



Offering Document under the Listed Issuer Financing Exemption

January 12, 2023

SURGE COPPER CORP.
(“Surge” or the “Company”)

SUMMARY OF OFFERING

What are we offering?

- Offering:** Up to 11,539,000 units (the “Units”) of the Company and up to 11,077,000 charity flow-through Units (the “Charity FT Units”). Each Unit shall consist of one common share and one-half of one transferrable common share purchase warrant (each whole such common share purchase warrant, a “Warrant”). Each Charity FT Unit will consist of one charity flow-through common share and one-half of one Warrant to be issued on a non-flow-through basis. Each Warrant shall be exercisable into one common share for twelve months from closing at an exercise price of \$0.20 per Warrant.
- Offering Price:** \$0.13 per Unit and \$0.215 per Charity FT Unit
- Offering Amount:** There is no minimum amount. A maximum of 11,539,000 Units and 11,077,000 Charity FT Units for maximum gross proceeds of \$3,881,625.
- Closing Date:** The Offering may close in one or more tranches with a final closing expected to occur on or about February 2, 2023.
- Exchange:** The common shares of the Company are listed on the TSX Venture Exchange (TSXV:SURG) and trade on the OTCQX Best Market (OTCQX:SRGXF) and the Börse Frankfurt (Frankfurt:G6D2).
- Last Closing Price:** The closing price of the common shares of the Company on the TSX Venture Exchange on January 11, 2023 was \$0.15.

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.

Surge Copper Corp. is conducting a listed issuer financing under section 5A.2 of National Instrument 45-106 Prospectus Exemptions. In connection with this offering, the issuer represents the following is true:

- The issuer has active operations and its principal asset is not cash, cash equivalents or its exchange listing.
- The issuer has filed all periodic and timely disclosure documents that it is required to have filed.

- **The total dollar amount of this offering, in combination with the dollar amount of all other offerings made under the listed issuer financing exemption in the 12 months immediately before the date of this offering document, will not exceed \$5,000,000.**
- **The issuer will not close this offering unless the issuer reasonably believes it has raised sufficient funds to meet its business objectives and liquidity requirements for a period of 12 months following the distribution.**
- **The issuer will not allocate the available funds from this offering to an acquisition that is a significant acquisition or restructuring transaction under securities law or to any other transaction for which the issuer seeks security holder approval.**

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This offering document contains “forward-looking information” within the meaning of applicable Canadian securities laws, which is based upon the Company’s current internal expectations, estimates, projections, assumptions and beliefs. The forward-looking information included in this offering document is made only as of the date of this offering document. Such forward-looking statements and forward-looking information include, but are not limited to, statements concerning: the Company’s plans regarding the Berg Property and the Ootsa Property; successfully earning its 70% interest in the Berg Property from Centerra Gold; new exploration as a result of its additional drill results from the first phase of its 2022 regional exploration program; the anticipated results pending from an additional 30 exploration drill holes that tested a variety of similar targets on both the Ootsa and Berg Properties; completion of the PEA (defined below) on the Berg Project, if at all, and the results thereof; further investigation in future testwork programs and potential additional leach recoveries of gold from flotation tailings stream as a result of the metallurgical testwork program completed on sample material from the Seel porphyry deposit in 2022; the Company’s expectations with respect to the use of proceeds and the use of the available funds following completion of the offering, the completion of the offering, if it is to be completed at all; the expected closing date; and completion of the Company’s business objectives, and the timing, costs, and benefits thereof. Forward-looking statements or forward-looking information relate to future events and future performance and include statements regarding the expectations and beliefs of management based on information currently available to the Company. Such forward-looking statements and forward-looking information often, but not always, can be identified by the use of words such as “plans”, “expects”, “potential”, “is expected”, “anticipated”, “is targeted”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or the negatives thereof or variations of such words and phrases or statements that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved.

Forward-looking statements or forward-looking information include statements about the future and are inherently uncertain, and the Company’s actual achievements or other future events or conditions may differ materially from those reflected in such forward-looking statements and forward-looking information due to a variety of risks, uncertainties and other factors, including, without limitation, actual results of the Company’s exploration activities being different than those expected by management, delays in obtaining or failure to obtain required government or other regulatory approvals, the ability to obtain adequate financing to conduct its planned exploration programs, inability to procure labour, equipment, and supplies in sufficient quantities and on a timely basis, equipment breakdown, impacts of the current coronavirus pandemic, bad weather, and those risk factors referred to in this Company’s filings available at www.sedar.com. This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements or forward-looking information.

The Company provides no assurance that forward-looking statements or forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements and information. Accordingly, readers should not place undue reliance on forward-looking statements and forward-looking information. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking information, whether as a result of new information, changing circumstances, or otherwise.

TECHNICAL INFORMATION

Dr. Shane Ebert P. Geo. is the Qualified Person for the Ootsa and Berg projects as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* (“NI 43-101”) and has reviewed and approved the technical disclosure contained in this offering document.

SUMMARY DESCRIPTION OF BUSINESS

What is our business?

Surge Copper Corp. is a Canadian company that is advancing an emerging critical metals district in a well-developed region of British Columbia, Canada. The Company controls a large, contiguous mineral claim package that hosts multiple advanced porphyry deposits with pit-constrained NI 43-101 compliant resources of copper, molybdenum, gold, and silver – metals which are critical inputs to the low-carbon energy transition and associated electrification technologies.

The Company owns a 100% interest in the Ootsa Property, an advanced-stage exploration project containing the Seel and Ox porphyry deposits located adjacent to the open pit Huckleberry Copper Mine, owned by Imperial Metals. The Ootsa Property contains pit-constrained NI 43-101 compliant resources of copper, gold, molybdenum, and silver in the Measured, Indicated, and Inferred categories.

The Company is also earning a 70% interest in the Berg Property from Centerra Gold. Berg is a large, advanced-stage exploration project located 28 km northwest of the Ootsa deposits. Berg contains pit-constrained NI 43-101 compliant resources of copper, molybdenum, and silver in the Measured, Indicated, and Inferred categories. Combined, the adjacent Ootsa and Berg properties give Surge a dominant land position in the Ootsa-Huckleberry-Berg district and control over three advanced porphyry deposits and multiple copper, gold, and silver exploration targets.

Recent developments

On January 9, 2023, the Company announced additional drill results from the first phase of its 2022 regional exploration program, which was focused on testing various exploration targets within the Ootsa Property. Holes S22-330 and 328 were both drilled along the northern margin of the newly defined polymetallic Seel Breccia East zone, and encountered copper-gold porphyry-style mineralization in the upper portions of the holes, which when combined with the interpretation of geophysical data in the area, opens up the area to the north of the collar location for hole S22-330 as a new exploration target prospective for copper-gold porphyry style mineralization, which has not previously been drilled. The bottom portion of hole S22-320 encountered the zinc-rich breccia also encountered in holes S22-315 and 316, announced on November 2, 2022, and represent a 200 metre stepout on this deeper zinc-rich breccia zone.

On December 15, 2022, the Company announced assay results from a single drill hole from the first phase of its 2022 regional exploration program which was focused on testing various exploration targets within the Ootsa Property. Drill hole BJ22-01 tested a ZTEM geophysical anomaly at the Blackjack Target and discovered a wide zone of silver-gold-zinc-lead mineralization in addition to three individual high-grade silver veins, within a very large and highly altered intrusive centre that is highly prospective for precious metal mineralization. This result provides confirmation of the Company's use of ZTEM as a remote sensing technique to generate blind exploration targets. Results are pending from an additional 30 exploration drill holes that tested a variety of similar targets on both the Ootsa and Berg Properties. The press release issued on December 15, 2022, has further details.

On November 16, 2022, the Company announced that it had commenced a Preliminary Economic Assessment (the "PEA") on the Berg Project, which will be led by Ausenco Engineering Canada Inc. and will be accompanied by an updated mineral resource estimate for the Berg deposit which will be completed by Tetra Tech Canada Inc. The PEA will seek to outline a development opportunity of a simple, stand-alone open pit mine and concentrator facility, located in a well-developed and easily accessible region of British Columbia, with a long life and high outputs of metals critical for the energy transition, including copper, molybdenum, silver, and gold. The updated mineral resource estimate will utilize new drilling completed in 2021 and new precious metal assay data from historical drill core and pulps, as compared to the latest mineral resource estimate from 2021. The press release issued on November 16, 2022, has further details.

On November 2, 2022, the Company announced initial drill results from the first phase of its 2022 regional exploration program, which was focused on testing various exploration targets within the Ootsa Property. Holes S22-315 and S22-316 encountered high-grade breccia-style mineralization in an area 400 metres east of the Seel Breccia Zone in an area now referred to as the Seel Breccia East Zone. These two holes, in addition to 2018 hole S18-214 define a high-grade copper-silver-gold-zinc breccia 50 metres wide by 100 metres deep that overlies a much larger zinc-rich breccia that is 100 to 150 metres wide and over 200 metres deep, and open up and down dip. The press release issued on November 2, 2022, has further details.

On October 19, 2022, the Company announced results from the metallurgical testwork program completed on sample material from the Seel porphyry deposit in 2022. The testwork program was designed to advance bulk copper-molybdenum concentrate flotation parameters, confirm molybdenum recovery performance into a separate molybdenum concentrate at marketable grades, and investigate further opportunities to increase precious metal recoveries from tailings streams within the flowsheet. The testwork program was large in scale, utilizing multiple composites made up from approximately 2,000 kilograms of sample material representing various lithologies and grade ranges across the deposit. Recovery results of all metals into a bulk concentrate were robust and consistent with prior testwork. Recovery results of molybdenum into a separate molybdenum concentrate were considered excellent and provided the first such results under robust testing conditions. The testwork also provided confirmation of potential for additional leach recoveries of gold from flotation tailings streams, which warrants further investigation in future testwork programs. The press release issued on October 19, 2022, provides further details.

Material facts

There are no material facts about the securities being distributed that have not been disclosed in this offering document or in any other document filed by the Company in the 12 months preceding the date of this offering document.

What are the business objectives that we expect to accomplish using the available funds?

Timeline	Business Objective	Significant Event & Cost of Event
2023	Completion of Preliminary Economic Analysis for the Berg Project	Publication of an NI 43-101 compliant PEA; \$452,603
2023	Continued compilation and interpretation of results from 2022 regional exploration program and planning for follow-on exploration work	Development and advancement of regional geoscience datasets; \$120,000
2023	Follow-up exploration including drill testing of targets prioritized from the 2022 exploration program	Exploration results – Berg and Ootsa Properties; \$2,381,555

USE OF AVAILABLE FUNDS

What will our available funds be upon the closing of the offering?

		Assuming 100% of offering
A	Amount to be raised by this offering	\$3,881,625
B	Selling commissions and fees	\$42,480
C	Estimated offering costs (e.g., legal, accounting, audit)	\$40,000
D	Net proceeds of offering: $D = A - (B+C)$	\$3,799,145
E	Working capital as at most recent month end (deficiency)	\$(30,000)
F	Additional sources of funding	\$nil
G	Total available funds: $G = D+E+F$	\$3,769,145

How will we use the available funds?

Description of intended use of available funds listed in order of priority	Assuming 100% of offering
Berg Project PEA	\$452,603
Ootsa and Berg Properties – Compilation and interpretation of exploration data	\$120,000
Ootsa and Berg Properties – qualifying flow-through exploration expenditures	\$2,381,555
Corporate administration, salaries and benefits, professional fees	\$674,137
Investor relations & marketing	\$125,000
Transfer agent, securities commissions, filing fees	\$15,850
Total: Equal to G in the available funds in the previous table	\$3,769,145
<u>Notes</u> <ol style="list-style-type: none">1. The Company's September 30, 2022 unaudited interim financial statements were prepared on a going concern basis, which contemplates that the Company will continue its operations for at least twelve months from September 30, 2022 and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company has not generated revenue from operations. This offering will allow the Company to undertake further exploration and advancement of its mineral properties.2. The available funds will not be paid to an insider, associate, or affiliate of the Company, except for normal course salaries.	

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

The Company has not raised other funds in the past 12 months.

FEES AND COMMISSIONS

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

The Company has not engaged any dealers or finders in connection with this offering. The Company may compensate certain finders with a cash fee equal to 6% of the aggregate gross proceeds raised from subscriptions under the offering arranged by such finders, if applicable.

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 the Company, or
- b) to damages against the Company 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.

ADDITIONAL INFORMATION

Where can you find more information about us?

A security holder can access the Company's continuous disclosure at www.sedar.com. In addition, our website at www.surgecopper.com contains further information about the Company.

DATE AND CERTIFICATE

This offering document, together with any document filed under Canadian securities legislation on or after January 12, 2022, contains disclosure of all material facts about the securities being distributed and does not contain a misrepresentation.

January 12, 2023

/Leif Nilsson/

Leif Nilsson, CEO & Director

/Chantelle Collins/

Chantelle Collins, CFO