

Getty Copper Inc. Announces Closing of \$15M Brokered Subscription Receipt Financing

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[Getty Copper Inc.](#) (TSXV: GTC) ("Getty" or the "Company") is pleased to announce that, further to its press release dated November 17, 2025, the Company and its proposed acquisition target, 1390120 B.C. Ltd. ("Numberco"), have closed a brokered private placement (the "Offering") of 125,000,000 subscription receipts of Getty and Numberco (collectively, the "Subscription Receipts") at a price of \$0.12 per Subscription Receipt ("Issue Price"), for gross proceeds of \$15,000,000.

The Offering was completed pursuant to an agency agreement dated December 4, 2025 (the "Agency Agreement") among Getty, Numberco, Clarus Securities Inc. ("Clarus"), Velocity Capital Partners ("Velocity", together with Clarus, the "Lead Agents") and Raymond James Ltd. (collectively with the Lead Agents, the "Agents"). The Subscription Receipts are governed by the terms of a subscription receipt agreement in respect of the Subscription Receipts of Getty and a subscription receipt agreement in respect of the Subscription Receipts of Numberco (collectively, the "Subscription Receipt Agreements"), each dated December 4, 2025 and entered among Getty, Numberco, Clarus and Computershare Trust Company of Canada in the capacity as the subscription receipt agent (the "Escrow Agent"). The gross proceeds of the Offering, less the cash portion of the Agents' commission and the Agents' expenses, have been deposited with the Escrow Agent and will remain in escrow pending satisfaction of the escrow release conditions set out in the Subscription Receipt Agreements (the "Escrow Release Conditions"), including the completion of all condition's precedent to the proposed amalgamation between Numberco and Getty's wholly owned subsidiary, 1560326 B.C. Ltd. (the "Amalgamation"). Please see Getty's press release dated November 17, 2025 for further details regarding the Amalgamation.

The proceeds of the Offering will be used to retire all of Getty's existing indebtedness (approximately \$3.7 million), continue development on the Getty mineral properties, and for general corporate purposes.

Conversion of Subscription Receipts

Upon satisfaction of the Escrow Release Conditions, including the completion of all conditions precedent to the Amalgamation, each Subscription Receipt will automatically convert into one common share of Getty (a "Getty Share"). Completion of the Amalgamation remains subject to receipt of the final approval of the TSX Venture Exchange (the "TSX-V"). The Company continues to work collaboratively with the TSX.V to obtain all required regulatory approvals for the Amalgamation and closing of the Amalgamation is expected to occur in the near term and in any event no later than June 4, 2026 (the "Escrow Release Deadline"). If the Amalgamation has not closed on or before the Escrow Release Deadline, the proceeds of the Offering, together with any accrued interest, will be returned to subscribers in accordance with the terms of the Subscription Receipt Agreements.

Agent Compensation

In connection with the Offering, the Issuers paid the Agents a cash commission equal to 6.0% of the gross proceeds of the Offering, for an aggregate amount of \$900,000. As additional consideration, Numberco issued 7,500,000 compensation options to the Agents, with each option entitling the holder to purchase one common share of Numberco (and following completion of the Amalgamation, one Getty Share) at the Issue Price for a period of 12 months following the issuance of the release notice by the Escrow Agent.

Tom MacNeill, CEO of Getty stated: "Completion of this private placement represents the most important initial step in this Amalgamation process which will allow Getty to gain experienced mining management, retire its entire corporate indebtedness and most importantly, advance the development of its Highland Valley mineral properties. The Company thanks the Agents and all parties whose hard work has allowed it to complete this critical milestone".

Getty Copper Inc.

"Tom MacNeill"

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On behalf of the Board of Directors,
Getty Copper Inc.

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Cautionary Note Regarding Forward-Looking Statements

This news release contains statements that constitute "forward-looking statements." Such forward looking statements involve known and unknown risks, uncertainties and other factors that may cause Getty's actual results, performance or achievements, or developments to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. Forward looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects," "plans," "anticipates," "believes," "intends," "estimates," "projects," "potential" and similar expressions, or that events or conditions "will," "would," "may," "could" or "should" occur.

Forward-looking statements in this document include, among others, statements relating to expectations regarding: the completion of the Amalgamation (including all required approvals), the characterization of the Amalgamation and consequent approvals, Getty's listing on the TSX-V, the TSX-V's ongoing treatment of the Amalgamation; satisfaction of the Escrow Release Conditions; final TSX-V approval of the Amalgamation and the Offering; the use of proceeds under the Offering; the trading in Getty shares, and the business plans of Getty. By their nature, forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results, performance or achievements, or other future events, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors and risks include, among others: that there is no assurance that the parties hereto will obtain the requisite director, shareholder and regulatory approvals for the Amalgamation, and there is no assurance that the Amalgamation will be completed as anticipated, or at all; Getty may require additional financing from time to time in order to continue its operations which may not be available when needed or on acceptable terms and conditions acceptable to it; compliance with extensive government regulation; domestic and foreign laws and regulations could adversely affect Getty's business and results of operations; and the stock markets have experienced volatility that often has been unrelated to the performance of companies and these fluctuations may adversely affect the price of Getty's securities, regardless of its operating performance.

The forward-looking information contained in this news release represents the expectations of Getty and Numberco as of the date of this news release and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date. Neither Getty nor Numberco undertakes any obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change.

SOURCE Getty Copper Inc.

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