

# Superior Copper Files Circular Regarding Shareholder Vote on Business Combination With Nighthawk Gold Corp.

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TORONTO, April 26, 2016 - [Superior Copper Corp.](#) (TSX VENTURE:SPC) ("Superior") is pleased to announce that, further to the joint press release of Superior and [Nighthawk Gold Corp.](#) ("Nighthawk") dated February 25, 2016, Superior has filed a management information circular (the "Circular") and related proxy materials with the Canadian securities regulators in advance of its special meeting (the "Meeting") of shareholders ("Superior Shareholders") to approve the various matters relating to the previously announced proposed acquisition by Nighthawk of Superior (the "Amalgamation"). The Circular is available under Superior's issuer profile on SEDAR at [www.sedar.com](http://www.sedar.com).

Superior Shareholders of record on April 18, 2016 will receive notice of and be entitled to vote at the Meeting. The Circular, which updates information about Superior and Nighthawk and provides information about the Amalgamation, is now being mailed to Superior Shareholders.

## The Amalgamation

Under the terms of a master agreement entered into among Superior, Nighthawk, and 2504106 Ontario Inc., a wholly-owned subsidiary of Nighthawk ("Newco") dated February 24, 2016 (the "Master Agreement"), Superior will amalgamate with Newco, and all of the issued and outstanding common shares of Superior (the "Superior Shares") will be acquired by Nighthawk from the existing holders thereof in consideration of the issuance of 0.32493545 of one common share of Nighthawk (each whole such common share, a "Nighthawk Share") for each Superior Share so held, subject to the exercise of available dissent rights.

Also in connection with the Amalgamation, all of the outstanding stock options of Superior will be exchanged for equivalent stock options of Nighthawk, and all of the outstanding share purchase warrants of Superior will thereafter entitle the holders to acquire Nighthawk Shares in lieu of Superior Shares, in each case subject to adjustment based on the Exchange Ratio and otherwise on the same terms and conditions.

## The Meeting

The Meeting is scheduled to be held at 9:00 a.m. (Eastern Standard Time) the offices of Cassels Brock & Blackwell LLP, 40 King Street West, Suite 2100, Toronto, Ontario M5H 3C2 on Thursday May 26, 2016.

## YOUR VOTE IS IMPORTANT - PLEASE VOTE TODAY

The Board of Directors of Superior UNANIMOUSLY recommends that the Superior Shareholders vote IN FAVOUR of the Amalgamation. Your vote is important regardless of the number of Superior Shares you own. Superior encourages Superior Shareholders to read the meeting materials in detail.

## About Nighthawk and Superior

Nighthawk is a Canadian-based exploration company focused on acquiring and developing gold mineral properties in the Northwest Territories. Including the mineral claims and leases of the Colomac Gold Project, Nighthawk's Indin Lake Gold Property comprises a total land package of 222,203 acres in the Indin Lake Greenstone Belt, located approximately 200 kilometres north of Yellowknife, Northwest Territories. Superior is a Canadian-based exploration company focused on base and precious metal exploration, which holds a 100% interest in the property known as the Superior Project, which covers 39,015 acres approximately 85 kilometres north of Sault Ste. Marie, Ontario.

*This news release contains "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements") within the meaning of the applicable Canadian securities legislation. All*

*statements, other than statements of historical fact, are forward-looking statements and are based on expectations, estimates and projections as at the date of this news release. Any statement that involves discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, future events or performance (often but not always using phrases such as "expects", or "does not expect", "is expected", "anticipates" or "does not anticipate", "plans", "budget", "scheduled", "forecasts", "estimates", "believes" or "intends" or variations of such words and phrases or stating that certain actions, events or results "may" or "could", "would", "might" or "will" be taken to occur or be achieved) are not statements of historical fact and may be forward-looking statements. In this news release, forward-looking statements relate, among other things, to: the timing and receipt of stock exchange, shareholder and regulatory approvals for the Amalgamation; the timing and ability of Nighthawk and Superior to satisfy the conditions precedent to completing the Amalgamation; the closing of the Amalgamation; the length of the current market cycle and requirements for an issuer to survive in the current market cycle; future growth potential of Nighthawk and Superior and their respective business; and future development plans.*

*These forward-looking statements are based on reasonable assumptions and estimates of management of Superior, at the time such statements were made. Actual future results may differ materially as forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of Nighthawk and Superior, as the case may be, to materially differ from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors, among other things, include: risks that the Amalgamation may not be completed as currently proposed or at all; satisfaction or waiver of all applicable conditions to closing of the Amalgamation (including receipt of all necessary stock exchange, shareholder and regulatory approvals or consents, and the absence of material changes with respect to the parties and their respective businesses, all as more particularly set forth in the Master Agreement); the synergies and other anticipated benefits expected from the Amalgamation not being realized; delays in the timing of the proposed Amalgamation; business integration risks; fluctuations in general macroeconomic conditions; fluctuations in securities markets and the market price of Nighthawk Shares and the Superior Shares; fluctuations in spot and forward prices of gold, silver, base metals or certain other commodities; fluctuations in currency markets (such as the Canadian dollar to United States dollar exchange rate); change in national and local government, legislation, taxation, controls, regulations and political or economic developments; risks and hazards associated with the business of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected formations pressures, cave-ins and flooding); inability to obtain adequate insurance to cover risks and hazards; the presence of laws and regulations that may impose restrictions on mining; employee relations; relationships with and claims by local communities and indigenous populations; availability of increasing costs associated with mining inputs and labour; the speculative nature of mineral exploration and development (including the risks of obtaining necessary licenses, permits and approvals from government authorities); availability of financing; and title to properties. In addition, the failure of a party to comply with the terms of the Master Agreement may result in that party being required to pay a non-completion or other fee to the other party, the result of which could have a material adverse effect on the paying party's financial position and results of operations and its ability to fund growth prospects and current operations. Although the forward-looking statements contained in this news release are based upon what management of Superior believes, or believed at the time, to be reasonable assumptions, Superior cannot assure the Superior Shareholders that actual results will be consistent with such forward-looking statements, as there may be other factors that cause results not to be as anticipated, estimated or intended.*

*Readers should not place undue reliance on the forward-looking statements and information contained in this news release. Except as required by law, Superior does not assume an obligation to update the forward-looking statements of beliefs, opinions, projections, or other factors, should they change, except as required by law.*

*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 release. No stock exchange, securities commission or other regulatory authority has approved or disapproved of the information contained herein.*

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