

Kodiak Copper Announces C\$10 Million Financing

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Vancouver, June 1, 2026 - [Kodiak Copper Corp.](#) (TSXV: KDK) (OTCQX: KDKCF) (FSE: 5DD1) (the "Company" or "Kodiak") announces that it has entered into an agreement with Paradigm Capital Inc., as lead agent and sole bookrunner, on its own behalf and on behalf of a syndicate of agents (the "Agents"), in connection with a "best efforts" private placement offering pursuant to the Listed Issuer Financing Exemption (as defined herein), for aggregate gross proceeds to the Company of up to C\$10 million (the "Offering"). The Offering consists of:

(i) up to 6,295,000 charity flow-through common shares of the Company (the "Charity FT Shares") which will qualify as "flow-through shares" (within the meaning of subsection 66(15) of the Income Tax Act (Canada) (the "ITA")), at a price of C\$1.271 per Charity FT Share for gross proceeds of up to C\$8,000,945; and

(ii) up to 2,440,000 common shares of the Company (the "HD Shares", and together with the Charity FT Shares, the "Offered Securities"), at a price of C\$0.82 per HD Share for gross proceeds of up to C\$2,000,800.

In addition, the Company has granted the Agents an option (the "Agents' Option") to sell that number of additional HD Shares and/or Charity FT Shares at their respective issue prices for additional proceeds of up to C\$1,500,000 exercisable by the Agents up to 48 hours prior to the closing of the Offering. The Offering will be completed pursuant to the terms of an agency agreement to be entered into among the Company and the Agents.

The net proceeds from the issue of the HD Shares will be used for working capital and general corporate purposes. The Company will use an amount equal to the gross proceeds received by the Company from the sale of the Charity FT Shares to incur eligible "Canadian exploration expenses" (as defined in the ITA) that qualify as "flow-through critical mineral mining expenditures" (as defined in the ITA) and as "BC flow-through mining expenditures" as defined in the Income Tax Act (British Columbia) (the "Qualifying Expenditures") related to the Company's projects in British Columbia, on or before December 31, 2027, and to renounce all the Qualifying Expenditures in favour of the initial subscribers of the Charity FT Shares effective December 31, 2026. In the event that the Company does not renounce on or prior to December 31, 2026 Qualifying Expenditures in an amount equal to the issue price of the Charity FT Shares for each Charity FT Share purchased and/or if the amount of the Qualifying Expenditures are reduced by the Canada Revenue Agency, the Company will indemnify each Charity FT Share subscriber for any additional taxes payable by such subscriber as a result of the Company's failure to renounce the Qualifying Expenditures or as a result of the reduction as agreed.

The Offering is expected to close on or about June 25, 2026, or such other date as the Company and the Agents may agree and is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals including the acceptance of the TSX Venture Exchange (the "TSXV").

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Charity FT Shares and HD Shares issuable under the Offering will be offered for sale to purchasers resident in each of the provinces of Canada, except Québec, and/or other qualifying jurisdictions, which may include subsequent purchasers, pursuant to the listed issuer financing exemption under Part 5A of NI 45-106, as amended by Coordinated Blanket Order 45-935 - Exemptions from Certain Conditions of the Listed Issuer Financing Exemption (the "Listed Issuer Financing Exemption"). Because the Offering is being completed pursuant to the Listed Issuer Financing Exemption, the Offered Securities issued in the Offering will not be subject to a hold period pursuant to applicable Canadian securities laws.

Certain insiders and shareholders of the Company are expected to participate in the Offering and the participation of insiders will be considered a related party transaction subject to Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company intends to rely on exemptions from the formal valuation and minority shareholder approval requirements provided under subsections 5.5(a) and 5.7(1)(a) of MI 61-101 on the basis that neither the fair market value (as determined under MI 61-101) of the subject matter of, nor the fair market value of the consideration for, the Offering, insofar as it involves the insiders, will exceed 25% of the Company's market capitalization (as determined under MI 61-101).

The Offered Securities have not been and will not be registered under the United States Securities Act of 1933, as amended, or any U.S. state securities laws, and may not be offered or sold in the United States absent registration or available exemptions from such registration requirements. This press release does 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 jurisdiction in which such offer, solicitation or sale would be unlawful.

There is an offering document related to the Offering (the "Offering Document") that can be accessed under the Company's profile at www.sedarplus.ca and on the Company's website at <https://kodiakcoppercorp.com/life-offering-06-01-2026/>. Prospective investors should read this Offering Document before making an investment decision concerning the Offered Securities.

On behalf of the Board of Directors
Kodiak Copper Corp.

Claudia Tornquist
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About Kodiak Copper Corp.

Kodiak is focused on advancing its copper porphyry projects in Canada and the USA, which host known mineral discoveries with the potential to hold large-scale deposits. Kodiak Copper's most advanced asset is the 100% owned MPD copper-gold porphyry project in the prolific Quesnel Terrane in south-central British Columbia, Canada, an established mining region with producing mines and excellent infrastructure. MPD exhibits all the hallmarks of a large, multi-centered porphyry district with the potential for future economic development. The initial Mineral Resource Estimate published in 2025 outlines seven substantial deposits and underscores the scale and potential of the project. All known deposits remain open to expansion, and numerous targets across the property have yet to be tested. Kodiak continues to systematically explore MPD's district-scale potential with the goal of delivering new discoveries and building further critical mass toward being the region's next mine. The Company also holds the Mohave copper-molybdenum-silver porphyry project in Arizona, USA, near the world-class Bagdad mine.

Kodiak's founder and Chairman is Chris Taylor who is well-known for his gold discovery success with Great Bear Resources. Kodiak is also part of Discovery Group led by John Robins, one of the most successful mining entrepreneurs in Canada.

Neither 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.

Forward-Looking Statement (Safe Harbor Statement): This press release contains forward-looking statements within the meaning of applicable securities laws. The use of any of the words "anticipate", "plan", "continue", "expect", "estimate", "objective", "may", "will", "project", "should", "predict", "potential" and similar expressions are intended to identify forward-looking statements. In particular, this press release contains forward-looking statements concerning the Company's exploration plans; the exercise of the Agents' Option by the Agents; the use of proceeds from the Offering; the receipt of TSXV approval to the Offering; the closing of the Offering and the timing thereof; the tax treatment of the Charity FT Shares; the expected

incurrence by the Company of eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" and as "BC flow-through mining expenditures"; the renunciation by the Company of the Qualifying Expenditures to each initial subscriber of Charity FT Shares effective no later than December 31, 2026; and other expected tax implications in respect of the Offering.

The forward-looking statements and information are based on certain key expectations and assumptions made by the Company. Although the Company believes that the expectations and assumptions on which the forward-looking statements are based are reasonable, undue reliance should not be placed on the forward-looking statements because the Company cannot give any assurance that they will prove correct. Since forward-looking statements address future events and conditions, they involve inherent assumptions, risks and uncertainties. Actual results could differ materially from those currently anticipated due to a number of assumptions, factors and risks. These assumptions and risks include, but are not limited to, assumptions and risks associated with conditions in the equity financing markets, and assumptions and risks regarding receipt of regulatory and shareholder approvals.

Management has provided the above summary of risks and assumptions related to forward-looking statements in this press release in order to provide readers with a more comprehensive perspective on the Company's future operations. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur, or if any of them do so, what benefits the Company will derive from them. These forward-looking statements are made as of the date of this press release, and, other than as required by applicable securities laws, the Company disclaims any intent or obligation to update publicly any forward-looking statements, whether as a result of new information, future events or results or otherwise.

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