

# Marimaca Copper Corp. Announces Proposed US\$17.7 Million Non-Brokered Private Placement

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[Marimaca Copper Corp.](#) ("Marimaca" or the "Company") (TSX: MARI) (ASX: MC2) is pleased to announce a proposed non-brokered private placement (the "Private Placement") of an aggregate of 5,311,416 common shares of the Company (the "Shares") at a price of C\$4.60 per Share, for gross proceeds of approximately US\$17,700,000 or approximately C\$24,433,000.

The Private Placement is expected to be subscribed for by existing insider shareholders of the Company, Assore International Holdings Limited ("AIH") and Ithaki Limited ("Ithaki"), with each subscribing for 2,250,000 Shares and contributing approximately C\$10,350,000. An additional institutional investor together with its affiliates (the "Additional Investor") will subscribe on the same terms as AIH and Ithaki for the remaining Shares. An advisory fee will be payable to Beacon Securities Limited in connection with the investment by the Additional Investor.

AIH is a related party of the Company by virtue of its significant shareholding and contractual right to nominate a director to the Company's board. Additionally, Ithaki is a related party of the Company by virtue of holding more than 10% of the issued and outstanding Shares.

The net proceeds from the Private Placement will be used for exploration, to advance the Company's flagship Marimaca Copper Project located in the Antofagasta Region of northern Chile and for general corporate purposes.

The Shares issued pursuant to the Private Placement will be subject to a statutory hold period of four months and one day in accordance with applicable Canadian securities laws are being issued pursuant to the ASX Listing Rule 10.11 waiver granted to Marimaca at the time of admission.

Closing of the Private Placement is expected to occur on or about June 6, 2025, and remains subject to the receipt of all necessary approvals, including the conditional approval of the Toronto Stock Exchange.

*Hayden Locke, President & CEO of Marimaca Copper, commented:*

*"We are very pleased to have the continued support from two of our cornerstone shareholders, AIH and Ithaki, and welcome new blue chip funds, as we continue to explore and advance the Marimaca Project toward development. Their commitments reflect their confidence in the long-term potential of the Marimaca Project and our ability to deliver sustained value for our shareholders."*

## Related Party Transaction Disclosure

The participation by AIH and Ithaki, each of which is a "related party" of the Company under Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"), constitutes a "related party transaction." The Company is relying on the exemptions from the formal valuation and minority shareholder approval requirements under sections 5.5(a) and 5.7(1)(a) of MI 61-101, respectively, as neither the fair market value of the Shares issued to, nor the consideration paid by, such related parties exceeds 25% of the Company's market capitalization.

As the terms of the Private Placement, including insider participation, were only recently finalized, the Company will file a material change report less than 21 days before the expected closing of the Private Placement. The Company believes this shorter period is reasonable in the circumstances in order to complete the Private Placement in a timely and efficient manner.

The securities being offered have not been, nor will they be, registered under the United States *Securities Act of 1933*, and may not be offered or sold in the United States or to, or for the account or benefit of, U.S. persons absent U.S. registration or an applicable exemption from the U.S. registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful.

#### Other Information

In connection with the Private Placement, Greenstone Resources L.P. and certain of its affiliates have agreed to waive their respective option to participate pro rata in equity financings by the Company. In addition, in connection with the Private Placement, Mitsubishi will be offered the option to purchase Shares pro rata on the same terms as the Private Placement within 30 business days of the closing of the Private Placement. Mitsubishi's current ownership, prior to giving effect to the Private Placement, is approximately 4.6% based on public filings.

#### About Marimaca

Marimaca is a copper exploration and development company focused on its 100%-owned flagship Marimaca Copper Project and surrounding exploration properties located in Antofagasta Region, Chile.

The Marimaca Copper Project hosts the Marimaca Oxide Deposit (the "MOD"), an IOCG-type copper deposit. The Company is currently progressing the Marimaca Copper Project through the Definitive Feasibility Study led by Ausenco Chile Ltda. In parallel, the Company is exploring its extensive land package in the Antofagasta region, including the >15,000ha wholly-owned Sierra de Medina property block, located 25km from the MOD.

This news release is authorized for release by the Board of Directors of Marimaca.

#### Contact Information

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#### Forward-Looking Statements

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation, including statements related to the anticipated participation in the Private Placement, closing date of the Private Placement, advisory fees payable, the use of proceeds and receipt of regulatory approvals. There can be no assurance that such statements will prove to be accurate and actual results and future events could differ materially from those anticipated in such statements. Forward-looking statements reflect the beliefs, opinions and projections on the date the statements are made and are based upon a number of assumptions and estimates that, while considered reasonable by Marimaca, are inherently subject to significant business, economic, competitive, political and social uncertainties and contingencies. Many factors, both known and unknown, could cause actual results, performance or achievements to be materially different from the results, performance or achievements that are or may be expressed or implied by such forward-looking statements and the parties have made assumptions and estimates based on or related to many of these factors. Such factors include, without limitation: risks related to the receipt of required regulatory approvals, risks related to share price and market conditions, the inherent risks involved in the mining, exploration and development of mineral properties, the uncertainties involved in interpreting drilling results and other geological data, fluctuating metal prices, the possibility of project delays or cost overruns or unanticipated excessive operating costs and expenses, uncertainties related to the necessity of financing, uncertainties relating to regulatory procedure and timing for permitting reviews, the availability of and costs of

financing needed in the future. The intended use of the proceeds of the Private Placement by the Company might change if the board of directors of the Company determines that it would be in the best interests of the Company. Many of these risks and uncertainties and additional risk factors generally applicable to the Company are described in the Company's annual information form of the Company dated March 27, 2025 and other filings made by the Company with the Canadian securities regulatory authorities (which may be viewed at [www.sedarplus.ca](http://www.sedarplus.ca)). Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements contained herein, whether as a result of new information or future events or otherwise, except as may be required by law.

None of the TSX, ASX or the Canadian Investment Regulatory Organization accepts responsibility for the adequacy or accuracy of this release.

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