

# Sterling Metalss Corp. Announces Closing of Private Placement of Units and Flow-through Shares

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Sterling Metals Corp. (TSXV:SAG) (OTCQB:SAGGF) ("Sterling" or the "Company") is pleased to announce that, further to its press releases of July 10, 2025 and July 16, 2025, the Company has closed its non-brokered private placement through the issuance of 3,193,445 common shares in the capital of the Company issued on a flow-through basis (each, a "FT Share") at a price of \$0.42 per FT Share and 3,310,723 units (each, a "Unit") of the Company issued on a hard-dollar basis at a price of \$0.35 per Unit for aggregate gross proceeds of up to \$2,500,000 (the "Offering").

Each hard-dollar Unit is comprised of one common share (each, a "Common Share") in the capital of the Company and one-half of one Common Share purchase warrant (each whole warrant, a "Warrant") of the Company. Each Warrant shall entitle the holder thereof to acquire one Common Share at a price of \$0.50 per Common Share for a period of two (2) years from the closing of the Offering.

In connection with the closing of the Offering, the Company paid certain eligible persons a cash commission in the amount of \$69,324.97 and issued 167,915 broker warrants (each, a "Broker Warrant") equal to 6% of the number of securities issued pursuant to the Offering. Each Broker Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.50 per Common Share for a period of two (2) years from the closing of the Offering.

The Offering constituted a related party transaction within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 - Protection of Minority Security Holders in Special Transactions ("MI 61-101") as an insider of the Company subscribed for 119 048 FT Shares pursuant to the Offering. The Company is relying on the exemptions from the valuation and minority shareholder approval requirements of MI 61-101 contained in sections 5.5(b) and 5.7(1)(a) of MI 61-101, as the Company is not listed on a specified market and the fair market value of the participation in the Offering by insiders does not exceed 25% of the market capitalization of the Company in accordance with MI 61-101. The Company did not file a material change report in respect of the related party transaction at least 21 days before the closing of the of the Offering, which the Company deems reasonable in the circumstances in order to complete the Offering in an expeditious manner.

All securities issued pursuant to the Offering will be subject to a hold period of four months plus a day from the date of issuance and the resale rules of applicable securities legislation. The closing of the Offering is subject to certain conditions including, but not limited to, the receipt of all necessary regulatory and other approvals, including the approval of the TSX Venture Exchange. The net proceeds from the sale of the Units will be used for general working capital purposes and the gross proceeds of the Offering received from the sale of the FT Shares will be used to incur "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the Income Tax Act (Canada).

This news release does not constitute an offer to sell or a solicitation of an offer to sell any of the securities in the United States. The securities 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.

## About Sterling Metals

Sterling (TSXV: SAG and OTCQB: SAGGF) is a mineral exploration company focused on large scale and high-grade Canadian exploration opportunities. The Company is advancing the 25,000-hectare Copper Road Project in Ontario which has past production, and multiple breccia and porphyry targets strategically located

near robust infrastructure and the 29,000-hectare Adeline Project in Labrador which covers an entire sediment-hosted copper belt with significant silver credits. Both opportunities have demonstrated potential for important new copper discoveries, underscoring Sterling's commitment to pioneering exploration in mineral rich Canada.

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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.

This news release contains certain "forward-looking information" within the meaning of applicable securities laws. Forward looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate", "may", "will", "would", "potential", "proposed" and other similar words, or statements that certain events or conditions "may" or "will" occur. These statements are only predictions. Forward-looking information is based on the opinions and estimates of management at the date the information is provided, and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. For a description of the risks and uncertainties facing the Company and its business and affairs, readers should refer to the Company's Management's Discussion and Analysis. The Company undertakes no obligation to update forward-looking information if circumstances or management's estimates or opinions should change, unless required by law. The reader is cautioned not to place undue reliance on forward-looking information.

SOURCE: Sterling Metals Corp.

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