

# Atacama Copper to Combine with TCP1 to Create a Diversified Exploration and Development Company in Latin America

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Vancouver, October 26, 2023 - [Atacama Copper Corp.](#) (TSXV: ACOP) ("Atacama Copper" or the "Company") announces that it has signed a binding letter of intent dated October 26, 2023 (the "Letter of Intent") with TCP1 Corporation ("TCP1"), an arm's length private company with mineral properties located in Mexico, relating to a business combination whereby the Company will acquire all of the issued and outstanding shares of TCP1 in exchange for common shares of the Company (the "Proposed Transaction"). Concurrent with the Proposed Transaction, the Company has entered into an agreement with Cormark Securities Inc. and Stifel Canada as co-lead agents (collectively, the "Agents") for a private placement of subscription receipts (the "Subscription Receipts") at a price of C\$0.18 per Subscription Receipt for minimum net proceeds of \$10,000,000 (the "Concurrent Financing"), each of which will automatically convert into a common share in the capital of the Company, in connection with the consummation of the Proposed Transaction. Completion of the Proposed Transaction and the Concurrent Financing are subject to the execution of definitive agreements, obtaining all necessary regulatory and shareholder approvals and satisfaction of customary closing conditions. The Proposed Transaction is expected to constitute a "reverse takeover" of Atacama Copper pursuant to the policies of the TSX Venture Exchange ("TSXV") and is subject to the acceptance of TSXV. The Company following the completion of the Proposed Transaction is referred to herein as the "Resulting Issuer" or "Newco".

## Highlights of the Transaction:

- Creates a diversified exploration and development company with assets in close proximity to established operations in geologically prospective regions of Mexico and Chile.
- Resulting Issuer will be led by a team with a proven history and track record of discovery, exploration success, mine building, operations, and community engagement and relations.
- Establishes a well-capitalized company supported by a strong shareholder base.
- Provides multiple avenues of shareholder value creation as the combined asset base is advanced through focused and generative exploration programs that will support expansion of the mineralized footprint, in addition to early engineering and test work that will support future project optimization.
- Establishes a platform for future acquisition and consolidation opportunities in the Americas.

Tim Warman, CEO & Director commented: "The TCP1 assets offer the Company projects that can be immediately drilled and expanded upon in proven mining jurisdictions. The Transaction offers an excellent mix of good projects, industry leading investors and potential for future growth. I'm especially excited to have Charlie Ronkos, an incredibly experienced explorationist and the former SVP Exploration of Goldcorp joining the Atacama team. In addition to his long involvement with the TCP1 Mexico assets, he has worked extensively on the El Morro/La Fortuna deposit adjacent to our Placeton and Caballo Muerto projects in Chile."

Charlie Ronkos, Director of TCP1 and incoming EVP Exploration of NewCo commented: "This transaction allows TCP1 shareholders to maintain significant exposure at Cristina and Yecora, while also gaining exposure to two exciting new projects in an area of Chile where I have significant experience. Tim and his team are the right team with the right expertise to de-risk these highly prospective assets in Mexico and Chile. The Concurrent Financing will provide us with the necessary resources to leverage our strong operational track record to deliver value for all of our shareholders. We now look forward to commencing our exploration programs over what will be a very active and exciting 2024 for our stakeholders."

John Graham, Director and President of TCP1 commented: "We would like to thank the shareholders of

TCP1 for their continued support from inception to today. We are very excited to partner with an experienced team, with a long track record of shareholder returns, to create value for all shareholders over the long term. We would also like to specifically thank Charlie Ronkos for his partnership throughout the existence of this endeavor and to see his continued involvement in NewCo."

#### About TCP1

TCP1 is a private mineral exploration company incorporated under the laws of Ontario and is based in Toronto, Ontario. TCP1 is an exploration and development company that owns 100% of the Cristina project located in Chihuahua State, Mexico and 100% of the Yecora project located in Sonora State, Mexico.

The Cristina deposit is an epithermal to mesothermal vein system where the mineralization is predominantly gold and silver, with lesser base metal values. Mineralization is hosted in multiple outcropping quartz veins that are frequently greater than 10 metres in width, and extend for a currently known strike length of up to 5 km. Only one vein, the Guadalupe vein has been drilled to a density sufficient for a resource estimate, leaving considerable potential to add resources in at least four other parallel mineralized vein structures discovered to date. Cristina is similar to other active mines in the region, including Fresnillo's San Julian and La Cienega mines, as well as First Majestic's Tayoltita/San Dimas mine.

The Yecora project is located in the Laramide copper belt that extends from Arizona into northwestern Mexico and consists of multiple tourmaline breccia bodies carrying copper-silver-molybdenum mineralization, and high-grade copper-silver veins. The Yecora deposit is immediately adjacent to the active Minera Alamos Santana gold mine and several other copper and gold deposits that could provide opportunities for regional consolidation.

Atacama Copper and TCP1 intend to provide additional details regarding the Cristina and Yecora projects, including initial estimates of National Instrument 43-101 ("NI 43-101") compliant mineral resources, in separate news releases in the near-term.

#### Terms of the Proposed Transaction

Pursuant to the terms and conditions of the Letter of Intent, the Company and TCP1 will negotiate and enter into a definitive agreement incorporating the principal terms of the Proposed Transaction as described in the Letter of Intent on or before November 30, 2023 (the "Definitive Agreement"). The Letter of Intent is intended to be superseded by the Definitive Agreement.

Pursuant to the terms of the Proposed Transaction, the holders of the issued and outstanding common shares of TCP1 ("TCP1 Shares") are anticipated to receive approximately 388.89 common shares of Atacama Copper ("ACOP Shares") for each one (1) TCP1 Share held (the "Exchange Ratio"), implying a price of C\$70.00 per TCP1 Share based on a deemed price of C\$0.18 per ACOP Share. An aggregate of approximately 250.1 million ACOP Shares will be issued to TCP1 shareholders, which includes shares that will be issued in connection with the cashless exercise of certain TCP1 options. All other remaining options that may be outstanding at the time of completing the Proposed Transaction shall be exchanged in accordance with the Exchange Ratio for similar securities to purchase ACOP Shares on substantially the same terms and conditions. The Proposed Transaction will be structured as an arrangement, amalgamation, share exchange or other similar structure based on the advice of the respective advisors of TCP1 and Atacama Copper.

The completion of the Proposed Transaction is subject to a number of terms and conditions, including without limitation the following: (a) negotiation and execution of the Definitive Agreement; (b) the parties obtaining all necessary consents, orders, regulatory and shareholder approvals, including the approval of TSXV; (c) TCP1 providing a NI 43-101 compliant report for its material properties; (d) there being no material adverse changes in respect of either the Company or TCP1; (e) closing of the Concurrent Financing; and other standard conditions of closing for a transaction in the nature of the Proposed Transaction. There can be no assurance that a Definitive Agreement will be successfully negotiated or entered into or that all of the necessary approvals will be obtained or that all conditions of closing will be satisfied.

The Proposed Transaction will require the approval of the shareholders of the Company pursuant to TSXV

policies, which may be obtained by way of the written consent of a majority of shareholders. Atacama Copper and TCP1 are arm's length parties and, accordingly, the Proposed Transaction is not a related party transaction.

Upon completion of the Proposed Transaction, it is anticipated that the Resulting Issuer will be listed as a Tier 1 mining issuer on the TSXV and it will continue trading under its current name and ticker symbol. Prior to completion of the Concurrent Financing, shareholders of TCP1 will own approximately 87% of the Resulting Issuer and existing shareholders of Atacama Copper will own approximately 13% of the Resulting Issuer on an undiluted basis. After completion of the Concurrent Financing, and assuming minimum net proceeds of \$10,000,000 thereunder, shareholders of TCP1 will own approximately 73% of the Resulting Issuer, existing shareholders of Atacama Copper will own approximately 11% of the Resulting Issuer, and subscribers in the Concurrent Financing will own approximately 16% of the Resulting Issuer, on an undiluted basis.

#### Board of Directors, Management and Insiders

The board of directors of the Resulting Issuer upon completion of the Proposed Transaction will consist of Tim Warman, Charlie Ronkos, Scott Hicks and two additional nominees to be agreed upon by Atacama Copper and TCP1, all subject to the approval of such nominees by the TSXV. The officers of the Resulting Issuer shall consist of Tim Warman (President and CEO), Charlie Ronkos (EVP Exploration) and such other officers to be confirmed in the Definitive Agreement.

#### Concurrent Financing

Prior to the closing of the Proposed Transaction, Atacama Copper shall complete the Concurrent Financing, and has entered into an engagement letter with Cormark Securities Inc. and Stifel Canada, as co-lead agents, for the private placement of Subscription Receipts at a price of C\$0.18 per Subscription Receipt for minimum net proceeds of \$10,000,000, each of which will automatically convert into common shares of the Resulting Issuer in connection with the consummation of the Proposed Transaction. The net proceeds of the Concurrent Financing will be used to advance exploration programs across the combined portfolio, with particular focus on Cristina and Yecora, and for general corporate purposes.

The gross proceeds of the Concurrent Financing less certain expenses of the Agents (such net amount, the "Escrowed Proceeds") will be placed into escrow and released to the Company, subject the completion or satisfaction of all escrow release conditions, including, among other things, the receipt of all required corporate, shareholder and regulatory approvals in connection with the Proposed Transaction (collectively, the "Escrow Release Conditions") to be set out in a subscription receipt agreement to be entered into on or about the closing date of the Concurrent Financing between the Company, the Agents and an escrow agent (the "Escrow Agent"). Provided that the Escrow Release Conditions are satisfied or waived (where permitted) prior to 5:00 p.m. (Toronto time) on March 31, 2024 (the "Escrow Release Deadline"), the Agents' fees will be released to the Agents from the Escrowed Proceeds, and the balance of the Escrowed Proceeds (less certain expenses of the Escrow Agent) will be released to the Company and the Subscription Receipts shall be automatically converted into the common shares of the Resulting Issuer. In the event that the Escrow Release Conditions are not satisfied by the Escrow Release Deadline, the Escrowed Proceeds will be returned to the holders of the Subscription Receipts and the Subscription Receipts will be cancelled.

The Concurrent Financing is being conducted in all provinces of Canada pursuant to private placement exemptions and in such other jurisdictions as are agreed to by the Company and the Agents. The Concurrent Financing remains subject to the approval of the TSXV.

The securities to be offered in the Concurrent Financing have not been, and will not be, registered under the U.S. Securities Act of 1933, as amended (the "U.S. Securities Act") or any U.S. state securities laws, and may not be offered or sold in the United States or to, or for the account or benefit of, United States persons absent registration or any applicable exemption from the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. This news release shall not constitute an offer to sell or the solicitation of an offer to buy securities in the United States, nor shall there be any sale of these securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

#### Indicative Timeline

Pursuant to the Letter of Intent, the parties have agreed to negotiate the terms and conditions of the Definitive Agreement by November 30, 2023, or such other date as may be mutually agreed by the parties. Subject to satisfying all necessary conditions and receipt of all required approvals, the parties are targeting completion of the Proposed Transaction by late 2023.

#### Further Information

The parties will provide further details in respect of the Proposed Transaction and the Concurrent Financing by way of updating press releases as the Proposed Transaction and the Concurrent Financing progress.

All information contained in this press release with respect to Atacama and TCP1 (but excluding the terms of the Proposed Transaction) was supplied by the parties respectively, for inclusion herein, without independent review by the other party, and each party and its directors and officers have relied on the other party for any information concerning the other party.

Completion of the Proposed Transaction is subject to a number of conditions, including but not limited to, acceptance of TSXV and if applicable pursuant to the requirements of TSXV, disinterested shareholder approval. Where applicable, the Proposed Transaction cannot close until the required shareholder approval is obtained. There can be no assurance that the Proposed Transaction will be completed as proposed or at all.

Investors are cautioned that, except as disclosed in the filing statement to be prepared in connection with the Proposed Transaction, any information released or received with respect to the Proposed Transaction may not be accurate or complete and should not be relied upon. Trading in the securities of the Company should be considered highly speculative.

Sponsorship of the Proposed Transaction may be required by TSXV unless an exemption or waiver from this requirement is obtained in accordance with the policies of TSXV. The Company intends to apply for an exemption from TSXV's sponsorship requirement.

TSX Venture Exchange has in no way passed upon the merits of the Proposed Transaction and has neither approved nor disapproved the contents of this news release.

#### Qualified Person

The technical information contained in this news release related to the TCP1 properties has been reviewed and approved by Mr. Charlie Ronkos, MMSA, Chief Operating Officer of TCP1 and a Qualified Person within the meaning of NI 43-101. The technical information related to the Atacama Copper properties has been reviewed and approved by Mr. Tim Warman, P.Geo., Atacama Copper's CEO and a Qualified Person within the meaning of NI 43-101.

#### About Atacama Copper Corporation

Atacama Copper is a resource company focusing on acquiring, exploring, and developing base and precious metals properties in the Americas. It is committed to advancing the exploration and development of its Placeton/Caballo Muerto copper project in Chile while looking to increase its asset portfolio through the acquisition and development of other high-value exploration, development, and production opportunities. Atacama's Placeton/Caballo Muerto project hosts several porphyry copper targets situated between the giant Relincho and El Morro/La Fortuna copper-gold deposits of the Nueva Union joint venture between Teck and Newmont Mining.

#### Additional Information - Please Contact

For more information, please contact:

Tim Warman  
Chief Executive Officer and Director  
[Atacama Copper Corp.](#)  
Email: [info@atacamacopper.ca](mailto:info@atacamacopper.ca)

### Cautionary Note Regarding Forward-Looking Statements

This news release includes certain "forward-looking statements" under applicable Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to: the successful completion of the Proposed Transaction and the Concurrent Financing; the use of proceeds from the Concurrent Financing; the Resulting Issuer's mineral properties; future development plans; and the business and operations of the Resulting Issuer after the Proposed Transaction. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are subject to known and unknown risks, uncertainties and other factors which may cause the actual results and future events to differ materially from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: failure to satisfy or waive all applicable conditions to the completion of the Proposed Transaction (including receipt of all necessary shareholder, stock exchange and regulatory approvals or consents, and the absence of material changes with respect to the parties and their respective businesses); inability to close the Concurrent Financing on the proposed terms or at all, the synergies expected from the Proposed Transaction not being realized; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets; fluctuations in spot and forward prices of gold, silver, base metals or certain other commodities; fluctuations in currency markets (such as the Canadian dollar to Chilean Peso exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability of and increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); and title to properties.

There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Atacama Copper disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by law.

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