

Pinnacle Silver and Gold Corporation: Arranges Non-Brokered Private Placement

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[Pinnacle Silver and Gold Corp.](#) ("Pinnacle" or the "Company") is pleased to announce that it is arranging a non-brokered private placement to raise gross proceeds of up to \$1,200,000 (the "Offering"). The placement will consist of up to 20,000,000 units (the "Units") with each Unit, priced at \$0.06, comprising one common share ("Share") in the capital of the Company and one-half share purchase warrant ("Warrant"). Each whole Warrant shall be convertible into an additional Share at an exercise price of \$0.10 for a period of 24 months from the date of issuance. Finders' fees consisting of 7 per cent in cash commission and 7 per cent in non-transferable finders' warrants may be paid in connection with the offering. Each finder's warrant entitles the holder to acquire one common share at \$0.10 cents per share over a 24-month period. The Company expects the offering to close on or about July 31, 2025.

The net proceeds raised from the Offering will be used to advance the high-grade El Potrero gold-silver project in Durango, Mexico, and for general working capital.

Mr. Michael Kott, Pinnacle's largest shareholder, and an insider of the Company, has indicated his intention to subscribe for 2,400,000 units, or 12% of the financing. Other Insiders of the company will also be participating in the offering. The participation of the insiders in the offering will constitute a related-party transaction for the purposes of Multilateral Instrument 61-101 (Protection of Minority Security Holders in Special Transactions). The Company is exempt from the requirements to obtain a formal evaluation or minority shareholder approval in connection with the insider participation in reliance on sections 5.5(a) and 5.7(1)(a) of MI 61-101 as neither the fair market value of the securities issued, nor the fair market value of the consideration for the securities issued will exceed 25 per cent of the company's market capitalization as calculated in accordance with MI 61-101.

"We sincerely appreciate Michael's continued support in this financing," stated Robert Archer, Pinnacle's President & CEO. "He shares our vision of building a new Americas-focused silver and gold company and advancing El Potrero is a significant step on that journey."

All securities to be issued will be subject to a four-month hold period from the date of issuance and subject to TSX Venture Exchange approval. The securities offered have not been registered under the United States Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements.

About Pinnacle Silver and Gold Corp.

Pinnacle is focused on district-scale exploration for precious metals in the Americas. The high-grade Potrero gold-silver project in Mexico's Sierra Madre Belt hosts an underexplored low-sulphidation epithermal vein system and provides the potential for near-term production. In the prolific Red Lake District of northwestern Ontario, the Company owns a 100% interest in the past-producing, high-grade Argosy Gold Mine and the adjacent North Birch Project with an eight-kilometre-long target horizon. With a seasoned, highly successful management team and quality projects, Pinnacle Silver and Gold is committed to building long-term, sustainable value for shareholders.

Signed: "Robert A. Archer"

President & CEO

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Neither the TSX Venture Exchange nor the Investment Industry Regulatory Organization of Canada accepts responsibility for the adequacy or accuracy of this release.

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