

Not for release to US wire services or distribution in the United States

CULPEO ANNOUNCES FINANCING FOR EXPLORATION AT LANA CORINA

Culpeo Minerals Limited (ASX:CPO OTC:CPORF), ("Culpeo" or the "Company") is pleased to announce the initiation of an equity capital raising to fund exploration activities at its exciting Lana Corina and Quelon Projects in Chile. Recent drilling by Culpeo at Lana Corina returned significant downhole intersections including **257m @ 0.95% Cu** and **173m @ 1.05% Cu** (as announced to the ASX on 6 September 2022) and the Company has identified a suite of compelling regional drill targets that will be pursued in the immediate term.

The equity raising seeks to raise approximately \$2.14 million (before costs) comprising a placement to sophisticated and professional investors to raise approximately \$1,121,750 ("Placement") and a non-renounceable entitlement offer to raise up to \$1,022,429 ("Entitlement Offer") to recognise the valued support of existing shareholders.

HIGHLIGHTS

- Capital raised will primarily be allocated to ongoing exploration activities at the Lana Corina Project which have delivered a new copper discovery and generated numerous compelling targets.
- Exploration set to continue at the Company's Quelon Project which is emerging as a second exploration front with drill targets generated from surface prospecting and geophysical surveys.
- Total capital raising of up to \$2,144,179 million (before costs) via a placement and non-renounceable entitlement offer.
- Peak Asset Management, acting as Lead Manager for the financing, received firm commitments well in excess of the targeted Placement.
- Leading North American resources broker Red Cloud Securities Inc. appointed to lead financing in Canada and provide ongoing marketing support for Culpeo's listing on the US-based OTC exchange.

Placement

The Placement comprises the issue of approximately 9,347,917 million new shares at an issue price of \$0.12 per share ("Placement Shares"), to raise approximately \$1,121,750 (before costs). Each Placement Share will have a free attaching option ("Placement Options") issued on the basis of 1 Placement Option for every 2 Placement Shares subscribed for. Each Placement Option will have an exercise price of \$0.18 and a term of 2 years from the date of issue. The issue of the Placement Shares will be made under the Company's available placement capacity under ASX Listing Rules 7.1 and 7.1A. The issue of the Placement Options will be subject to and conditional on shareholder approval, which will be sought at the Company's 2022 Annual General Meeting, expected to be held on Tuesday, 25 November 2022 ("AGM").

Entitlement Offer

The Entitlement Offer invites eligible shareholders to apply for new shares ("Entitlement Shares") on the basis of 1 Entitlement Shares for every 7 shares held at the Record Date (set out in the indicative timetable below) to raise up to \$1,022,429 (before costs) at an issue price of \$0.12 per Entitlement Share. Each Entitlement Share will have an attaching option ("Entitlement Options") issued on the basis of 1 free-attaching Entitlement Option for every 2 Entitlement Shares subscribed for. Each Entitlement Option will have an exercise price of \$0.18 and a term of 2 years from the date of issue.

Any portion of the Entitlement Offer not taken up will form the Shortfall Offer ("Shortfall Offer"). The Shortfall Offer is a separate offer made pursuant to the Entitlement Offer prospectus and will remain open for up to 3 months following the Closing Date (as outlined below). Shares and options to acquire shares in the Company ("Options") issued under the Shortfall Offer will have the same terms as those issued under the Entitlement Offer.

Lead Manager and North American Broker

The Company has engaged Peak Asset Management ("Peak") as Lead Manager to the Placement and Entitlement Offer ("Lead Manager"). The Lead Manager (or its nominee) will receive a 1% management fee on all funds raised under the Placement and Entitlement Offer and a 6% capital raise fee on all funds raised (excluding funds raised by Red Cloud, as below) under the Placement and Shortfall Offer (in aggregate, the "Capital Raise Fee"). The Company will also issue the Lead Manager (or its nominees) 5,000,000 Options ("Lead Manager Options") upon full subscription of the Placement and Entitlement Offer subject to Shareholder approval to be sought at the AGM. Each Lead Manager Option is exercisable at \$0.18 and has a term of 2 years from the date of issue. These Lead Manager Options may be allocated to other brokers and advisors at Peak's discretion in consultation with the Board of the Company.

In addition, the Company has engaged Red Cloud Securities Inc. ("Red Cloud") to act as financial advisor and broker to support its US-based OTC exchange listing. Culpeo will pay Red Cloud a 6% capital raise fee on all funds raised by Red Cloud under the Placement and/or the Shortfall Offer and, subject to Shareholder approval to be sought at the AGM, will issue to Red Cloud (or its nominees) Options equal to 6% of the number of Shares issued to investors introduced by Red Cloud under the Placement and/or the Shortfall Offer secured by Red Cloud. The Options will be on the same terms as the Lead Manager Options.

Indicative Timetable

An indicative timetable for the Placement and Entitlement Offer is set out below. The timetable remains subject to change at the Company's discretion and is subject to compliance with applicable laws and the ASX Listing Rules.

Event	Date
Lodgement of Prospectus with the ASIC	Friday, 14 October 2022
Lodgement of Prospectus and Appendix 3B with ASX	Friday, 14 October 2022
Ex date	Tuesday, 18 October 2022
Record Date for determining Entitlements	Wednesday, 19 October 2022
Issue Placement Shares and lodge Appendix 2A with ASX applying for quotation of Placement Shares	Thursday, 20 October 2022
Offer opening date, Prospectus sent out to Shareholders and Company announces this has been completed	Monday, 24 October 2022
Last day to extend the Closing Date	Tuesday, 1 November 2022
Closing Date as at 5:00pm*	Friday, 4 November 2022
Securities quoted on a deferred settlement basis	Monday, 7 November 2022
ASX notified of under subscriptions	Wednesday, 9 November 2022



Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Entitlement Offer Securities	Friday, 11 November 2022
Quotation of Securities issued under the Entitlement Offer**	Monday, 14 November 2022
Annual General Meeting of the Company	Friday, 25 November 2022
Issue date and lodgement of Appendix 2A with ASX applying for quotation of the Placement Options and Lead Manager Options	Monday, 28 November 2022
Quotation of Placement Options and Lead Manager Options	Tuesday, 29 November 2022

*The Directors may extend the Closing Date by giving at least 3 Business Days' notice to ASX prior to the Closing Date. Accordingly, the date the Securities are expected to commence trading on ASX may vary.

Director participation

The Company advises that the following Directors intend to take up their entitlements under the Entitlement Offer as follows:

- Tanamera Resources Pte Ltd ("Tanamera"), an entity of which Mr Geoffrey McNamara is the sole director and shareholder, intends to take up its full entitlement and, subject to Shareholder approval to be sought at the AGM, intends to apply for additional securities under the Shortfall Offer;
- Vermiculite 987 Pty Ltd <Mzungu Super Fund A/C>, an entity of which Mr Paul Schmeide is director and shareholder, and beneficiary of the fund, intends to take up its full entitlement; and
- Mr Maxwell Tuesley intends to take up part of his entitlement but has not yet made a final decision on the amount.

This announcement has been prepared for publication in Australia and may not be released to US wire services or distributed in the United States. This announcement does not constitute an offer to sell, or a solicitation of an offer to buy, securities in the United States or any other jurisdiction. Any securities described in this announcement have not been, and will not be, registered under the US Securities Act of 1933 and may not be offered or sold in the United States except in transactions exempt from, or not subject to, the registration requirements of the US Securities Act and applicable US state securities laws.



This announcement has been authorised by the Board of Directors of Culpeo Minerals Limited.

COMPANY

Max Tuesley
Managing Director
E: max.tuesley@culpeominerals.com.au
P: +61 (08) 9322 1587

MEDIA/INVESTORS

Evan Smith
Advisir
E: evan.smith@advisir.com.au
P: +61 (0) 431 176 607

ABOUT CULPEO MINERALS LIMITED

Culpeo Minerals is a copper exploration and development company with assets in Chile, the world's number one copper producer. The Company is exploring and developing high grade copper systems in the coastal Cordillera region of Chile.

The Company has recently acquired the Lana Corina Project situated in the Coquimbo region of Chile, where near surface breccia hosted high-grade copper mineralisation offers walk up drilling targets and early resource definition potential.

The Company has two additional assets, the Las Petacas Project, located in the Atacama Fault System near the world-class Candelaria Mine. Historic exploration has identified significant surface mineralisation with numerous outcrops of high-grade copper mineralisation which provide multiple compelling exploration targets. The Quelon Project located 240km north of Santiago and 20km north of the regional centre of Illapel, in the Province of Illapel, Region of Coquimbo. Historical artisanal mining has taken place within the Quelon Project area, but modern exploration in the project area is limited to rock chip sampling and geophysical surveys.

Culpeo Minerals has a strong board and management team with significant Chilean country expertise and has an excellent in-country network. All these elements enable the company to gain access to quality assets in a non-competitive environment. We leverage the experience and relationships developed over 10 years in-country to deliver low cost and effective discovery and resource growth. We aim to create value for our shareholders through exposure to the acquisition, discovery and development of mineral properties which feature high grade, near surface copper mineralisation.

COMPETENT PERSONS' STATEMENTS

The information in this announcement that relates to Exploration Results is based on information compiled by Mr Maxwell Donald Tuesley, BSc (Hons) Economic Geology, MAusIMM (No 111470). Mr Tuesley is a member of the Australian Institute of Mining and Metallurgy and is a shareholder and Director of the Company. Mr Tuesley has sufficient experience that is relevant to the style of mineralisation and type of deposit under consideration and to the activity which he is undertaking to qualify as a Competent Person as defined in the 2012 Edition of the Australasian Code for Reporting of Exploration Results, Mineral Resources and Ore Reserves. Mr Tuesley consents to the inclusion in this report of the matters based on this information in the form and context in which it appears.

