

# Kutcho Copper Announces \$3,000,000 Flow-Through Financing

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Vancouver, February 3, 2026 - [Kutcho Copper Corp.](#) (TSXV: KC) (OTCQX: KCCFF) ("Kutcho Copper" or the "Company") announces that it has arranged a non-brokered private placement (the "Private Placement") to raise total proceeds of up to \$3,000,000. The Private Placement is for up to 6,976,744 units consisting of flow-through units ("FT Units") at a price of \$0.43 per FT Unit of the Company for gross FT Unit proceeds of \$3,000,000.

Each FT Unit will consist of one flow-through share in the capital of the Company (each, a "FT Share") and one-half of one transferable common share purchase warrant (each whole, a "Warrant"). Each Warrant is exercisable at a price of \$0.55 per common share (a "Warrant Share") for a period of 24 months from the closing date. Each FT Share will be a common share in the capital of the Company that will qualify as a "flow-through share" for the purposes of the Income Tax Act (Canada)(the "Tax Act"). The Warrant Shares will not qualify as "flow-through shares" for the purposes of the Tax Act.

The Company intends to use the gross proceeds raised from the sale of FT Shares (comprised within the FT Units) for exploration on its Kutcho copper-zinc property in British Columbia that will qualify as "Canadian exploration expense" and "flow-through critical mineral mining expenditure" (both within the meaning of the Tax Act) and which will be incurred on or before December 31, 2027 and renounced with an effective date no later than December 31, 2026 to the initial purchasers of FT Shares (comprised within the FT Units).

The closing of the Private Placement is subject to the Company's receipt of TSX Venture Exchange approval. The Company may pay finder's fees under the Private Placement as permitted by TSX Venture Exchange policy and applicable securities laws. All securities issued under the Private Placement will have a hold period of four months and a day from the date of issuance.

Certain directors and officers of Kutcho Copper may participate in the Private Placement, which participation constitutes a related-party transaction, as defined in Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The issuance of any FT Units to directors and officers is exempt from the valuation requirements of Section 5.4 of MI 61-101 pursuant to Subsection 5.5(a) of MI 61-101 and exempt from the minority shareholder approval requirements of Section 5.6 of MI 61-101, pursuant to Subsection 5.7(1)(a) of MI 61-101.

The securities to be offered pursuant to the Private Placement 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 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.

Vince Sorace  
President & CEO, Kutcho Copper Corp.

For further information regarding Kutcho Copper Corp., please email [info@kutcho.ca](mailto:info@kutcho.ca) or visit our website at [www.kutcho.ca](http://www.kutcho.ca).

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

Cautionary Note Regarding Forward-Looking Statements

This news release contains certain statements that may be deemed "forward-looking statements" with respect to the Company within the meaning of applicable securities laws. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "plans", "believes", "estimates", "potential", "indicates", and similar expressions, or that events or conditions "will", "may", "could" or "should" occur. Although Kutcho Copper believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance, are subject to risks and uncertainties, and actual results or realities may differ materially from those in the forward-looking statements. Such material risks and uncertainties include, but are not limited to: the timing, results and implications of the planned exploration programs, whether or not new deposits will be identified and, if so, whether such deposits will be permittable and economically feasible, the Company's ability to raise sufficient capital to fund its obligations under its property agreements going forward, to maintain its mineral tenures and concessions in good standing, to explore and develop the Kutcho Project, to repay its debt and for general working capital purposes; changes in economic conditions or financial markets; the inherent hazards associated with mineral exploration and mining operations, future prices of copper and other metals, changes in general economic conditions, accuracy of mineral resource and reserve estimates, the ability of the Company to obtain the necessary permits and consents required to explore, drill and develop the Kutcho project and if obtained, to obtain such permits and consents in a timely fashion relative to the Company's plans and business objectives for the projects; the general ability of the Company to monetize its mineral resources; and changes in environmental and other laws or regulations that could have an impact on the Company's operations, compliance with environmental laws and regulations, aboriginal title claims and rights to consultation and accommodation, dependence on key management personnel and general competition in the mining industry. Forward-looking statements are based on the reasonable beliefs, estimates and opinions of the Company's management on the date the statements are made. Except as required by law, the Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change. This news release includes historical information that has been reviewed by the Company's geological team and qualified person. The Company's review of the historical records and information reasonably substantiate the validity of the information presented in this news release; however, the Company cannot directly verify the accuracy of the historical data, including the procedures used for sample collection and analysis. There is insufficient exploration on these prospects to define a mineral resource. It is uncertain if after additional exploration a mineral resource will be delineated. Therefore, the Company encourages investors to exercise appropriate caution when evaluating these results.

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