

NOT FOR DISTRIBUTION TO U.S. NEWS WIRE SERVICES OR DISSEMINATION IN THE UNITED STATES.

## Arizona Sonoran Announces Pricing of Initial Public Offering and Filing of Final Prospectus

**Casa Grande, AZ and Toronto, ON, November 9, 2021 – Arizona Sonoran Copper Company Inc.** (“ASCU” or the “Company”), an emerging private US-based copper developer, announced today it has obtained a receipt for its final prospectus filed with the securities regulatory authorities in each of the provinces and territories of Canada, except Quebec. The pricing of its initial public offering of 19,066,518 common shares of the Company (“Common Shares”) is at a price of C\$2.45 per share (the “Offering”). The initial public offering includes a treasury offering of 18,367,347 Common Shares and a secondary offering of 699,171 Common Shares by a selling securityholder. The gross proceeds of the Offering are expected to be C\$46,712,969.10. The Company will not receive any proceeds from the C\$1,712,968.95 secondary offering, resulting in gross proceeds from the treasury offering of C\$45,000,000.15 being available to the Company (prior to exercise of the over-allotment option, as further described below).

In addition, the Company and the selling securityholder have granted the underwriters an over-allotment option, exercisable for a period of 30 days from the date of the closing of the Offering, to purchase up to 2,755,102 additional Common Shares, representing 15% of the total number of Common Shares to be sold pursuant to the treasury offering. If the over-allotment option is exercised in full, the Company will receive 50% of the aggregate gross proceeds of the over-allotment option equaling C\$3,374,999.95, with the selling securityholder receiving the remaining gross proceeds of C\$3,374,999.95.

The Offering is expected to close, and the Common Shares are expected to begin trading, on the Toronto Stock Exchange on or about November 16, 2021, under the ticker symbol “ASCU”. Closing of the Offering is subject to customary closing conditions, including the receipt of all necessary regulatory approvals. ASCU has received conditional listing approval from the TSX, and listing remains subject to ASCU fulfilling customary TSX listing requirements.

Net proceeds from the treasury offering are expected to be approximately C\$40,829,832.21 (prior to the exercise of the over-allotment option) and will be used to:

- Complete technical work in relation to the Cactus Project (including drilling, metallurgy, engineering, project support and permitting) with the objective of delivering a Pre-Feasibility Study and Definitive Feasibility Study in relation to the Cactus Project in 2022;
- Satisfy land payments;
- Undertake exploration drilling in relation to the Company's Parks/Salyer and North-East Extension properties;
- Make debt repayments; and
- Provide for corporate G&A and working capital for the next 12-18 months.

The Offering is led by RBC Capital Markets and Haywood Securities Inc. and includes a syndicate of underwriters including Canaccord Genuity Corp., Cormark Securities Inc., Stifel Nicolaus Canada Inc., Beacon Securities Limited and Paradigm Capital Inc.

A copy of ASCU's final prospectus is available on SEDAR at [www.sedar.com](http://www.sedar.com).

This press release shall not constitute an offer to sell or the solicitation of an offer to buy these securities, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

No securities regulatory authority has either approved or disapproved the contents of this news release.

The securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act"), or any state securities laws, and may not be offered, sold or delivered, directly or indirectly, in the United States (as defined in Regulation S under the U.S. Securities Act). Accordingly, the securities may not be offered or sold within the United States unless registered under the U.S. Securities Act and applicable state securities laws or pursuant to exemptions from the registration requirements of the U.S. Securities Act and applicable state securities laws.

**About Arizona Sonoran Copper Company** ([www.arizonasonoran.com](http://www.arizonasonoran.com) | [www.cactusmine.com](http://www.cactusmine.com))

ASCU's objective is to become a mid-tier copper producer with low operating costs, develop the Cactus Project that could generate robust returns for investors, and provide a long term

sustainable and responsible operation for the community and all stakeholders. The Company's principal asset is a 100% interest in the Cactus Project (former ASARCO, Sacaton mine) which is situated on private land in an infrastructure-rich area of Arizona. The Company is led by an executive management team and Board which have a long-standing track record of successful project delivery in North America complemented by global capital markets expertise.

**For more information:**

Alison Dvoskin, Director, Investor Relations

647-233-4348

[advoskin@arizonasonoran.com](mailto:advoskin@arizonasonoran.com)

George Ogilvie, President, CEO and Director

416-723-0458

[gogilvie@arizonasonoran.com](mailto:gogilvie@arizonasonoran.com)

**Forward-Looking Statements**

This news release contains "forward-looking statements" and certain "forward-looking information" as defined under applicable Canadian securities laws. Forward-looking statements and information can generally be identified by the use of forward-looking terminology such as "may", "will", "should", "expect", "intend", "estimate", "anticipate", "believe", "continue", "plans" or similar terminology. The forward-looking information contained herein is provided for the purpose of assisting readers in understanding management's current expectations and plans relating to the future. Readers are cautioned that such information may not be appropriate for other purposes. Forward-looking statements and information include, but are not limited to, statements with respect to pricing of the Offering and its completion and the intended use of proceeds from the Offering.

Forward-looking statements contained in this new release includes, but are not limited to, the intentions of ASCU to complete the Offering, the planned use of the proceeds of the Offering, completion of pre-feasibility an feasibility studies in respect of the Cactus Project, and future development and financial prospects of the Cactus Project. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of ASCU to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Factors that could affect the outcome include, among others: future prices and the supply of metals; the



results of drilling; inability to raise the money necessary to incur the expenditures required to retain and advance the properties; environmental liabilities (known and unknown); economic and market conditions being conducive to the Offering on the timeline currently anticipated or at all; risks related to the COVID-19 pandemic and its impact on the Company, economic conditions, and global markets; the failure of the Company and/or the Underwriters to satisfy closing conditions to the Offering; results of exploration programs; accidents, labour disputes and other risks of the mining industry; political instability, terrorism, insurrection or war; or delays in obtaining governmental approvals, projected cash operating costs, failure to obtain regulatory or shareholder approvals.

If any of these risks or uncertainties materialize, or if the opinions, estimates or assumptions underlying the forward-looking information prove incorrect, actual results or future events may vary materially from those anticipated.

Although ASCU has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained herein are made as of the date of this news release and ASCU disclaims any obligation to update any forward-looking statements, whether as a result of new information, future events or results or otherwise, except as required by applicable securities laws.