

Outcrop Silver Announces \$20 Million Public Offering

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VANCOUVER, Sept. 24, 2025 - [Outcrop Silver & Gold Corp.](#) (TSXV:OCG, OTCQX:OCGSF, DE:MRG) ("Outcrop Silver" or the "Company") is pleased to announce that it has entered into an agreement with BMO Capital Markets, as sole bookrunner, and Research Capital Corporation, as co-lead agent, on behalf of a syndicate of agents (collectively, the "Agents"), in connection with a best efforts, public offering of units of the Company (the "Units") for aggregate gross proceeds of up to \$20 million (the "Offering") at a price of \$0.35 per Unit.

Each Unit will be comprised of one common share of the Company (a "Common Share") and one-half of one Common Share purchase warrant of the Company (each whole Common Share purchase warrant, a "Warrant"). Each Warrant will entitle the holder thereof to purchase one Common Share at an exercise price of \$0.55 for a period of 24 months following the closing of the Offering, subject to adjustment in certain events. At any time following the 6-month anniversary of the closing of the Offering, if the closing price of the Common Shares exceeds \$0.75 for 20 or more consecutive trading days, the Company may, within 10 days following such occurrence, deliver a notice to the holders thereof accelerating the expiry date of the Warrants to a date that is 30 days after the date of such notice.

The Company has granted the Agents an option to increase the size of the Offering by up to an additional number of Units, and/or the components thereof, that in the aggregate would be equal to approximately 15% of the total number of Units to be issued under the Offering, to cover over-allotments, if any, and for market stabilization purposes, exercisable at any time and from time to time up to 30 days following the closing of the Offering (the "Over-Allotment Option").

The Agents will receive from the Company a fee equal to 6.0% of the gross proceeds of the Offering, including any gross proceeds from the Over-Allotment Option. The net proceeds from the Offering will be used by the Company for exploration and drilling at the Santa Ana project, as well as general working capital purposes.

The closing of the Offering is expected to occur on or about October 3, 2025 and is subject to the Company receiving all necessary regulatory approvals, including the approval of the TSX Venture Exchange.

The Units will be offered by way of a prospectus supplement to the Company's existing base shelf prospectus filed on August 5, 2025 in all of the provinces and territories of Canada, excluding Quebec and Nunavut, and may also be offered by way of private placement in the United States.

The securities offered have not been registered under the U.S. 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. This press release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any jurisdiction in which such offer, solicitation or sale would be unlawful.

About Outcrop Silver

Outcrop Silver is a leading explorer and developer focused on advancing its flagship Santa Ana high-grade silver project in Colombia. Leveraging a disciplined and seasoned team of professionals with decades of experience in the region, Outcrop Silver is dedicated to expanding current mineral resources through strategic exploration initiatives.

At the core of our operations is a commitment to responsible mining practices and community engagement,

underscoring our approach to sustainable development. Our expertise in navigating complex geological and market conditions enables us to identify and capitalize on opportunities that enhance shareholder value consistently. With a deep understanding of the Colombian mining landscape and a proven track record of successful exploration, Outcrop Silver is well-positioned to transform the Santa Ana project into a significant silver producer, making a positive contribution to the local economy and setting new standards in the mining industry.

ON BEHALF OF THE BOARD OF DIRECTORS

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

Forward-looking statements

This news release contains certain statements which constitute forward-looking statements or information under applicable Canadian securities laws, including statements relating to the expected size of the Offering, the anticipated timing of closing the Offering, the ability of the Company to satisfy all conditions to closing the Offering, and the expected use of proceeds from the Offering. Such forward-looking statements are subject to numerous known and unknown risks, uncertainties and other factors, some of which are beyond the Company's control, which could cause actual results or events to differ materially from those stated, anticipated or implied in the forward-looking statements. These risks and uncertainties include general economic and capital markets conditions, stock market volatility, the ability of the Company to obtain necessary consents for the Offering, including the approval of the TSX Venture Exchange, and the ability of the Company to complete the Offering on the terms expected or at all. Although the Company believes that the forward-looking statements in this news release are reasonable, they are based on factors and assumptions, based on currently available information, concerning future events, which may prove to be inaccurate. As such, readers are cautioned not to place undue reliance on the forward-looking statements, as no assurance can be provided as to future plans, operations, results, levels of activity or achievements. The forward-looking statements contained in this news release are made as of the date of this news release and, except as required by applicable law, the Company does not undertake any obligation to publicly update or to revise any of the forward-looking statements, whether as a result of new information, future events or otherwise.

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