



## News Release

### COPPER FOX OFFERS PRIVATE PLACEMENT TO EXISTING SHAREHOLDERS

Calgary, Alberta – May 1, 2017 – Copper Fox Metals Inc. (“Copper Fox” or the “Company”) (TSX-V: CUU – OTC: CPFXF) announced today that it is expanding its non-brokered private placement (the “Offering”) previously announced on April 19, 2017, to include existing shareholders of the Company, subject to certain limitations. The Offering is subject to TSX Venture Exchange final acceptance.

As previously announced, the Offering will consist of up to 6,250,000 units (each a “Unit”) at a price of \$0.12 per Unit. Each Unit will consist of one common share in the capital of the Company (a “Common Share”) and one whole common share purchase warrant (a “Warrant”). Each Warrant will entitle the holder to purchase one Common Share for an exercise price of \$0.15 during the first 12 month period after the closing of the Offering and \$0.17 during the second 12 month period after the closing of the Offering. In the event that the 20-day volume weighted average price of the common shares listed on the TSX Venture Exchange is above \$0.20, the expiry date of the Warrants will be accelerated to a date that is 30 days after the first date such threshold is met.

As noted above, the Offering is being made available to existing shareholders of the Company who qualify under the “existing security holder prospectus exemption” available in certain jurisdictions in Canada (the “Existing Security Holder Exemption”).

As the Existing Security Holder Exemption contains certain restrictions and is only available in certain jurisdictions in Canada, others that do not qualify under the Existing Security Holder Exemption may qualify to participate under other prospectus exemptions, such as the accredited investor exemption.

To comply with the criteria of the Existing Security Holder Exemption, the ability of existing shareholders holders to participate in the Offering shall be subject to, among other criteria, the following:

- April 18, 2017 has been set as the record date (the “Record Date”) for the purpose of determining existing security holders entitled to purchase Units pursuant to the Existing Shareholder Exemption (such date being one day prior to the initial announcement of the Offering).
- To participate, a qualified shareholder must deliver an executed subscription agreement in the required form, which will include the requirements of the Existing Security Holder Exemption (including, among other things, that the subscriber was as of the Record Date and continues to be as of the date of closing, a shareholder of the Company and that the subscriber is purchasing the Units as principal for his or her own account). Contact information to obtain the subscription form is set out below.
- The aggregate acquisition cost to a subscriber under the Existing Security Holder Exemption cannot exceed \$15,000 per twelve month period unless that subscriber has obtained advice from a registered investment dealer regarding the suitability of the investment.

- Subscriptions will be accepted by the Company on a “first come, first served basis”. Therefore, if the Offering is over-subscribed it is possible that a shareholders subscription may not be accepted by the Company. Additionally, in the event of an imbalance of large subscriptions compared to smaller subscriptions, management reserves the right in its discretion to reduce large subscriptions in favour of smaller shareholder subscriptions.

Further terms and conditions shall be set out in the form of subscription agreement that will be made available to interested shareholders, who are directed to contact the Company as follows:

Lynn Ball  
Tel: 403-264-2820  
Suite 650, 340-12<sup>th</sup> Avenue SW  
Calgary, AB T2R 1L5

The Offering is expected to close by mid-May, 2017. In accordance with applicable securities legislation, securities issued pursuant to the Offering are subject to a hold period of four months plus one day from the date of the completion of the Offering.

The net proceeds raised from the Offering will be used for ongoing activities and general corporate purposes of the Company.

The Offering may include one or more subscriptions by insiders of the Company, which will include a subscription by Mr. Ernesto Echavarria, a director, insider and a control person of the Company (as defined by the policies of the TSX Venture Exchange) of a minimum of 3,750,000 Units.

Subscriptions completed by insiders in the Offering, including the subscription by Mr. Echavarria, may constitute a “Related Party Transaction” under Policy 5.9 of the TSX Venture Exchange which adopts Multilateral Instrument 61-101 (“MI 61-101”) as a policy of the TSX Venture Exchange. In completing such transactions, Copper Fox intends to rely on the applicable exemptions from the valuation requirement and minority security holder approval requirements available under Sections 5.5(a) and 5.7(a) of MI 61-101, respectively, on the basis that the participation in the private placement by insiders will not exceed 25% of the Company’s market capitalization.

### **About Copper Fox**

Copper Fox is a Tier 1 Canadian resource company listed on the TSX Venture Exchange (TSX-V: CUU) focused on copper exploration and development in Canada and the United States. Copper Fox and its wholly owned Canadian and United States subsidiaries, being Northern Fox Copper Inc. and Desert Fox Copper Inc. hold the assets listed below:

- 1) 25% interest in the Schaft Creek Joint Venture with Teck Resources Limited on the Schaft Creek copper-gold-molybdenum-silver project located in northwestern British Columbia.
- 2) 100% ownership of the Van Dyke oxide copper project located in Miami, Arizona.
- 3) 65.4% of the shares of Carmax Mining Corp. who in turn own 100% of the Eaglehead copper-molybdenum-gold project located in northwestern British Columbia.
- 4) 100% ownership of the Sombrero Butte copper project located east of Mammoth, Arizona.
- 5) 100% ownership of the Mineral Mountain copper project located east of Florence, Arizona.

For additional information contact: Lynn Ball at 1-844-464-2820 or 1-403-264-2820.

On behalf of the Board of Directors

Elmer B. Stewart  
President and Chief Executive Officer

***Neither TSX Venture Exchange Inc. nor its Regulation Services Provider (as that term is defined in the policies of the TSX Venture Exchange Inc.) accepts responsibility for the adequacy or accuracy of this release.***

***This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities described herein in the United States. The securities described in this news release 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 or sold within the United States or to U.S. Persons unless registered under the U.S. Securities Act and applicable state securities laws or an exemption from such registration is available. This news release is not for distribution in the United States or over United States newswires.***

**Cautionary Note Regarding Forward-Looking Information**

This news release contains "forward-looking information" within the meaning of the Canadian securities laws. Forward-looking information is generally identifiable by use of the words "believes," "may," "plans," "will," "anticipates," "intends," "budgets," "could", "estimates", "expects", "forecasts", "projects" and similar expressions, and the negative of such expressions. Forward-looking information in this news release includes, without limitation, statements about: the expected size and terms of the Offering and the use of the proceeds therefrom; the anticipated closing time of the Offering; the terms of the subscription agreements to be executed by shareholders relying on the "Existing Security Holder Exemption"; the expected subscription by one or more insiders, including Mr. Echavarria in the Offering; and the exemptions in MI 61-101 intended to be relied upon by Copper Fox in completing the Offering.

In connection with the forward-looking information contained in this news release, Copper Fox has made numerous assumptions. Additionally, there are known and unknown risk factors which could cause Copper Fox's actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by the forward-looking information contained herein.

Known risk factors include the possibility that: approval for the Offering will not be obtained from the TSX Venture Exchange; the Offering will not complete at the time or in the amount expected, or at all; Mr. Echavarria will not subscribe for the number of Units currently expected, or at all; and the exemptions intended to be relied upon by Copper Fox under MI 61-101 in completing the Offering may not be available.

A more complete discussion of the risks and uncertainties facing Copper Fox is disclosed in Copper Fox's continuous disclosure filings with Canadian securities regulatory authorities at [www.sedar.com](http://www.sedar.com). All forward-looking information herein is qualified in its entirety by this cautionary statement, and Copper Fox disclaims any obligation to revise or update any such forward-looking information or to publicly announce the result of any revisions to any of the forward-looking information contained herein to reflect future results, events or developments, except as required by law.