

Arizona Copper and Gold Ltd. and Core Nickel Corp Sign Definitive Arrangement Agreement and Provide Update on Reverse Takeover Transaction

Toronto, Ontario and Vancouver, British Columbia--(Newsfile Corp. - February 18, 2026) - Arizona Copper and Gold Ltd. ("**ACG**") and Core Nickel Corp. (TSXV: CNCO) ("**Core Nickel**", and together with ACG, the "**parties**") are pleased to announce that they have entered into a definitive arrangement agreement (the "**Arrangement Agreement**") pursuant to which Core Nickel will acquire all of the issued and outstanding securities of ACG (the "**Transaction**") by way of a statutory plan of arrangement (the "**Arrangement**") under the *Business Corporations Act* (Ontario) (the "**OBCA**"). Upon completion of the Arrangement, Core Nickel will be renamed Arizona Eagle Mining Corp. ("**Arizona Eagle**"), will have completed a consolidation of its common shares on the basis of one post-consolidation share for every 8.5 pre-consolidation shares, and, following closing, intends to continue its jurisdiction of incorporation from British Columbia into Ontario. The "**Resulting Issuer**" will be Core Nickel as constituted immediately after giving effect to the Arrangement, the consolidation and the name change to Arizona Eagle.

The parties are also pleased to announce that the TSX Venture Exchange (the "**TSXV**") has granted its conditional approval for the Transaction, including the listing of (i) the Resulting Issuer's shares ("**Resulting Issuer Shares**") to be issued in exchange for all of the issued and outstanding common shares of ACG ("**ACG Shares**") pursuant to the Arrangement, and (i) the securities issuable by the Resulting in connection with the concurrent financings (the "**Concurrent Financings**") of subscription receipts of both Core Nickel and ACG, as previously announced by the parties in a press release dated November 26, 2025, all subject to customary conditions described below.

The business of the Resulting Issuer will be the exploration and development of ACG's Eagle Project in Yavapai County, Arizona. While the Resulting Issuer's focus will be on exploration and development of the Eagle Project, it will continue to own Core Nickel's land portfolio in the Thompson Nickel Belt of northern Manitoba.

Chris Tate, CEO of Core Nickel Corp., commented:

"We are delighted to announce the execution of the Arrangement Agreement and the receipt of conditional approval for listing from the TSX Venture Exchange. This transformative transaction delivers compelling value to Core Nickel shareholders by providing ownership in one of North America's highest-grade, past-producing gold deposits - the McCabe Mine - amid a robust gold market environment. At the same time, it preserves meaningful optionality and exposure to our high-quality nickel assets in Manitoba. The Core Nickel management team and Board of Directors unanimously support and strongly recommend that shareholders vote in favor of this value-accretive transaction."

Kevin Reid, CEO of Arizona Copper and Gold Ltd., stated:

"Our Arizona-based team has advanced the Eagle Project significantly over the past two years, consolidating a large land package centered on the past-producing McCabe Mine - a high-grade gold-silver deposit with substantial expansion potential in all directions. We have deployed modern exploration techniques for the first time in over four decades, including comprehensive property-wide mapping, sampling, helicopter VTEM, and ground IP surveys. Last month, we initiated our Phase 1 drilling program, designed to confirm and expand the historic estimate at the McCabe Mine of approximately 878,000 ounces of gold at 11.7 g/t and 5 million ounces of silver at 69 g/t. Our work has also identified multiple parallel structures hosting past-producing mines that remain largely untested by drilling. We firmly believe this transaction positions the combined company to unlock the full potential of

the Eagle Project and revitalize what was historically Arizona's premier gold and silver producing district. We urge Arizona Copper and Gold shareholders to support this transaction to accelerate our path forward."¹

Summary of the Proposed Transaction

Under the Arrangement, each ACG Share will be exchanged for one Resulting Issuer Share (on a post-consolidation basis). Immediately prior to closing, Core Nickel will complete the 8.5:1 share consolidation (the "**Consolidation**") and change its name to "Arizona Eagle Mining Corp." (the "**Name Change**"). Following closing of the Transaction, the Resulting Issuer expects to file articles of continuance to continue (the "**Continuance**") from British Columbia into Ontario under the *Business Corporations Act* (Ontario).

Upon completion of the Transaction, ACG will become a wholly owned subsidiary of the Resulting Issuer, which is expected to be classified as a Tier 2 Mining Issuer on the TSXV, and former ACG shareholders are expected to hold a majority of the outstanding Resulting Issuer Shares. As a result, the Transaction will constitute a reverse takeover of Core Nickel by the shareholders of ACG under TSXV Policy 5.2 - *Changes of Business and Reverse Takeovers* ("**Policy 5.2**"). It is expected that the Resulting Issuer will trade under the symbol "AZEM" on the TSXV.

TSXV Conditional Approval, Post-Closing Capitalization and Escrow

Core Nickel has received conditional approval from the TSXV for the Transaction and the listing of the Resulting Issuer Shares to be issued in connection with the Transaction. The TSXV's conditional approval contemplates the issuance of 39,868,950 Resulting Issuer Shares as consideration for the acquisition of all of the issued and outstanding ACG Shares on a one (1) for one (1) exchange ratio, together with securities issuable in connection with the parties' previously announced Concurrent Financings, and provides for the continuation of a 10% rolling stock option plan of the Resulting Issuer. It is expected that immediately following completion of the Arrangement there will be approximately 49,006,929 Resulting Issuer Shares, 4,698,079 share purchase warrants ("**Resulting Issuer Warrants**") and 2,637,647 stock options ("**Resulting Issuer Options**") of the Resulting Issuer outstanding. Certain Resulting Issuer securities will be subject to escrow in accordance with TSXV Policy 5.4 - *Capital Structure, Escrow and Resale Restrictions*, including an aggregate of 1,924,176 Resulting Issuer Shares, 111,765 Resulting Issuer Options and 941,176 Resulting Issuer Warrants under Tier 1 escrow, and 24,030,200 Resulting Issuer shares and 2,500,000 Resulting Issuer options under Tier 2 escrow, as will be more particularly described in the management information of Core Nickel (the "**Core Nickel Circular**") to be filed in connection with the annual general and special meeting (the "**Core Shareholder Meeting**") of Core Nickel shareholders called to approve annual matters and the Transaction and related matters on March 13, 2026.

The TSXV's conditional approval remains subject to customary conditions, including, without limitation requisite shareholder approvals of the parties and interim and final court orders to be obtained by ACG in respect of the Arrangement under the *Business Corporations Act* (Ontario). There can be no assurance that final TSXV acceptance will be obtained. Trading in Core Nickel's shares remains halted and will continue to be halted until completion of the Arrangement and satisfaction of TSXV requirements. The Resulting Issuer will request reinstatement of trading when permitted under TSXV policies.

Governance, Special Committee Process and Fairness Opinions

Core Nickel's board of directors established a special committee of independent directors to oversee the process, evaluate the transaction and consider alternatives. The special committee engaged an independent financial advisor and obtained a fairness opinion. The Core Nickel board, following the unanimous recommendation of its special committee and receipt of a fairness opinion concluding that the transaction is fair, from a financial point of view, to Core Nickel shareholders, has unanimously determined that the Transaction is in the best interests of Core Nickel and fair to its shareholders, and recommends that Core Nickel shareholders vote in favour of the transaction resolution. ACG's board of directors also received an independent fairness opinion concluding that the Arrangement is fair, from a

financial point of view, to ACG shareholders.

Shareholder Meetings

Core Nickel has filed the Core Nickel Circular for the Core Shareholder Meeting to be held on March 13, 2026 at 10:00 a.m. PST in Vancouver, British Columbia. The Core Nickel Circular includes the transaction resolution approving the Transaction in accordance with TSXV Policy 5.2, and related matters to be considered by Core Nickel shareholders at the Core Shareholder Meeting, including the Continuance and the election of directors, appointment of auditors and the approval of Core Nickel's 10% rolling stock option plan, which will be the stock option plan of the Resulting Issuer. The Core Nickel Circular is available on SEDAR+ under Core Nickel's issuer profile.

ACG will also be holding its annual and special meeting of shareholders on March 13, 2026 to consider and approve the Arrangement and will announce further details when it mails its meeting materials to ACG Shareholders.

Concurrent Financings

As previously announced, the parties closed an aggregate of 2,659,542 subscription receipts of Core Nickel and ACG (collectively, the "**Subscription Receipts**") for total gross proceeds of approximately \$3,191,450. The securities issuable on conversion of the Subscription Receipts will be issued immediately prior to completion of the Arrangement in accordance with their terms. Net proceeds from the Concurrent Financings are expected to fund exploration at the Eagle Project and for working capital and general corporate purposes, as described in the Core Nickel Circular.

Conflict of Interest, Minority Protections and MI 61-101

The Transaction constitutes a "related party transaction" (as defined in Multilateral Instrument 61-101 - *Protection of Minority Security Holders in Special Transactions* ("**MI 61-101**")) because, as at the time the Transaction was agreed to, Paul Reid held more than 20% (on a partially-diluted basis) of the issued and outstanding each of Core Nickel and ACG. As a result, the Transaction is subject to the minority-protection requirements of MI 61-101. Core Nickel is relying on the exemption from the formal valuation requirement in Section 5.5(e) of MI 61-101. Minority approval for the Transaction is required pursuant to Section 5.6 of MI 61-101. In addition, because the Transaction is a "Non-Arm's Length Transaction" under TSXV Policy 5.2, the TSXV requires that Core Nickel seek disinterested shareholder approval for the Transaction. Core Nickel expects that the TSXV's disinterested shareholder approval will be sought at the Core Nickel shareholders' meeting and that obtaining such approval will also satisfy the MI 61-101 minority-approval requirement.

For the purpose of MI 61-101; the votes attaching to Core Nickel Shares beneficially owned, or over which control or direction is exercised, by ACG's related parties and any joint actors will be excluded from the vote on the resolution approving the Transaction at the Core Shareholder Meeting. An independent special committee of the board of directors of Core Nickel supervised the negotiation and review process and recommended the Transaction to the Core Nickel board of directors. The special committee met regularly and retained an independent financial advisor. The special committee received an independent fairness opinion from RWE Growth Partners Inc. dated February 2, 2026, which concluded that, as of the date of the opinion and subject to the assumptions, limitations and qualifications described therein, the Transaction is fair, from a financial point of view, to the holders of Core Nickel Shares. A copy of the Core Nickel fairness opinion is included in the Core Nickel Circular.

Certain directors, officers and significant shareholders of ACG beneficially own or control, directly or indirectly, Core Nickel Shares. The table below sets out, for each of these individuals, the current number of Core Nickel Shares held, the current percentage of Core Nickel Shares held on both an undiluted and partially diluted basis, and the anticipated effect of the Transaction on that person's percentage ownership of Core Nickel's equity securities, on both an undiluted and a partially-diluted basis.

Current Core Nickel Shares			ACG Shares	After giving effect to the Transaction		
# of shares held	% (undiluted) ⁽¹⁾	% (partially-diluted) ⁽¹⁾	# of shares held	# of shares held	% (undiluted) ⁽²⁾	% (partially-diluted) ⁽²⁾

Paul Reid	8,175,000	14.85%	19.90%	8,000,100	9,211,865	18.80%	20.68%
Marc Pais	5,180,500	9.41%	13.30%	8,000,100	8,859,571	18.08%	19.79%
Kevin Reid	2,000,000	3.63%	7.01%	6,750,000	7,262,567	14.82%	17.37%
Rickard Vernon	1,000,000	1.82%	3.57%	1,280,000	1,477,647	3.02%	4.38%

(1) Current percentages are based on 55,066,718 Core Nickel Shares issued and outstanding as at the date hereof.

(2) Percentages after giving effect to the Transaction reflect completion of the Transaction and conversion of the Subscription Receipts, is based on an aggregate 49,006,929 Resulting Issuer Shares expected to be issued and outstanding immediately following completion of the Transaction.

(3) See the Core Nickel Circular for further details regarding convertible securities held by the principals of ACG.

In connection with the Transaction, ACG and Core Nickel completed concurrent subscription receipt financings. Participation by certain insiders of ACG and Core Nickel included: Marc Pais (250,000 ACG subscription receipts), Paul Reid (250,000 ACG subscription receipts), Kevin Reid (277,373 Core Nickel subscription receipts) and Rickard Vernon (80,000 Core Nickel subscription receipts). These subscriptions were completed on the same terms and conditions as for arm's length investors and are "connected transactions" for MI 61-101 purposes; they will be aggregated with the Transaction, as applicable, for MI 61-101 disclosure and approval purposes.

Core Nickel has not obtained any "prior valuation" (within the meaning of MI 61-101) in respect of Core Nickel or the Core Nickel Shares in the 24 months before the date of this news release. The fairness opinion described above is not a "valuation" for purposes of MI 61-101.

Core Nickel will file a material change report (the "**MCR**") in connection with the Transaction that includes the disclosure required by MI 61-101. Closing of the Transaction is not expected to occur earlier than 21 days after the filing of the MCR.

About Arizona Copper and Gold Ltd.

ACG is a private mineral exploration company based in Toronto, Ontario, focused on the acquisition, exploration and development of mineral properties in the United States. Through its wholly owned subsidiary, ACG holds the Eagle Project in Yavapai County, Arizona.

About Core Nickel Corp.

Core Nickel is a reporting issuer listed on the TSX Venture Exchange under the symbol CNCO. Core Nickel holds a portfolio of exploration-stage nickel properties in the Thompson Nickel Belt in northern Manitoba, including the Mel deposit.

Further Information

ACG and Core Nickel will provide further details in respect of the Transaction in due course by way of a subsequent news release, however, Core Nickel will make available to the TSXV, all information, including financial information, as may be requested or required by the TSXV.

All information contained in this news release with respect to Core Nickel and ACG was supplied by the respective party, 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.

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Cautionary Note Regarding Forward-Looking Information

This news release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this news release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this news release contains forward-looking statements, including statements concerning the Transaction (including the Name Change, Consolidation and Continuance), the conversion of the Subscription Receipts and the release from escrow of the net proceeds therefrom to the Resulting Issuer; the requisite approval of Core Nickel shareholders and ACG shareholders, court approval of the Arrangement, and the satisfaction of all other conditions to completion of the Transaction under the Arrangement Agreement; anticipated capitalization of the Resulting Issuer on completion; escrow requirements; the intended business and listing classification of the Resulting Issuer; and the expected use of proceeds of the Concurrent Financings. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the parties, including expectations and assumptions concerning (i) ACG, Core Nickel, the Resulting Issuer, and the Transaction, (ii) the timely receipt of all required shareholder, court and regulatory approvals (as applicable), including the approval of the TSXV, (iii) the satisfaction of other closing conditions in accordance with the terms of the Arrangement Agreement, (iv) changes to anticipated capitalization; (v) if the Transaction is completed, the ability of the Resulting Issuer to execute on the proposed exploration program at the Eagle Project, and (vi) other assumptions and risks described in the Core Nickel Circular.

Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the parties. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by the respective management of the parties at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

The forward-looking statements contained in this news release are made as of the date of this news release and are expressly qualified by the foregoing cautionary statement. Except as expressly required by securities law, neither Party undertakes any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise.

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

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

The TSXV has in no way passed upon the merits of the Transaction and has neither approved nor disapproved the contents of this news release.

This news release shall not constitute an offer to sell or the solicitation of an offer to buy any securities in any jurisdiction.

This news release does not constitute an offer to sell or a solicitation of an offer to buy the securities described herein in the United States or in any other jurisdiction, nor shall there be any sale of the securities in any state in which such offer, solicitation or sale would be unlawful. The securities have not been and will not be registered under the U.S. Securities Act, or any state securities laws, and accordingly, may not be offered or sold in the United States except in compliance with the registration requirements of the U.S. Securities Act and applicable state securities requirements or pursuant to exemptions therefrom.

Neither the TSX Venture Exchange nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy or accuracy of this news release. No stock exchange, securities commission or other regulatory authority has approved or disapproved the information contained herein.

¹ The historical estimate for the McCabe Deposit is unclassified and predates, and is non-compliant with, current NI 43-101 standards. It is based on a 1984 "Total Reserve Estimate" by Stan West Mining using a gold price of US\$350/oz and a cut-off grade of 6.75-6.8 g/t gold. The Company's qualified person has not performed sufficient work to classify this historical estimate as a current mineral resource, and the Company is not treating the historical estimate as current. It is included for historical context only and should not be relied upon. Production from 1987-1988 extracted only a portion of the estimate, leaving significant potential remaining, and the deposit remains open at depth and along strike.

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