

Sterling Metals Announces Fully Allocated Private Placement Of Units And Charity Flow Through Units

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TORONTO, November 5, 2025 - [Sterling Metals Corp.](#) (TSXV:SAG)(OTCQB:SAGGF) ("Sterling" or the "Company") is pleased to announce a non-brokered private placement of up to 3,088,888 units (each, a "Unit") at a price of \$1.50 per Unit and up to 2,333,334 charity flow-through units (each, a "Charity FT Unit") at a price \$2.30 per Charity FT Unit for aggregate gross proceeds of up to \$10,000,000.20 (the "Offering").

Each Unit shall be 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 \$3.00 per Common Share for a period of two (2) years from the closing of the Offering. Each Charity FT Unit shall be comprised of one Common Share issued on a flow-through basis (each, a "Charity FT Share") and one Warrant, having the same terms as the Warrants comprising the Units. The Charity FT Units will qualify as "flow-through shares" within the meaning of subsection 66(15) of the Income Tax Act (Canada).

The Company may pay certain eligible persons a cash commission equal to 6% of the gross proceeds of the Offering.

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 net proceeds from the sale of the Units will be used for general working capital purposes. The gross proceeds from the sale of the Charity FT Units will be used by the Company to incur eligible "Canadian exploration expenses" that will qualify as "flow-through critical mineral mining expenditures" as such terms are defined in the Income Tax Act (Canada). 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.

It is anticipated that certain insiders of the Company will participate in the Offering.

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 Metals is a mineral exploration company focused on large scale and high-grade Canadian exploration opportunities. The Company is advancing the 25,000-hectare Soo Copper 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.

Sterling Metals acknowledges that its exploration activities within the Soo Copper project are conducted on the traditional lands of the Batchewana, Garden River, and Michipicoten First Nations of the North Shore of Lake Superior. We recognize and respect the longstanding and diverse relationships Indigenous Peoples have with the land and are committed to engaging in a manner that is respectful, transparent, and inclusive.

For more information, please contact:

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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.

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