

# Northwest Copper Announces Best Efforts Private Placement For Up To \$10 Million

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[NorthWest Copper](#) ("NorthWest" or the "Company") (TSX-V: NWST) is pleased to announce that it has entered into an agreement with Stifel Nicolaus Canada Inc. ("Stifel Canada"), to act as sole bookrunner and co-lead agent with Canaccord Genuity Corp. (together with Stifel Canada, the "Agents") in connection with a "best efforts" private placement offering by the Company for aggregate proceeds of up to \$10 million (the "Offering").

The Offering will consist of the following securities ("Offered Securities"):

- Hard dollar units (the "HD Units") will be sold at a price of \$0.35 per HD Unit,
- Charity flow-through units (the "CFT Units") will be sold at a price of \$0.515 per CFT Unit, and
- Flow-through shares (the "FT Shares") will be sold at a price of \$0.41 per FT Share.

The total number of HD Units, CFT Units and FT Shares will be determined by the Agent based on investor demand. Each HD Unit and CFT Unit will consist of one common share ("Common Share") of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant"). Each Warrant entitles the holder to purchase one Common Share at an exercise price of 0.45 for a period of 24 months following closing of the Offering.

The Corporation has granted the Agents an option to sell up to an additional 15% of the aggregate amount of the Offered Securities (the "Agents' Option"), on the same terms and conditions of the Offering. The Agents' Option will be exercisable, in whole or in part to offer additional Hard Dollar Units, FT Shares or Charity FT Units in any combination, at any time up until 48 hours prior to the closing of the Offering.

The net proceeds from the Offering will be used to complete an updated Preliminary Economic Assessment on the Company's Kwanika-Stardust project, to advance exploration at Kwanika, to conduct surface work at the Company's Lorraine project, to advance other exploration projects held by the Company, particularly East Niv, and for working capital and general corporate purposes.

Certain insiders of the Company may participate in the Offering. Any such participation will constitute a "related party transaction" within the meaning of Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on the exemptions from the formal valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(a) and 5.7(1)(a), respectively as the fair market value of the related party participation is not expected to exceed 25% of the Company's market capitalization.

The Offering is expected to close on or about May 5, 2026, and is subject to certain closing conditions, including, but not limited to, the receipt of all necessary regulatory approvals including the approval of the TSX Venture Exchange (the "TSXV") and the relevant securities regulatory authorities. The securities issued under the Offering will be subject to a hold period of four-months and one day from closing of the Offering.

The gross proceeds from the sale of CFT Units and FT Shares will be used to incur eligible resource exploration expenses that qualify as: (i) "Canadian exploration expenses", and (ii) as "flow-through critical mineral mining expenditures" (each as defined in the Income Tax Act (Canada)) (collectively, the "Qualifying Expenditures"). The Company will incur Qualifying Expenditures on or before December 31, 2027, and will renounce such Qualifying Expenditures in favour of the subscribers of the CFT Units and FT Shares with an effective date no later than December 31, 2026.

The securities described herein have not been, and will not be, registered under the United States Securities Act of 1933, as amended (the "1933 Act") or any state securities laws and may not be offered or sold within the United States or to, or for account or benefit of, U.S. Persons (as defined in Regulation S under the 1933 Act) unless registered under the 1933 Act and applicable state securities laws, or an exemption from such registration requirements is available.

About NorthWest Copper:

NorthWest is a copper-gold exploration and development company with a pipeline of advanced and early-stage projects in British Columbia, including Kwanika-Stardust, Lorraine-Top Cat and East Niv. With a robust portfolio in an established mining jurisdiction, NorthWest is well positioned to participate fully in strengthening global copper and gold markets. The Company is committed to responsible mineral exploration, working collaboratively with First Nations to help ensure future development incorporates stewardship best practices and respects traditional land use. Additional information can be found on the Company's website at [www.northwestcopper.ca](http://www.northwestcopper.ca).

On Behalf of [Northwest Copper Corp.](http://www.northwestcopper.ca)

"Paul Olmsted"

CEO, NorthWest Copper

Neither the TSXV 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 Statement Regarding Forward-Looking Information

This news release contains "forward-looking information" within the meaning of applicable securities laws. All statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussion with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often, but not always using phrases such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to statements with respect to; plans and intentions of the Company; proposed exploration and development of NorthWest's exploration property interests; the Company's ability to finance future operations; mine plans; magnitude or quality of mineral deposits; the development, operational and economic results of current and future potential economic studies; the Company's goals for 2026; geological interpretations; the estimation of Mineral Resources; anticipated advancement of mineral properties or programs; future exploration prospects; the completion and timing of technical reports; future growth potential of NorthWest; and future development plans.

All statements, other than statements of historical fact, included herein, constitutes forward-looking information. Although NorthWest believes that the expectations reflected in such forward-looking information and/or information are reasonable, undue reliance should not be placed on forward-looking information since NorthWest can give no assurance that such expectations will prove to be correct. Forward-looking information involves known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking information, including the risks, uncertainties and other factors identified in NorthWest's periodic filings with Canadian securities regulators. Forward-looking information are subject to business and economic risks and uncertainties and other factors that could cause actual results of operations to differ materially from those contained in the forward-looking information. Important factors that could cause actual results to differ materially from NorthWest's expectations include risks associated with the business of NorthWest; risks related to reliance on technical information provided by NorthWest; risks related to exploration and potential development of the Company's mineral properties; business and economic conditions in the mining industry generally; fluctuations in commodity prices and currency exchange rates; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; the need for cooperation of government agencies and First Nation groups in the exploration and development of properties and the issuance of required permits; the need to obtain additional financing to develop properties and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs and uncertainty of meeting anticipated program milestones; uncertainty as to timely availability of permits and other governmental approvals; and other risk factors as detailed from time to time and additional risks identified in NorthWest's filings with Canadian securities regulators on SEDAR+ in Canada (available at [www.sedarplus.com](http://www.sedarplus.com)).

Forward-looking information is based on estimates and opinions of management at the date the information is made. NorthWest does not undertake any obligation to update forward-looking information except as required by applicable securities laws. Investors should not place undue reliance on forward-looking information.

SOURCE NorthWest Copper Corp.

**Contact**

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