

Copper Road Announces Amendments to Financing

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TORONTO, Dec. 19, 2025 - [Copper Road Resources Inc.](#) (TSX-V: CRD) ("Copper Road" or the "Company") announces today that it is amending the terms of its non-brokered private placement offering as previously announced on December 17, 2025. The amended offering (the "Offering") will consist of the sale of up to: (i) 8,747,500 common share units in the capital of the Company (each, a "Unit") at a price of \$0.04 per Unit for gross proceeds of up to \$349,900; and (ii) 13,333,333 flow-through units of the Company (each, a "FT Unit") at a price of \$0.045 per FT Unit for gross proceeds of up to \$600,000.

Each Unit will consist of one common share of the Company (a "Unit Share") and one common share purchase warrant (each whole warrant, a "Warrant"). Each FT Unit will consist of one common share of the Company to be issued as a "flow-through share" within the meaning of subsection 66(15) of the *Income Tax Act* (Canada) (each, a "FT Share") and one Warrant. Each Warrant shall entitle the holder to purchase one common share of the Company at a price of \$0.05 at any time on or before that date which is 18 months after the date of issuance.

The gross proceeds from the sale of FT Shares will be used to incur eligible "Canadian exploration expenses" that qualify as "flow-through critical mineral mining expenditures" as both terms are defined in *Income Tax Act* (Canada) ("Qualifying Expenditures"). All Qualifying Expenditures will be renounced in favour of the subscribers of the FT Units effective December 31, 2025. More specifically, it is anticipated that the proceeds from the sale of FT Units will be used for exploration of the Ben Nevis Project or on the Company's other Ontario properties.

The proceeds from the sale of Units will be for property payments on the Ben Nevis Project as well as for general working capital.

The Company may pay finder's fees to eligible finders in connection with the Offering. Certain insiders of Copper Road may participate in the Offering, which would constitute a "related party transaction", as such term is defined in Multilateral Instrument 61-101 - Protection of Minority Shareholders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a) of MI 61-101, as the fair market value of the acquired securities by such insiders will not exceed 25% of the market capitalization of the Company, as determined in accordance with MI 61-101.

All of the securities issued and issuable in connection with the Offering will be subject to a hold period expiring four months and one day after the date of issuance of the securities. Completion of the Offering is subject to the receipt of all required regulatory approvals, including the approval of the TSX Venture Exchange.

The securities to be offered pursuant to the Offering have not been, and will not be, registered under 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.

The Offering may close in one or more tranches and it is anticipated that the first closing of the Offering will occur on or about December 22, 2025.

Neither the TSX Venture Exchange nor its Market Regulator (as that term is defined in the policies of the

TSX Venture Exchange) have reviewed or accept responsibility for the adequacy or accuracy of this release.

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Caution Regarding Forward-Looking Information

This news release contains forward-looking information that involves substantial known and unknown risks and uncertainties, most of which are beyond the control of Copper Road. Forward-looking statements include estimates and statements that describe Copper Road Resource's future plans, objectives or goals, including words to the effect that Copper Road Resources or its management expects a stated condition or result to occur. Forward-looking statements may be identified by such terms as "believes", "anticipates", "expects", "estimates", "may", "could", "would", "will", or "plan". Since forward-looking statements are based on assumptions and address future events and conditions, by their very nature they involve inherent risks and uncertainties. Although these statements are based on information currently available to Copper Road Resources, the Company provides no assurance that actual results will meet management's expectations. Risks, uncertainties and other factors involved with forward-looking information could cause actual events, results, performance, prospects and opportunities to differ materially from those expressed or implied by such forward-looking information. Forward looking information in this news release includes, but is not limited to, the Company's objectives, goals or future plans, statements regarding the Offering, completion and timing of closing of the Offering, intended use of proceeds of the Offering and tax treatment of the Offering. Factors that could cause actual results to differ materially from such forward-looking information include, but are not limited to, failure or inability to complete the Offering on disclosed terms or at all, regulatory approval processes, failure to identify mineral resources, delays in obtaining or failures to obtain required governmental, regulatory, environmental or other project approvals, political risks, inability to fulfill the duty to accommodate First Nations and other indigenous peoples, uncertainties relating to the availability and costs of financing needed in the future, changes in equity markets, inflation, changes in exchange rates, fluctuations in commodity prices, delays in the development of projects, capital and operating costs varying significantly from estimates and the other risks involved in the mineral exploration and development industry, and those risks set out in the Company's public documents filed on SEDAR. Although the Company believes that the assumptions and factors used in preparing the forward-looking information in this news release are reasonable, undue reliance should not be placed on such information, which only applies as of the date of this news release, and no assurance can be given that such events will occur in the disclosed time frames or at all. Copper Road Resources disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.

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