

Kodiak Copper Updates on Progress of Previously Announced Transaction to Create New US-Focused Copper Exploration Company

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Vancouver, June 22, 2026 - [Kodiak Copper Corp.](#) (TSXV: KDK) (OTCQX: KDKCF) (FSE: 5DD1) (the "Company" or "Kodiak") is pleased to provide an update on the proposed transaction announced on April 29, 2026 (the "Transaction", see news release here) with [Teck Resources Ltd.](#) (collectively with its subsidiary Teck American Incorporated, "Teck") and Kay Copper Corp. ("Kay Copper", formerly Railtown II Capital Corporation), currently an unlisted reporting issuer.

Under the Transaction Kodiak would vend its 100% owned Mohave project ("Mohave") and Teck would vend its 100% owned Copper Hill project ("Copper Hill"), both located in Arizona, into a subsidiary of Kay Copper to create a new US-focused copper exploration company that would apply to list its shares on the TSX Venture Exchange ("TSXV"). The Transaction is subject to ongoing negotiations, the execution of definitive agreements, due diligence, consents and regulatory approval, approval of the TSXV and the completion of the NewCo Concurrent Financing (as defined below). There is no guarantee that the Transaction will be completed.

Transaction Progress

- The Transaction is advancing as planned and is expected to close in the third quarter of 2026;
- A new private company has been incorporated ("NewCo") for the purposes of the Transaction;
- NewCo has completed a non-brokered initial financing at \$0.10 per share for gross proceeds of \$830,000 (the "NewCo Initial Financing") to a broad group of investors, which is intended to support the distribution requirement for a listing on the TSXV;
- Mark Osterberg will join Kay Copper as Vice President, Exploration on closing of the Transaction. Other management and board appointments are being finalized and will be announced in due course; and
- The drafting of definitive agreements, due diligence and NewCo Concurrent Financing (as defined below) are under way in preparation for the application to list on the TSXV.

Claudia Tornquist, President and CEO of Kodiak said, "I am pleased to report that the previously announced transaction to create Kay Copper, a US-focused copper exploration company, is progressing well and important milestones have been achieved, particularly the closing of the NewCo Initial Financing. Mark Osterberg, an accomplished geologist with extensive copper porphyry experience, has agreed to join Kay Copper as VP Exploration, based in Arizona, and lead the Company's exploration programs at the Mohave and Copper Hill projects. This is a key appointment for the Company, and we are glad to have found such an excellent candidate to strengthen our technical leadership team. I have no doubt that this transaction represents the best path to unlock the value of Kodiak's non-core Mohave project and will generate compelling returns for our shareholders."

Management Appointment - VP Exploration

Further to the previously announced management and board appointments (see news release of April 29, 2026), Mark Osterberg has been named VP Exploration of Kay Copper. Mark is an exploration geologist with decades of base and precious metals mining experience, with a strong focus on porphyry copper deposits. He earned a PhD from the University of Arizona and spent the first half of his career working for Gold Fields Mining Corporation, Cyprus Mining Company, and BHP focused primarily on porphyry deposit exploration including Bagdad, Robinson, and Ok Tedi. Since 2001, he has worked as the founding principal for Mine Mappers, LLC, a geological consulting firm specializing in resource discovery and delineation, working for both major and junior mining and exploration companies.

Transaction Overview

The Transaction is anticipated to include the following steps:

- NewCo would acquire Mohave and Copper Hill from Kodiak and Teck respectively and issue to each of Kodiak and Teck 20 million common shares at a deemed price of \$0.25 per share as consideration for Mohave and Copper Hill, respectively. The \$0.25 share price is a deemed price for transaction purposes only and does not represent a valuation;
- NewCo would complete a three-cornered amalgamation with Kay Copper (the "Amalgamation"), whereby Newco would merge with a newly formed subsidiary of Kay Copper and the holders of shares of Newco would receive one share of Kay Copper for each Newco share held;
- Concurrently with the Amalgamation, Kay Copper would apply to list its shares for trading on the TSXV under the name of Kay Copper Corp; and
- Completion of the Transaction is subject to customary closing conditions including the completion of due diligence by each of Kodiak, Teck and Kay Copper, negotiating and executing definitive agreements, obtaining all necessary consents and regulatory approvals, TSXV acceptance and satisfaction of applicable listing requirements, the completion of the NewCo Concurrent Financing (as defined below) and other conditions.

Further details regarding the Transaction will be provided as the process continues to advance.

There can be no assurance that the Transaction or NewCo Concurrent Financing (as defined below) will be completed as proposed, or at all.

NewCo Concurrent Financing

In connection with the Transaction, NewCo intends to complete a subscription receipt financing at \$0.25 per share for minimum gross proceeds of C\$4.0 million (the "NewCo Concurrent Financing").

- Proceeds are intended to fund exploration work programs to materially advance both projects in 2026.
- Gross proceeds would be held in escrow and released concurrently with closing of the Transaction and upon satisfaction of specified escrow release conditions, including completion of the asset acquisitions, Amalgamation, and TSXV conditional approval, and all requisite corporate and regulatory approvals.
- If escrow release conditions are not satisfied, subscription receipt holders would be entitled to a return of funds in accordance with the terms of the subscription receipts.

Expected Capital Structure of Kay Copper

Following completion of the Transaction and the NewCo Concurrent Financing, Kay Copper is expected to have approximately 70,300,000 common shares outstanding, on an undiluted basis, with ownership expected to be held approximately as follows:

- Kodiak: 28%
- Teck: 28%
- Kay Copper existing shareholders: 9%
- NewCo Initial Financing subscribers: 12%
- NewCo Concurrent Financing subscribers: 23%

Final capitalization will be determined upon negotiation and execution of definitive agreements and the NewCo Concurrent Financing.

Additional Terms

- In addition to receiving common shares of Kay Copper, each of Teck and Kodiak are expected to enter into separate Investor Rights Agreements with Kay Copper.
- Teck is expected to be granted offtake rights with respect to certain concentrate production from the Mohave and Copper Hill projects, subject to definitive documentation.

On behalf of the Board of Directors
Kodiak Copper Corp.

Claudia Tornquist
President & CEO

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About Kodiak Copper

Kodiak is focused on advancing its 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 existing 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.

Kodiak's founder and Chairman, Chris Taylor, 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", "can", "could", "continue", "expect", "estimate", "objective", "may", "will", "would", "project", "shall", "should", "predict", "potential" and similar expressions are intended to identify forward-looking statements. In particular, this press release contains forward-looking statements concerning: the proposed creation of a new U.S.-focused copper exploration company expected to list on the TSXV; Kodiak vending Mohave to NewCo; Teck vending Copper Hill to NewCo; that NewCo will unlock value of Kodiak's non-core Mohave project and will generate compelling returns for its shareholders; that NewCo will be positioned for meaningful growth; completion of the NewCo Concurrent Financing; completion of the Amalgamation; the successful negotiation and execution of a definitive agreement; the receipt of consents or regulatory approvals, including potential TSXV approval; the closing of the Transaction in the third quarter of 2026, or at all; the closing of the NewCo Concurrent Financing; that Mark Osterberg will join Kay Copper as Vice-President Exploration on closing of the Transaction; and the future investor rights of Teck and Kodiak and future offtake rights of Teck regarding NewCo. 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 occur or prove to be 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: the ability of the parties to execute their business objectives related to the Transaction; the ability of the parties to negotiate and execute definitive agreements; the parties expectations regarding future results from Mohave and Copper Hill; the ability to obtain necessary capital for the NewCo Concurrent Financing; conditions in the equity financing markets; receipt of regulatory and shareholder approvals; the impact of increasing competition; the regulatory framework regarding royalties, taxes and environmental matters; the ability to achieve potential synergies and unlock value from the Transaction; and the nature of the proposed business of NewCo, including the exploration and production of natural resources.

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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