No securities regulatory authority or regulator has assessed the merits of these securities or reviewed this document. Any representation to the contrary is an offence. This offering may not be suitable for you, and you should only invest in it if you are willing to risk the loss of your entire investment. In making this investment decision, you should seek the advice of a registered dealer.

The securities referred to herein have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or the securities laws of any state of the United States, and may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in regulation S under the U.S. Securities Act), except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. This document does not constitute an offer to sell or a solicitation of an offer to buy any of these securities in the United States or in any other jurisdiction in which such offer or sale would be unlawful.

Offering Document under the Listed Issuer Financing Exemption

Dated June 11, 2026

COPPERNICO METALS

PART 1 SUMMARY OF OFFERING

What are we offering?

Offering:	Coppernico Metals Inc. ("**Coppernico**" or the "**Company**") is hereby offering for sale to eligible investors equity units in its capital ("**Units**") priced at $0.35 per Unit (the "**Offering**") for gross proceeds of $5,000,000 (14,285,714 Units). The Offering size is fixed and must be completed in its entirety or not at all. The Offering will only be increased if an amendment to this document is filed. In order to participate in the Offering each investor (herein a "**Subscriber**") must complete a "**Questionnaire**" which is available on request from the Company. Nothing in the Questionnaire supersedes the disclosure in this listed issuer financing exemption offering document (the "**Offering Document**"). For a copy of the Questionnaire please email financing@coppernicometals.com. This is a non-brokered offering - no registrant has been appointed to act as the Company's agent to manage the distribution of these securities although referral fees to eligible persons will be paid as described herein. The Company may complete other financings more or less concurrently with this LIFE offering with any proceeds therefrom to be used for such purposes as the Company and the investor(s) may agree. Any such financings will be priced in the context of the market and reflective of any resale restricted (hold) periods applicable to the securities.
Offered Units	Each offered Unit consists of one common share of the Company (a "**Share**") and one Share purchase warrant (a "**Warrant**"). Each Warrant is exercisable for 24 months following the Closing Date (as defined below), to purchase one additional Share (a "**Warrant Share**") at an exercise price of $0.50 per Warrant Share.

Description of Shares	The Company's only class of voting equity securities is Shares without par value. Each Share is entitled to one vote at meetings of shareholders and participates pro rata in the distribution of any remaining assets after payment of debts upon dissolution of the Company in the event of a liquidation or winding-up of the Company. While there is no legal restriction on the ability of the Company to pay dividends on Shares, no dividends will be paid in the foreseeable future as the Company will need all available funds for project exploration and corporate purposes.
Description of the Warrants	Each Warrant will entitle the holder to acquire, subject to adjustment in certain circumstances, one Warrant Share at an exercise price of $0.50 until 4:00 p.m. (Pacific time) on the date that is 24 months following the Closing Date, after which time the Warrants will be void and of no value. The Warrants will be governed by the terms and conditions set out in the physical certificate representing the Warrants (the "**Warrant Certificates**") delivered to the Subscriber at the closing of the Offering together with the Unit Shares. The Warrant Certificates will provide for adjustment in the number of Warrant Shares issuable upon the exercise of the Warrants and/or the exercise price per Warrant Share upon the occurrence of certain customary events. Holders of Warrants will not have any voting or pre-emptive rights or any other rights of a holder of Shares. The Warrants will not be listed on any stock exchange.
Offering Price:	$0.35 per Unit.
Completion or "Closing" Date(s):	Subject to customary approvals from the TSX and the exchange of cash for the Units "Closing" is targeted for on or about June 26, 2026, or such other earlier or later date(s) as may be determined by the Company when the Offering is achieved ("**Closing Date**"), provided that if completion of the Offering has not occurred by July 3, 2026 a Subscriber has the right to require the return of funds advanced on three business days' notice and unless the Closing Date occurs within such three business days, the funds will be returned to the Subscriber without interest or deduction. On the Closing Date, Units will be issued against receipt of funds. Shares may be evidenced in the form of a physical share certificate or a direct registration Statement ("**DRS**") as each Subscriber directs. Warrants may be evidenced in the form of a physical (paper) Warrant Certificate.
Exchange Listing(s):	The Shares are listed on the Toronto Stock Exchange ("**TSX**") under the trading symbol COPR, trade on the OTCQB Venture Market ("**OTCQB**") under the symbol "CPPMF" and are quoted over the counter by certain dealers in the Unofficial Market of the Frankfurt Stock Exchange under the symbol "9I3". The Company will apply to have the Shares (including any Warrant Shares issuable on exercise of the Warrants) listed on the TSX, which listing will be subject to customary post-issuance filings and approval by the TSX. It is a condition of completion that conditional approval to list the Shares and Warrant Shares has been obtained from TSX.
Last Closing Price:	The last closing price of the Shares on June 10, 2026, was: - $0.37 on the TSX - US$0.264 on the OTCQB and - €0.221 on the FSE

Investors who wish to participate in this Offering are required to complete a Questionnaire pursuant to which they acknowledge certain facts and agreements on which the Company is relying in the distribution of these securities. Please review the Questionnaire carefully. Upon delivery of a completed Questionnaire and advance of funds, a Subscriber will be legally bound to complete the purchase subject only to TSX conditional approval and any termination rights in any agreement signed by the Company with any securities dealer or other finder which has referred the Subscriber for participation in this Offering. For a copy of the Questionnaire contact financing@coppernicometals.com or (778) 729-0618 (Attention: Tracy George, Corporate Secretary) or your

broker. If you are not a resident of Canada, you may be eligible to participate in the Offering but a resale restricted period (hold) may apply and a subscription agreement will be required. Please contact Coppernico at the above email for a copy of the required subscription agreement for non-Canadian residents.

General Information

Coppernico is conducting a listed issuer financing under the Listed Issuer Financing Exemption or "LIFE Exemption" pursuant to Section 5A.2 of National Instrument 45-106 - *Prospectus Exemptions* | BCSC, **and the related Coordinated Blanket Order 45-935 *Exemptions from Certain Conditions of the Listed Issuer Financing Exemption* (the "Order"). In connection with this offering, the Company represents the following is true:**

- **The Company has active mineral exploration operations, and its principal asset is its Sombrero copper-gold Project in Peru and not cash, cash equivalents or its exchange listing.**
- **The Company has filed all periodic and timely disclosure documents that it is required to have filed.**
- **The Company is relying on the exemption in the Order and is qualified to distribute securities in reliance on the exemptions included in the Order.**
- **The total dollar amount of this Offering will not be less than, nor exceed $5,000,000 gross proceeds.**
- **The Offering is an amount the Company reasonably believes is sufficient to meet its minimum business objectives and liquidity requirements for a period of 12 months following completion of the Offering.**
- **The Company will not use the funds from this Offering for an acquisition that is a significant acquisition nor for a restructuring transaction under securities law or to any other transaction for which the Company seeks security holder approval.**

Cautionary Note about Forward Looking Statements and the Material factors, Assumptions and Risks Underlying Them

This Offering Document contains forward-looking statements ("**FLS**") regarding the Company's business and operations, including statements regarding exploration plans, planned uses of available funds and financial position. While these FLS represent the Company's views as of the date thereof, the assumptions related to these plans, estimates, projections, beliefs and opinions may change without notice and in unanticipated ways and may ultimately prove to be incorrect. The business of early-stage mineral exploration is extremely risky. The principal assumptions underlying the FLS include that (i) the Company will be able to carry out the planned programs within the timeframes and budgets that have been estimated, (ii) the Company will be able to mobilize exploration activities and complete planned programs without material delays or disruptions due to operational, environmental, or social factors, and (iii) completion of planned exploration work will advance the Company toward its stated exploration objectives.

Exploration for, and development of, mineral properties is highly uncertain and speculative and involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. The most significant risk that Coppernico faces is that commercial amounts or grades of mineralization will not be discovered on the Sombrero Project. Exploration results may not support continued advancement of certain target areas or the broader project. If that occurs, the Company may not continue to have access to the additional capital required to acquire and explore that and other projects. Access to additional capital is never certain and will be adversely affected by general stock market conditions, the outlook for metals demand and pricing, and more particularly the prevailing investor appetite for risky junior resource issuer securities. The Company operates in Peru which, while it has a well-developed mining industry, imposes additional burdens and risks on the Company relating to operating in a foreign language, and being subject to a foreign legal and political system. The Company has no commitments for ongoing financing and there is no assurance that exploration programs and business operations will be able to continue beyond the planned exploration work outlined in this LIFE Offering Document, assuming successful completion of this Offering.

The principal factors which could cause FLS to change include a determination that based on ongoing exploration drilling or other exploration work, that a material change in the Company's exploration plans or an abandonment of a project is warranted. Other factors could cause a change in plans including an adverse change in the legal, political or local community relationship landscape. Internal factors include a possible loss of key personnel to other employers, accidents, adverse uninsurable events such as malfunctioning equipment or unexpected geological instability, undetected project legal title defects, delays or refusal of exploration permitting applications or possible lawsuits in connection with the Company's operations.

Investors should review the risk factors set forth in the Company's Annual Information Form dated March 12, 2026, for the fiscal year ended December 31, 2025, filed on SEDAR+ at www.sedarplus.ca under the Company's profile for more fulsome discussion of the risk factors and uncertainties that the Company faces.

Responsibility for Scientific and Technical Information in this Offering Document

The scientific and technical information contained in this Offering Document has been reviewed and approved by Tim Kingsley, M.Sc., CPG, Vice President, Exploration of the Company, a Qualified Person as defined under National Instrument 43 101 - *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators. Background scientific and technical information about the Sombrero Project is summarized in the Company's technical report entitled 'Technical Report on the Sombrero Main/Nioc Project, Ayacucho Department, Peru' with an effective date of April 17, 2024, which is available under the Company's profile on SEDAR+. This Offering Document is not a technical report and does not contain all scientific and technical information relating to the Company's mineral project on which the proceeds hereof will be used. Readers should refer to the technical report and the Company's other continuous disclosure documents for additional details of work completed on the project since the date of the technical report. The Sombrero Main target area is now referred to as the Ccascabamba target area.

PART 2 SUMMARY DESCRIPTION OF BUSINESS

What is Coppernico's business?

Coppernico is a junior mineral exploration company focused on exploring the Sombrero copper-gold Project in Peru, with active exploration across the Ccascabamba, Nioc, and Tipicancha target areas.

The Sombrero Project is a land package of approximately 57,000 hectares (570 square kilometres ("km")) located in the north-western margins of the Andahuaylas-Yauri trend in Peru. It consists of a number of prospective exploration targets characterized by copper-gold skarn and porphyry systems and precious metal epithermal systems. The Tipicancha target was determined subsequent to the date of the above-mentioned technical report.

The Company also reviews other projects for possible acquisition and may make acquisitions by purchase, option, partnering or otherwise, but the proceeds hereof will not be used to acquire or explore any acquisitions which can be considered significant either in upfront cost or exploration plans.

Recent developments

The most recent material developments in the Company's business are:

Subsequent to the Company's last periodic filing, namely its report for the quarter ending March 31, 2026, filed on May 14, 2026, the Company provided exploration updates in relation to surface work completed on the Tipicancha epithermal-porphyry copper-gold target as well as Zone 2 of its Nioc target area at its Sombrero Project.

Geological mapping at Tipicancha has defined a large hydrothermal alteration footprint now extending over more than four km, interpreted to be consistent with a possible copper porphyry-related source at depth. Shallow excavation sampling has confirmed near-surface copper enrichment and further refined the continuity of the sulfide-rich hydrothermal horizon.

At Nioc, channel sampling has further confirmed the presence of a laterally extensive copper skarn system with recent samples defining a continuous surface footprint of copper-gold mineralization in Zone 2.

Results from recent work at both the Tipicancha and Nioc targets areas reinforce the scale potential of the systems identified on the Sombrero Project and help to inform drill targeting for the Company's next drill program.

No other Material Facts

There are no material facts about the securities being distributed hereunder that have not been disclosed either in this Offering Document or in another document filed by the Company over the 12 months preceding the date of this Offering Document on the Company's profile at www.sedarplus.ca. You should consider these documents prior to investing.

What are the business objectives that the Company expects to accomplish using the available funds?

As further detailed in the financial tables in Part 3 below, the Company's near-term business objectives are to advance the Sombrero Project by obtaining its extended Semi-Detailed Environmental Impact Assessment (Evaluación de Impacto Ambiental Semidetallada or "EIA-Sd") permit, which will allow drilling of additional high-priority targets, as well as advancing additional community access agreements which will open up new areas of the project for exploration.

Sombrero Project Objectives

The Company's most recent drilling of 8,233 metres ("m") in its Phase 1 drill program at the Ccascabamba target area concluded in late March 2025 and the results were announced by news release on November 12, 2024, and May 14, 2025. Since drilling was paused, surface exploration work, including the recently completed large-scale geophysics program, has been aimed at identifying and refining drill targets and improving the technical understanding of the broader project area to optimize the next phase of exploration at the Sombrero Project. See the Company's news releases throughout 2025 and 2026 for the results of this work.

The Company's current Environmental Impact Statement (Declaración de Impacto Ambiental or "DIA") drill permit covers 904 hectares of the Ccascabamba target area, excluding the Fierrazo target, and allows for 49 drill holes from 38 drill platforms. A Peruvian DIA is a mandatory environmental and social certification required for mining and exploration companies to conduct drilling activities. In November 2025, the Company submitted an application for an expanded EIA-Sd which proposes an expanded permitted area of 3,024 hectares covering additional targets including Fierrazo and Tipicancha. The expanded EIA-Sd permit also increases the number of allowed platforms to 181 and permits the use of multiple drill rigs. Based on recent communications with Peruvian authorities, the Company expects to receive the EIA-Sd permit by the end of the third quarter however its timing is uncertain. In order to limit monthly project expenditures while the permitting process continues, the Company plans to defer any additional exploration once current surface programs are completed this month. Once the EIA-Sd permit is approved, the Company will look to secure additional funding to support a Phase 2 drill program expected to commence at the high-priority Fierrazo target.

In addition to advancing key permits, Coppernico's presence and constructive engagement with its host communities remains a focus, recognizing the mutually beneficial nature of the relationships that have been built. The Company continues to prioritize its community initiatives, which include the creation of jobs and additional social and sustainable agricultural programs, and is actively working with the Huancasancos community towards a renewal of the social access agreement in November 2026. Furthermore, the Company continues to progress discussions with multiple additional communities seeking to achieve access arrangements which would allow exploration of highly prospective targets in other areas of the Sombrero Project, and once established, the Company will pursue further drill permits across the Sombrero Project, including the Nioc area. In tandem with its permitting and community relations efforts, the Company will continue with regular monitoring and other environmental activities to ensure continued compliance.

The following table provides an overview of the Company's planned expenditures for the 12-month period following the targeted Closing Date of this Offering, including the Company's general and administrative costs and key milestones (assuming the Offering is achieved and no additional financing(s) are completed by the Company):

Business Objective	Significant Event that must occur for Business Objective to be accomplished	Use of Available Funds	Estimated Cost	Anticipated Timing of Expenditures
Sustain corporate existence and workforce	N/A	General, administrative, corporate and communication costs	$2,015,000	12 months (June 26, 2026 – June 26, 2027)
	N/A	Discharge estimated working capital deficit as at June 15, 2026	$300,000	June 30, 2026
Advance Sombrero Project Preparation for Drilling	Approval of EIA-Sd permit and/or Securing Additional Community Access Agreements	Permitting, community relations activities, and project support, including sustaining its Peruvian workforce	$1,540,000	12 months (June 26, 2026 – June 26, 2027)
	N/A	Annual project title concession maintenance fees and option payments	$795,000	12 months (June 26, 2026 – June 26, 2027)
		Total expenditures	**$4,650,000**	

PART 3 USE OF AVAILABLE FUNDS

What will the available funds be upon the closing of the Offering?

Based on the Company's estimated working capital deficit at June 26, 2026, of approximately $300,000, the expected availability of funds from the Offering will be $4,350,000.

		Offering
A	Amount to be raised by this Offering	$5,000,000
B	Estimated maximum selling commissions and fees(1)	$300,000
C	Estimated Offering costs (legal, accounting, share issuance)	$50,000
D	Net proceeds of Offering: D = A – (B+C)	$4,650,000
E	Estimated working capital deficit as of June 26, 2026(2)	($300,000)
F	Additional sources of funding	N/A
G	**Total available funds: G = D+E+F**	$4,350,000

(1) Although the Offering is non-brokered and no exclusive agent has been appointed, the Company expects to pay a cash commission of 6% to securities dealers and other eligible finders who refer participating investors in the Offering. See "Fees and Commissions" section below.

(2) The Company estimates it will have a working capital deficit position of approximately $300,000 on June 26, 2026, prior to completion of the Offering.

The most recent audited annual financial statements and interim financial report of the Company included a going concern note. The Company is still in the exploration stage, and the Company does not generate any positive cash flows from its operating activities, which inherently casts some doubt on the Company's ability to continue as a going concern. The Offering is intended to be used to advance drill permitting and additional community agreements to support future exploration activities at the Sombrero Project, and for general corporate and working capital purposes for a 12-month period.

How will the available funds be used?

Description of intended use of available funds listed in order of priority	**Offering[(1)]**
Corporate general, administration, corporate communications and investor relations costs	$2,015,000
Sombrero permitting expansion and compliance activities, community relations, project support	$1,540,000
Sombrero annual governmental concession fees and option payments	$795,000
Total	**$4,350,000**

(1) The above noted allocation and anticipated timing represent the Company's current intentions with respect to its use of proceeds based on current knowledge, planning and expectations of management of the Company. Although the Company intends to expend the proceeds from the Offering as set forth above, there may be circumstances where, for sound business reasons, a reallocation of funds may be deemed prudent or necessary and may vary materially from that set forth above, as the amounts actually allocated and spent will depend on a number of factors, including the Company's ability to execute on its business plan and sustain its operations for 12 months from the Closing Date of the Offering. The Company may complete other financings more or less concurrently with this LIFE offering with any proceeds therefrom to be used for such purposes as the Company and the investor(s) may agree.

How have we used other funds we have raised in the past 12 months?

The Company has not raised funds from any new debt or equity funds over the past 12 months.

PART 4 FEES AND COMMISSIONS

Who are the dealers or finders that have been engaged in connection with this offering, if any, and what are their fees?

No Agent has been retained to manage this Offering	The Company has not engaged any securities dealer to manage this Offering. The Company reserves the right to retain one or more securities dealers in connection herewith and the Company may pay customary finder's fees estimated at up to 6% and compensation warrant coverage in connection with the Offering to such dealer(s) and other eligible finders as outlined below, where permitted by applicable law and TSX policies. No fees will be paid in respect of any insider participation in the Offering.
Referral Compensation:	Up to 6% Cash fee and 6% non-transferrable Compensation Warrants (Compensation Warrants are substantially identical to the Warrants).
Compensation Agreement	Dealers and other persons intending to refer participating investors in consideration of a referral fee should contact the Company for the required form of investor referral compensation letter agreement.

PART 5 PURCHASERS' RIGHTS

Rights of Action in the Event of a Misrepresentation

If there is a misrepresentation in this Offering Document, you have a right

(a) **to rescind your purchase of these securities with Coppernico, or**

(b) **to damages against Coppernico and may, in certain jurisdictions, have a statutory right to damages from other persons.**

These rights are available to you whether or not you relied on the misrepresentation. However, there are various circumstances that limit your rights. In particular, your rights might be limited if you knew of the misrepresentation when you purchased the securities.

If you intend to rely on the rights described in paragraph (a) or (b) above, you must do so within strict time limitations.

You should refer to any applicable provisions of the securities legislation of your province or territory for the particulars of these rights or consult with a legal adviser.

PART 6 ADDITIONAL INFORMATION ABOUT COPPERNICO

Where can you find more information about us?

Coppernico's complete record of legally mandated public filings can be found on the Company's profile at www.sedarplus.ca. Additional information such as investor presentations can be found on Coppernico's website at: www.coppernicometals.com

PART 7 DATE AND CERTIFICATE

This Offering Document, together with any document filed under Canadian securities legislation on or after June 11, 2025, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

June 11, 2026

By: (Originally Signed) "*Ivan Bebek*"

Name: Ivan Bebek

Title: President, Chief Executive Officer & Chair

By: (Originally Signed) "*Stacy Rowa*"

Name: Stacy Rowa

Title: Chief Financial Officer