

# Kodiak Closes Upsized and Oversubscribed C\$15 Million Private Placement, Including Exercise of Agents' Option

15:14 Uhr | [Newsfile](#)

Vancouver, June 25, 2026 - [Kodiak Copper Corp.](#) (TSXV: KDK) (OTCQX: KDKCF) (FSE: 5DD1) (the "Company" or "Kodiak") reports that it has closed its upsized and oversubscribed private placement offering pursuant to the Listed Issuer Financing Exemption (as defined herein), previously announced on June 2nd, 2026, with Paradigm Capital Inc. as lead agent and sole bookrunner, on behalf of a syndicate of agents including ATB Capital Markets Corp., Haywood Securities Inc. and Integrity Capital Group Inc. (the "Agents"), for aggregate gross proceeds to the Company of approximately C\$15 million, which includes the exercise in full of the Agents' option (the "Offering").

Pursuant to the Offering, a total of:

(i) 9,885,900 charity flow-through common shares of the Company (the "Charity FT Shares") were issued 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 approximately C\$12.5 million; and

(ii) 3,048,900 common shares of the Company (the "HD Shares", and together with the Charity FT Shares, the "Offered Securities") were issued at a price of C\$0.82 per HD Share for gross proceeds of approximately C\$2.5 million.

Kodiak's largest shareholder Konwave AG, a prominent European resource fund, participated in the financing, maintaining its proportionate equity ownership in the Company.

Claudia Tornquist, President and CEO of Kodiak said, "We are very pleased to have completed this oversubscribed financing and thank both new and existing shareholders for their strong support. With C\$15 million in new capital, Kodiak is well funded to advance an exciting 2026 program at MPD, focused on growing and enhancing our maiden resource while also drilling several high-priority exploration targets that have the potential to yield new discoveries. We believe MPD remains significantly underexplored and offers substantial opportunities for continued growth, and we look forward to delivering on the project's potential for our shareholders."

In consideration for their services, the Company paid to the Agents a cash fee equal to 6% of the gross proceeds of the Offering (reduced to 3% for certain orders on a "President's List"). The Company also issued to the Agents non-transferable common share purchase warrants (the "Compensation Warrants") equal to 6.0% of the number of Offered Securities sold in the Offering (reduced to 3% for certain orders on the President's List). Each Compensation Warrant entitles the holder to purchase one non-flow-through Common Share at an exercise price of C\$0.82 for a period of 24 months following the closing date.

Subject to compliance with applicable regulatory requirements and in accordance with National Instrument 45-106 - Prospectus Exemptions ("NI 45-106"), the Offered Securities issued pursuant to the Offering were offered for sale to purchasers resident in each of the provinces of Canada, except Québec, and certain 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 was completed pursuant to the Listed Issuer Financing Exemption, the Offered Securities issued in the Offering are not subject to a hold period pursuant to applicable Canadian securities laws. The Compensation Warrants (and any Common Shares issued upon the exercise thereof) are subject to a hold period ending on October 26, 2026 pursuant to applicable Canadian securities laws. The Offering

remains subject to final acceptance of the TSX Venture Exchange.

Certain insiders of the Company subscribed for a total of 81,000 HD Shares for aggregate gross proceeds of C\$66,420. The participation of insiders in the Offering constitutes a "related party transaction", within the meaning of TSX-V Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company has relied 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) of MI 61-101, in respect of the related party participation in the Offering, as 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 transaction, insofar as it involved the interested party, exceeded 25% of the Company's market capitalization (as determined under MI 61-101). The Company did not file a material change report more than 21 days before the expected closing of the Offering as the details of the Offering and the participation therein by related parties of the Company were not settled until shortly prior to closing and the Company wished to close on an expedited basis for sound business reasons.

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.

This press release does not constitute an offer to sell or a solicitation of an offer to buy any of the securities in the United States. The securities described herein 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 acquire securities in any jurisdiction.

On behalf of the Board of Directors  
Kodiak Copper Corp.

Claudia Tornquist  
President & CEO

For further information contact:  
Nancy Curry, VP Corporate Development  
ncurry@kodiakcoppercorp.com  
+1 (604) 646-8362

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 Offering, including the Company's exploration plans and the anticipated results therefrom; the use of proceeds from the Offering; the expected receipt of TSX Venture Exchange final approval; 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 the expected tax treatment of the Charity FT Shares, and assumptions and risks regarding receipt of regulatory 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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Die URL für diesen Artikel lautet:

<https://www.rohstoff-welt.de/news/738903--Kodiak-Closes-Upsized-and-Oversubscribed-C15-Million-Private-Placement-Including-Exercise-of-Agentsund039-C>

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