of the Transaction by the end of 2024. Following completion of the Transaction, Pucara Shares will be de-listed from the TSXV and Lima Stock Exchange and Pucara will cease to be a reporting issuer under Canadian securities laws.

#### Recommendations by the Boards of Directors

After consultation with its legal advisors, the board of directors of Copper Standard unanimously approved entering into the Arrangement Agreement. After consultation with its legal advisors, the board of directors of Pucara unanimously approved entering into the Arrangement Agreement and unanimously recommends that Pucara Gold shareholders vote in favour of the Transaction.

#### Counsel

DLA Piper (Canada) LLP are acting as legal counsel to Copper Standard. Gordon J. Fretwell Law Corporation and McMillan LLP are acting as legal counsel to Pucara.

#### Qualified Person

The technical information of this news release has been reviewed and approved by Andy Swarthout, Chairman of Copper Standard, and a Qualified Person, as defined by National Instrument 43-101 - Standards of Disclosure for Mineral Projects.

#### About Copper Standard Resources Inc.

Copper Standard is engaged in the acquisition, exploration, discovery, and development of mineral interests focusing on copper and gold projects. Copper Standard has an option to acquire 100% of the Colpayoc Copper-Gold Property in Peru ("Colpayoc"). Colpayoc has significant, untested potential for supergene and porphyry copper-gold mineralization at depth, beneath drill holes bottoming in oxide gold-copper mineralization. Colpayoc is largely untested with limited drilling and is similar to many of the world class porphyry copper-gold deposits within the prolific Yanacocha District. Recognizing the importance of sustainable practices, Copper Standard remains dedicated to thorough evaluation and responsible development within the mineral sector. Copper Standard continues to evaluate opportunities in the mineral sector on an ongoing basis.

#### About Pucara Gold

Pucara is a junior exploration company focused on the discovery and advancement of economic precious metals deposits in resource-rich Peru. Pucara has a portfolio approach to project acquisition and controls seven precious and base metal projects located in Peru. Pucara is advancing one project while the remaining two are under option agreements with strategic partners.

For more information about Copper Standard, please visit our website at [www.copperstandard.com](http://www.copperstandard.com) or email us at [info@copperstandard.com](mailto:info@copperstandard.com).

For more information about Pucara, please visit our website at [www.pucaragold.com](http://www.pucaragold.com) or email us at [gdavis@pucaragold.com](mailto:gdavis@pucaragold.com).

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

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#### Cautionary Note Regarding Forward-Looking Statements

This news release contains "forward-looking information" within the meaning of applicable Canadian securities laws and "forward-looking statements" within the meaning of the United States Private Securities Litigation Reform Act of 1995, respectively (collectively referred to herein as "forward-looking information"). Forward-looking information may be identified by the use of forward-looking terminology such as "plans", "targets", "expects", "is expected", "scheduled", "estimates", "outlook", "forecasts", "projection", "prospects", "strategy", "intends", "anticipates", "believes", or variations of such words and phrases or terminology which states that certain actions, events or results "may", "could", "would", "might", "will", "will be taken", "occur" or "be achieved". Forward-looking information in this news release includes: expected timing and completion of the Transaction; the strengths, characteristics and expected benefits and synergies of the Transaction; receipt of court approval; approval of the Transaction by Pucara shareholders at the special meeting of Pucara securityholders; obtaining CSE and TSXV acceptance to complete the Transaction; the completion of the Pucara Financing; obtaining TSXV acceptance to complete the Pucara Financing; the anticipated timing of the special meeting of Pucara shareholders to vote on the Transaction and the related management information circular; the expected delisting of the Pucara Shares; and the composition of Copper Standard's board and management team following completion of the Transaction. In addition, any statements that refer to expectations, intentions, projections or other characterizations of future events or circumstances, including information in this news release regarding the Transaction and the Pucara Financing, contain forward-looking information. Statements containing forward-looking information are not historical facts but instead represent the companies' expectations, estimates and projections regarding possible future events or

circumstances. The forward-looking information included in this news release is based on the companies' opinions, estimates and assumptions in light of their experience and perception of historical trends, current conditions and expected future developments, their assumptions regarding the Transaction and the Pucara Financing (including, but not limited to, their ability to close the Transaction and the Pucara Financing on the terms contemplated, and to derive the anticipated benefits therefrom), as well as other factors that they currently believe are appropriate and reasonable in the circumstances. The forward-looking information contained in this news release is also based upon a number of assumptions, including the companies' ability to obtain the required securityholder, court and regulatory approvals in a timely matter, if at all; their ability to satisfy the terms and conditions precedent of the Arrangement Agreement in order to consummate the Transaction; assumptions in respect of current and future market conditions and the execution of the companies' business strategies, that operations in Copper Standard's and Pucara's properties will continue without interruption, and the absence of any other factors that could cause actions, events or results to differ from those anticipated, estimated, intended or implied. Despite a careful process to prepare and review the forward-looking information, there can be no assurance that the underlying opinions, estimates and assumptions will prove to be correct. Forward-looking information is also subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements to be materially different from those expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include, but are not limited to, failure to receive the required shareholder, court, regulatory and other approvals necessary to effect the Transaction; the potential for a third party to make a superior proposal to the Transaction; that Copper Standard and its shareholders will not realize the anticipated benefits following the completion of the Transaction; that the Pucara Financing will not be completed; that the proceeds of the Pucara Financing will not be used as announced; that the special meeting of Pucara shareholders to vote on the Transaction will not occur at the anticipated timeframe; and those set forth under the Risk Factors in the companies' most recent respective management's discussion and analysis, and other documents filed with or submitted to the Canadian securities regulatory authorities on the SEDAR+ website at [www.sedarplus.ca](http://www.sedarplus.ca).

Although the companies have attempted to identify important risk factors that could cause actual results or future events to differ materially from those contained in forward-looking information, there may be other risk factors not presently known to them or that they presently believe are not material that could also cause actual results or future events to differ materially from those expressed in such forward-looking information. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information, which speaks only as of the date made. The forward-looking information contained in this news release represents the companies' expectations as of the date of this news release and is subject to change after such date. Copper Standard and Pucara each disclaim any intention or obligation or undertaking to update or revise any forward-looking information whether as a result of new information, future events or otherwise, except as required by applicable securities laws. All of the forward-looking information contained in this news release is expressly qualified by the foregoing cautionary statements.

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