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June 21, 2024

## NEWS RELEASE

### **Surge Copper Announces Closing of Private Placement for \$2.2M**

**June 21, 2024, Vancouver, British Columbia – Surge Copper Corp. (TSXV: [SURG](#)) (OTCQB: [SRGXF](#)) (Frankfurt: [G6D2](#))** (“Surge” or the “Company”) announces that it has closed its non-brokered private placement previously announced on June 6 and June 7, 2024, consisting of 8,966,668 special flow-through common shares (the “CFT Shares”) at a price of \$0.245 per CFT Share, for gross proceeds of approximately \$2.2 million (the “Offering”).

The CFT Shares qualify as “flow-through shares” within the meaning of the Income Tax Act (Canada) (the “Tax Act”). The aggregate gross proceeds raised from the Offering will be used before December 31, 2025 for general exploration expenditures which will constitute “Canadian exploration expenses” that will qualify as “flow-through critical mineral mining expenditures” (each as defined in the Tax Act). Such proceeds will be renounced to the subscribers with an effective date not later than December 31, 2024, in the aggregate amount of not less than the total amount of gross proceeds raised from the issuance of CFT Shares.

The CFT Shares will be subject to a statutory hold period of four months and one day from the date of issuance. In connection with the Offering, the Company paid finders fees totalling approximately \$4,410 to EDE Asset Management Inc.

One insider of the Company participated in the Offering. The insider is a related party of Surge, and therefore the insider participation in the Offering is considered a “related party transaction” subject to Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions (“MI 61-101”). The Company is relying 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 participation in the Offering by insiders did not exceed 25% of the Company’s market capitalization. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the details of the Offering and the participation therein by the “related party” of the Company were not settled until shortly prior to the closing of the Offering, and the Company wished to close the Offering on an expedited basis for sound business reasons.

This news release does not constitute an offer to sell or a solicitation of an offer to buy nor shall there be any sale of any securities in any jurisdiction in which such offer, solicitation, or sale would

be unlawful including any of the securities in the United States of America. The securities 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.

## **Annual Grant of Equity Incentive Awards & Share-Based Compensation**

The Company has awarded a total of 10,933,334 restricted share units and deferred share units to various employees, executives, and directors of the Company pursuant to the Company's Share Compensation Plan. The restricted share units will vest annually over a three-year period from the award date and the deferred share units awarded to Non-Executive Directors will vest upon their departure from the Company.

## **Qualified Person**

Dr. Shane Ebert P.Geol., President of the Company, is the Qualified Person for the Berg Project and the Ootsa Property as defined by National Instrument 43-101 - *Standards of Disclosure for Mineral Projects* ("NI 43-101") and has approved the technical and scientific disclosure contained in this news release.

## **About Surge Copper Corp.**

Surge Copper Corp. is a Canadian company that is advancing an emerging critical metals district in a well-developed region of British Columbia, Canada. The Company owns a large, contiguous mineral claim package that hosts multiple advanced porphyry deposits with pit-constrained NI 43-101 compliant resources of copper, molybdenum, gold, and silver – metals which are critical inputs to the low-carbon energy transition and associated electrification technologies.

The Company owns a 100% interest in the Berg Project, for which it announced a maiden PEA in June 2023 outlining a large-scale, long-life project with a simple design and high outputs of critical minerals located in a safe jurisdiction near world-class infrastructure. The PEA highlights base case economics including an NPV8% of C\$2.1 billion and an IRR of 20% based on long-term commodity prices of US\$4.00/lb copper, US\$15.00/lb molybdenum, US\$23.00/oz silver, and US\$1,800/oz gold. The Berg deposit contains pit-constrained 43-101 compliant resources of copper, molybdenum, silver, and gold in the Measured, Indicated, and Inferred categories.<sup>1</sup>

The Company also owns a 100% interest in the Ootsa Property, an advanced-stage exploration project containing the Seel and Ox porphyry deposits located adjacent to the open pit Huckleberry Copper Mine, owned by Imperial Metals. The Ootsa Property contains pit-constrained NI 43-101 compliant resources of copper, gold, molybdenum, and silver in the Measured, Indicated, and Inferred categories.

## **On Behalf of the Board of Directors**

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<sup>1</sup> For further details regarding the PEA and the mineral resource estimate, including, without limitation, the various assumptions and parameters, data verification, sampling and analysis, quality control and related matters, refer to the NI 43-101 technical report titled, "Berg Project: NI 43-101 Technical Report and Preliminary Economic Assessment, 2023" which can be found on SEDAR+ under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

“Leif Nilsson”  
Chief Executive Officer

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*This News Release contains forward-looking statements, which relate to future events. In some cases, you can identify forward-looking statements by terminology such as "will", "may", "should", "expects", "plans", or "anticipates" or the negative of these terms or other comparable terminology. All statements included herein, other than statements of historical fact, are forward-looking statements, including but not limited to: the use of proceeds from the Offering; tax treatment and timing of the expenditures and the Company's plans regarding the Berg Project and the Ootsa Property.*

*These statements are only predictions and involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, level of activity, performance, or achievements to be materially different from any future results, levels of activity, performance, or achievements expressed or implied by these forward-looking statements. Such uncertainties and risks may include, among others, actual results of the Company's exploration activities being different than those expected by management, including but not limited to, in connection with the work programs of the PFS, for example, not yielding results as anticipated, cost exceeding estimates, and timing concerns, delays in obtaining or failure to obtain required government or other regulatory approvals, the ability to obtain adequate financing to conduct its planned exploration programs, inability to procure labour, equipment, and supplies in sufficient quantities and on a timely basis, equipment breakdown, impacts of the current coronavirus pandemic, and bad weather.*

*While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggestions herein. Except as required by applicable law, the Company does not intend to update any forward-looking statements to conform these statements to actual results.*