



OUTCROP
SILVER

OUTCROP SILVER & GOLD CORPORATION

Condensed Interim Consolidated Financial Statements

For the six months ended February 28, 2025 and February 29, 2024
(unaudited)

OUTCROP SILVER & GOLD CORPORATION
Condensed interim consolidated statements of financial position
(Unaudited - expressed in Canadian dollars)

As at	Notes	February 28, 2025	August 31, 2024
ASSETS			
Current assets			
Cash		\$ 3,798,918	\$ 1,122,749
Receivables		47,595	49,392
Advances and prepaid expenses		445,957	267,688
		4,292,470	1,439,829
Non-current assets			
Equipment	6	91,529	78,066
Reclamation bond		33,508	31,310
Mineral properties	7	13,856,910	13,305,523
		13,981,947	13,414,899
Total assets		\$ 18,274,417	\$ 14,854,728
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current liabilities			
Accounts payable and accrued liabilities	8	\$ 687,386	\$ 1,054,925
Current portion of lease liability	9	-	1,714
Total liabilities		\$ 687,386	\$ 1,056,639
SHAREHOLDERS' EQUITY			
Share capital	10	\$ 88,898,963	\$ 78,313,834
Reserves	10	31,558,862	30,708,094
Accumulated other comprehensive loss		31,543	(53,327)
Deficit		(102,902,337)	(95,170,512)
Total shareholders' equity		17,587,031	13,798,089
Total liabilities and shareholders' equity		\$ 18,274,417	\$ 14,854,728
Nature of operations and going concern	1		
Subsequent event	15		

Approved for issue by the Board of Directors on April 17, 2025.

On behalf of the Board of Directors:

"Ian Harris"

 Ian Harris, Director

"Kevin Nishi"

 Kevin Nishi, Director

OUTCROP SILVER & GOLD CORPORATION
Condensed interim consolidated statements of loss and comprehensive loss
(Unaudited - expressed in Canadian dollars)

	Note	Three months ended		Six months ended	
		February 28, 2025	February 29, 2024	February 28, 2025	February 29, 2024
Expenses					
Exploration	7,11	\$ 2,114,972	\$ 528,250	\$ 4,340,334	\$ 1,781,582
Foreign exchange		66,693	(57,591)	28,349	(11,693)
General and administrative	11	943,274	321,567	1,499,682	667,013
Investor relations		148,799	93,470	418,899	242,074
Professional fees	11	101,138	143,170	183,221	299,789
Stock-based compensation	10,11	522,312	299,049	1,046,469	837,263
Wages and benefits	11	163,474	87,623	248,756	191,539
		(4,060,662)	(1,415,538)	(7,765,710)	(4,007,567)
Other income (expenses)					
Gain/(loss) on disposal of equipment		-	-	-	(1,832)
Interest income		32,713	83	33,885	955
Write-off of mineral properties	7	-	(871,659)	-	(871,659)
		32,713	(871,576)	33,885	(872,536)
Loss for the period		(4,027,949)	(2,287,114)	(7,731,825)	(4,880,103)
Foreign currency translation differences for foreign operations		79,157	(38,442)	84,870	(21,356)
Comprehensive loss for the period		\$ (3,948,792)	\$ (2,325,556)	\$ (7,646,955)	\$ (4,901,459)
Basic and diluted loss per share		\$ (0.01)	\$ (0.01)	\$ (0.02)	\$ (0.02)
Weighted average number of common shares outstanding – basic and diluted		339,297,743	253,948,977	329,970,709	237,726,755

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

OUTCROP SILVER & GOLD CORPORATION
Condensed interim consolidated statements of cash flows
(Unaudited - expressed in Canadian dollars)

Six months ended	February 28, 2025	February 29, 2024
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (7,731,825)	\$ (4,880,103)
<i>Adjustments for items not involving cash:</i>		
Depreciation	14,362	18,633
Stock-based compensation	1,046,469	837,263
Loss (gain) on disposal of equipment	-	1,832
Interest expense	24	5,538
Write-down of mineral properties	-	871,659
Unrealized foreign exchange	(47,149)	(59,374)
	(6,718,119)	(3,204,552)
<i>Net changes in non-cash working capital items:</i>		
Receivables	1,797	12,571
Advances and prepaid expenses	(178,269)	144,266
Accounts payable and accrued liabilities	(367,539)	(501,510)
Net cash outflows from operating activities	(7,262,130)	(3,549,225)
CASH FLOWS FROM INVESTING ACTIVITIES		
Cash acquired on acquisition of Zacapa	-	21,283
Exploration and evaluation assets	230,228	-
Equipment acquisitions	(27,825)	-
Transaction costs for acquisition of Zacapa	-	(127,788)
Net cash inflows (outflows) from investing activities	202,403	(106,505)
CASH FLOWS FROM FINANCING ACTIVITIES		
Shares issued	9,969,644	1,273,689
Share issue costs	(258,481)	(53,114)
Repayment of lease liability	(1,732)	(9,356)
Repayment of loans payable	-	(407,814)
Net cash inflows from financing activities	9,709,431	803,405
Effect of foreign exchange on cash and cash equivalents	26,465	20,576
Change in cash during the period	2,676,169	(2,831,749)
Cash, beginning of period	1,122,749	3,230,315
Cash, end of period	\$ 3,798,918	\$ 398,566

Supplemental disclosure with respect to cash flows – Note 14

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

OUTCROP SILVER & GOLD CORPORATION
Condensed interim consolidated statements of shareholders' equity
(Unaudited - expressed in Canadian dollars)

	Number of Shares	Share Capital	Stock-Based Reserves	Warrant Reserves	DSU Reserves	Accumulated Other Comprehensive Income (Loss)	Deficit	Total
Balance, August 31, 2023	218,126,162	\$ 65,724,062	\$ 11,824,652	\$ 15,737,805	\$ -	\$ (1,165)	\$ (84,861,746)	\$ 8,423,608
Common shares issued	6,170,500	1,273,689	-	-	-	-	-	1,273,689
Common shares issued for acquisition	30,017,474	6,303,670	335,930	618,961	15,750	-	-	7,274,311
Share issue costs	-	(107,813)	-	-	-	-	-	(107,813)
Transfer of fair value of options exercised	-	23,580	(23,580)	-	-	-	-	-
Stock-based compensation	-	-	837,263	-	-	-	-	837,263
Foreign currency translation adjustment	-	-	-	-	-	(21,356)	-	(21,356)
Loss for the period	-	-	-	-	-	-	(4,880,103)	(4,880,103)
Balance, February 29, 2024	254,314,136	\$ 73,217,188	\$ 12,974,265	\$ 16,356,766	\$ 15,750	\$ (22,521)	\$ (89,741,849)	\$ 12,799,599
Balance, August 31, 2024	290,524,636	\$ 78,313,834	\$ 13,317,985	\$ 17,374,359	\$ 15,750	\$ (53,327)	\$ (95,170,512)	\$ 13,798,089
Common shares issued	47,996,823	8,999,644	-	970,000	-	-	-	9,969,644
Common shares issued for property	3,074,499	678,265	-	-	-	-	-	678,265
Share issue costs	-	(258,481)	-	-	-	-	-	(258,481)
Transfer of fair value of warrants exercised	-	767,388	-	(767,388)	-	-	-	-
Transfer of fair value of options exercised	-	398,313	(398,313)	-	-	-	-	-
Stock-based compensation	-	-	1,046,469	-	-	-	-	1,046,469
Foreign currency translation adjustment	-	-	-	-	-	84,870	-	84,870
Loss for the period	-	-	-	-	-	-	(7,731,825)	(7,731,825)
Balance, February 28, 2025	341,595,958	\$ 88,898,963	\$ 13,966,141	\$ 17,576,971	\$ 15,750	\$ 31,543	\$ (102,902,337)	\$ 17,587,031

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

OUTCROP SILVER & GOLD CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended February 28, 2025 and February 29, 2024

(Unaudited - expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Outcrop Gold & Silver Corporation (“Outcrop” or the “Company”) is a publicly traded company incorporated under the laws of the Province of British Columbia, Canada. The Company’s shares are listed on the TSX Venture Exchange (“TSX-V”) under the symbol OCG.V. The Company’s corporate registered and records office is located at #905 – 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3. The Company is engaged in the identification, acquisition, exploration, and development of mineral properties in Colombia and USA. The Company has not placed any of its mineral properties into production and is therefore considered to be in the exploration stage. These condensed interim consolidated financial statements of the Company for the six months ended February 28, 2025, are comprised of the results of the Company and its subsidiaries.

These condensed interim consolidated financial statements are prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business in the foreseeable future. The Company’s ability to continue on a going concern basis beyond the next twelve months depends on its ability to successfully raise additional financing for the substantial capital expenditures required to achieve planned principal operations. While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. Management believes that the Company has sufficient working capital to meet the Company’s obligations over the ensuing twelve-month period from the date of the statement of financial position. These condensed interim consolidated financial statements do not reflect adjustments that would be necessary if the going concern assumption were not appropriate, which could be material.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standards (“IAS”) 34, Interim Financial Reporting using the Principles of IFRS Accounting Standards issued by the International Accounting Standards Board (“IASB”).

These condensed interim consolidated financial statements do not include all the information required for full annual financial statements and, accordingly, should be read in conjunction with the Company’s annual consolidated financial statements for the year ended August 31, 2024.

Basis of measurement

These condensed interim consolidated financial statements have been prepared using the historical cost basis, except for certain financial instruments that are measured at fair value, using the accrual basis of accounting, except for cash flow information.

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Notes to the Condensed Interim Consolidated Financial Statements
For the six months ended February 28, 2025 and February 29, 2024
(Unaudited - expressed in Canadian dollars)

2. BASIS OF PRESENTATION *(continued)*

Functional and presentation currency

The presentation currency of the Company is the Canadian dollar.

Items included in the financial statements of each entity in the Company are measured using the currency of the primary economic environment in which the entity operates (the “functional currency”), which has been determined for each entity within the Company using an analysis of the consideration 2 factors identified in IAS 21, *The Effects of Changes in Foreign Exchange Rates*. The functional currency of Outcrop, the parent company, is the Canadian dollar; that of the Company’s US subsidiaries, , Zacapa Gold Corp., Zaya Resources Ltd., and Lustrum Exploration Corp., are the United States dollar. The functional currency of all the Company’s Canadian subsidiaries is the Canadian dollar, and that of all the Colombian branch operations and Colombian simplified share companies is also the Canadian dollar.

Use of estimates and judgments

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, and expenses. Actual results may differ from these estimates.

In preparing these condensed interim consolidated financial statements, significant judgments made by management in applying the Company’s accounting policies and key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended August 31, 2024.

3. MATERIAL ACCOUNTING POLICY INFORMATION

The accounting policies applied by the Company in these condensed interim consolidated financial statements are the same as those applied as at and for the year ended August 31, 2024.

New standards, interpretations and amendments

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company has not yet determined the impact of this amendment on its consolidated financial statements.

OUTCROP SILVER & GOLD CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended February 28, 2025 and February 29, 2024

(Unaudited - expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Categories of Financial Assets and Financial Liabilities

Financial instruments are classified into one of the following categories: amortized cost; fair value through profit or loss (“FVTPL”); fair value through other comprehensive income (“FVOCI”).

The carrying values of the Company’s financial instruments are classified into the following categories:

Financial Instrument	Category	February 28, 2025	August 31, 2024
Cash	Amortized cost	\$ 3,798,918	\$ 1,122,749
Receivables	Amortized cost	\$ 20,461	\$ 19,070
Reclamation bond	Amortized cost	\$ 33,508	\$ 31,310
Accounts payable and accrued liabilities	Amortized cost	\$ 687,386	\$ 1,054,925
Lease liability	Amortized cost	\$ -	\$ 1,714

The Company’s financial instruments recorded at fair value require disclosure about how the fair value was determined based on significant levels of inputs described in the following hierarchy:

Level 1 – Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. Active markets are those in which transactions occur in sufficient frequency and value to provide pricing information on an ongoing basis.

Level 2 – Pricing inputs are other than quoted prices in active markets included in Level 1. Prices in Level 2 are either directly or indirectly observable as of the reporting date. Level 2 valuations are based on inputs including quoted forward prices for commodities, time value and volatility factors, which can be substantially observed or corroborated in the marketplace.

Level 3 – Valuations with inputs for the asset or liability that are not based on observable market data.

The recorded amounts for cash, receivables, reclamation bond and accounts payable and accrued liabilities approximate their fair value due to their short-term nature. The carrying value of the Company’s lease liability approximates its fair value due to being discounted at a rate of interest that approximates market rates.

Risk Management

All aspects of the Company’s risk management objectives and policies are consistent with those disclosed in the Company’s consolidated financial statements for the year ended August 31, 2024.

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5. ACQUISITION OF ZACAPA RESOURCES LTD.

On November 21, 2023, the Company completed the acquisition of Zacapa Resources Ltd. ("Zacapa") by way of a three-cornered amalgamation under the provisions of the Business Corporations Act (British Columbia). Zacapa had two common directors and two common officers with the Company. As a result of the transaction, Zacapa merged with a wholly-owned subsidiary of Outcrop to become Outcrop US Limited ("Outcrop US"), a wholly-owned subsidiary of the Company. All the issued and outstanding common shares of Zacapa ("Zacapa Shares") were exchanged for common shares in the capital of Outcrop ("Outcrop Shares") on a four-for-one basis. All Zacapa's issued and outstanding warrants ("Zacapa Warrants"), options ("Zacapa Options") and deferred share units ("Zacapa DSUs") were exchanged for equivalent warrants ("Outcrop Warrants"), options ("Outcrop Options") and deferred share units ("Outcrop DSUs") of Outcrop, respectively, on substantially the same terms, on a four-for-one basis, and immediately cancelled.

Consideration with a fair value of \$7,347,099 was issued in exchange for all the issued and outstanding equity of Zacapa and is comprised as follows:

- a total of 30,017,474 common shares of the Company at \$0.21 per share (\$6,303,670) (Note 14);
- a total of 7,727,631 warrants of the Company, exercisable at prices ranging from \$0.30 to \$2.72 with expiry dates ranging from June 21, 2024 to July 7, 2026 (\$618,961) (Note 14);
- a total of 2,537,500 stock options of the Company, exercisable at prices ranging from \$0.20 to \$2.80 and expiry dates ranging from January 26, 2027 to July 18, 2028 (\$280,930) (Note 14); and
- a total of 75,000 DSUs of the Company (\$15,750) (Note 14).

Transaction costs related to legal fees of \$127,788 which were associated with the acquisition were recorded.

The acquisition of Zacapa constituted an asset acquisition and has been accounted for under the acquisition method in accordance with the guidance provided in IFRS 3, Business Combinations ("IFRS 3"). The assets acquired did not qualify as a business according to the definition in IFRS 3, and therefore the acquisition did not constitute a business combination, but rather it is treated as a payment of equity consideration for the acquisition of Zacapa's net assets. The value of the consideration paid after allocation to the other net assets acquired, was allocated to mineral properties, all of which are located in the United States.

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(Unaudited - expressed in Canadian dollars)

5. ACQUISITION OF ZACAPA RESOURCES LTD. (continued)

The total consideration for the acquisition of the assets and liabilities assumed on acquisition was as follows:

	Total
Cash	\$ 1,283
Restricted cash	20,000
Receivables	9,565
Prepaid expenses	29,182
Reclamation bond	31,790
Mineral properties	8,557,458
Accounts payable and accrued liabilities	(898,724)
Loans payable	(403,455)
	7,347,099
Cost of acquisition:	
Common shares	6,303,670
Warrants, stock options and DSUs	915,641
Transaction costs	127,788
Total acquisition costs	\$ 7,347,099

6. EQUIPMENT

	Computer Equipment	Field Equipment	Right-of-use asset	TOTAL
Cost				
Balance at August 31, 2023	\$ 166,660	\$ 215,480	\$ 51,986	\$ 434,126
Assets retired	(84,746)	(57,624)	-	(142,370)
Balance at August 31, 2024	\$ 81,914	\$ 157,856	\$ 51,986	\$ 291,756
Assets acquired	27,825	-	-	27,825
Balance at February 28, 2025	\$ 109,738	\$ 157,856	\$ 51,986	\$ 319,581
Accumulated depreciation				
Balance at August 31, 2023	\$ 154,712	\$ 115,567	\$ 10,399	\$ 280,678
Depreciation	3,704	29,973	39,873	73,550
Assets retired	(82,914)	(57,624)	-	(140,538)
Balance at August 31, 2024	\$ 75,502	\$ 87,916	\$ 50,272	\$ 213,690
Depreciation	2,156	10,492	1,714	14,362
Balance at February 28, 2025	\$ 77,658	\$ 98,408	\$ 51,986	\$ 228,052
Net book value, August 31, 2024	\$ 6,412	\$ 69,913	\$ 1,714	\$ 78,066
Net book value, February 28, 2025	\$ 32,081	\$ 59,448	\$ -	\$ 91,529

OUTCROP SILVER & GOLD CORPORATION

Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended February 28, 2025 and February 29, 2024

(Unaudited - expressed in Canadian dollars)

7. MINERAL PROPERTIES

Outcrop acquires mineral properties through application, staking, and third-party vendors, some of which are subject to net smelter return royalties (“NSR”) or underlying lease payments. Subsequent to the acquisition of mineral properties, the Company may enter into agreements to sell a portion of its interests in its mineral properties to third parties in exchange for exploration expenditures, royalty interests, cash, or share-based payments.

Outcrop cannot guarantee title to all of its mineral properties as the properties may be subject to prior mineral rights applications with priority, prior unregistered agreements or transfers, and/or the title may be affected by undetected defects. Certain of the mineral rights held by Outcrop are held under applications for mineral rights and until final approval of such applications is received, the Company’s rights to such mineral rights may not materialize and the exact boundaries of Outcrop’s properties may be subject to adjustment.

Mineral Properties as at February 28, 2025

	August 31, 2024	Additions	Recovery	Effect of movement in exchange rates	February 28, 2025
Antares	\$ 112,987	\$ -	\$ -	\$ -	\$ 112,987
Argelia	265,240	-	-	-	265,240
Mallama	298,216	-	-	-	298,216
Oribella	41,568	-	-	-	41,568
Santa Ana	4,408,747	678,265	-	-	5,087,012
South Bullfrog	1,035,240	-	-	34,572	1,069,812
Pearl	516,346	-	(94,511)	17,244	439,079
Kramer	6,627,179	-	(135,717)	51,534	6,542,996
TOTAL	\$ 13,305,523	\$ 678,265	\$ (230,228)	\$ 103,350	\$ 13,856,910

Mineral Properties as at August 31, 2024

	August 31, 2023	Additions (Note 5)	Additions	Impairment/Write off project	Effect of movement in exchange rates	August 31, 2024
Antares	\$ 112,987	\$ -	\$ -	\$ -	\$ -	\$ 112,987
Argelia	265,240	-	-	-	-	265,240
Mallama	298,216	-	-	-	-	298,216
Oribella	41,568	-	-	-	-	41,568
Santa Ana	4,408,747	-	-	-	-	4,408,747
South Bullfrog	-	1,133,041	-	-	(97,801)	1,035,240
Pearl	-	582,566	-	-	(66,220)	516,346
Miller Mountain	-	874,529	-	(874,529)	-	-
Kramer	-	5,967,322	525,268	-	134,589	6,627,179
TOTAL	\$ 5,126,758	\$ 8,557,458	\$ 525,268	\$ (874,529)	\$ (29,432)	\$ 13,305,523

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(Unaudited - expressed in Canadian dollars)

7. MINERAL PROPERTIES *(continued)*

Exploration Expenditures

	For the six months ended	
	February 28, 2025	February 29, 2024
Antares	\$ -	\$ -
Argelia	-	374
Mallama	-	-
Oribella	-	374
Santa Ana	4,195,847	1,771,637
South Bullfrog	1,975	3,454
Pearl	1,017	326
Kramer	141,495	5,417
TOTAL	\$ 4,340,334	\$ 1,781,582

Antares Project

On October 9, 2015, the Company executed an option agreement (the “Antares Option”) by and among Activos Mineros de Colombia S.A.S. (“AMC”), the Company, the Company’s subsidiary MAD II, and the Colombian Branch of MAD II to acquire the Antares property with minimum operation payments and a share issuance by the Company due according to the schedule below. Upon commencing commercial production (as defined in the agreement), the minimum operation payments will cease and the payment of a 1.8% NSR will commence.

The Company must meet the following payment schedule to maintain the option:

- US\$60,000 on October 9, 2015 *(paid)*;
- US\$60,000 on October 9, 2016 *(paid)*;
- US\$70,000 within 30 days of the Registration Date of the Mining Concession Contract (“Registration Date”);
- US\$80,000 and 150,000 common shares on the first anniversary of the Registration Date;
- US\$90,000 on the 2nd anniversary of the Registration Date;
- US\$100,000 on the 3rd anniversary of the Registration Date;
- US\$120,000 on the 4th anniversary of the Registration Date;
- US\$120,000 on the 5th anniversary of the Registration Date;
- US\$150,000 on the 6th anniversary of the Registration Date and for each successive anniversary.

Furthermore, the Company must adhere to a schedule of minimum exploration expenditures as follows:

- US\$200,000 within the first two years following the Registration Date;
- US\$200,000 during the 3rd year following the Registration Date (cumulative spend US\$400,000);
- US\$300,000 during each of the 4th and 5th years following the Registration Date (cumulative spend US\$700,000 and \$1,000,000, respectively);
- US\$500,000 during each of the 6th and 7th years following the Registration Date (cumulative spend US\$1,500,000 and US\$2,000,000, respectively).

The minimum exploration expenditure schedule may be suspended for up to two years in any period in which the Company does not have a suitable joint venture partner funding expenditures on the project. As at February 28, 2025, the Company has not yet registered the project.

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Notes to the Condensed Interim Consolidated Financial Statements

For the six months ended February 28, 2025 and February 29, 2024

(Unaudited - expressed in Canadian dollars)

7. MINERAL PROPERTIES (continued)

Argelia Project

On June 15, 2017, the Company executed an option agreement (the “Argelia Option”) by and among Bullet Holding Corp. (“Bullet”), Esquimal S.O.M. (“Esquimal”), and the Company to acquire the Argelia property, consisting of three applications.

The Company must meet the following payment schedule to maintain the option:

- US\$100,000 by June 22, 2017 (*paid*);
- 162,427 common shares upon TSX-V approval of issuance (*issued*);
- US\$100,000 upon conversion of applications to titles;
- US\$100,000 upon receipt of approval for forestry subtraction or upon the Company commencing drill applications for any of the titles;
- US\$100,000 upon receipt of drill permits;
- US\$250,000 upon announcement of an NI 43-101 resource of >500,000 oz/au total in all categories (M+I+I) (“Announcement Date”);
- US\$250,000 one year following the Announcement Date.

A residual net profits interest (“NPI”) of 4% or an NSR of 1.5%, whichever is greater, will be payable to the vendor until US\$6,000,000 has been paid, at which time an NSR of 1.5% will be payable for the life of the mine.

Mallama Project

On August 31, 2017, Outcrop completed the acquisition of the Mallama Project (“Mallama”) by an outright purchase of 100% of the shares of the Colombian simplified share company, Mallama SAS.

During the fiscal year ended August 31, 2017, Outcrop paid a total of \$298,216 in outstanding fees due to Agencia Nacional de Minería (“ANM”) prior to the final effective date of the purchase. Upon receipt of suitable drill permits on Mallama, without any future time constraint, Outcrop is required to make an additional payment of US\$200,000 to the former shareholders of Mallama SAS. An NSR of 4% will be payable to the former shareholders, with a minimum of US\$1,000,000 payable within three years of the commencement of commercial production, capped at US\$4,000,000 over the life of the mine.

Oribella Project

On May 13, 2014, the Company acquired the Oribella Project in the Antioquia Department of Colombia through a purchase agreement with Antioquia Gold Inc. (“Antioquia Gold”).

Upon registration of the property with ANM as a contract, Outcrop will reimburse Antioquia Gold for the application payment of COP 101,136,976 (approximately US\$35,000). Oribella is subject to a 0.5% royalty to Antioquia Gold that can be purchased for US\$1,500,000 and a 2% royalty to Barrick Gold.

Santa Ana Project

On January 24, 2020, the Company completed the acquisition of 100% of the Santa Ana project located in the Municipality of Falan, Tolima Department, Colombia through the purchase of all of the issued and outstanding shares of Malew. Consideration of 24,000,000 common shares of Outcrop with a value of \$2,640,000 were issued for all of the issued and outstanding shares of Malew. Malew’s wholly owned subsidiary, Santa Ana S.A.S., owns the Santa Ana Project.

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(Unaudited - expressed in Canadian dollars)

7. MINERAL PROPERTIES (continued)

On July 28, 2020, the Company increased the Santa Ana land position with the acquisition of additional adjacent claims at a cost of \$333,433 (US\$250,000) and 1,000,000 shares of the Company valued at \$580,000. On November 14, 2022, the Company issued 2,104,054 common shares with a value of US\$500,000 after the first of the mining concession agreements was registered in the Assignee's name with the National Mining Registry. The vendors retained a 2% NSR royalty interest in the concession agreements. The Company has the option to purchase 1% of the NSR for US\$500,000 cash. On September 23, 2024, the Company issued 3,074,499 common shares with a fair value of \$678,265 (US\$500,000) to Activos Mineros de Colombia S.A.S. as the final payment for the Santa Ana Project.

South Bullfrog Project

Through the acquisition of Zacapa in November 2023 (Note 5), the Company acquired a 100% interest in the South Bullfrog gold Project located in Beatty, Nevada.

Pearl Project

Through the acquisition of Zacapa in November 2023 (Note 5), the Company acquired a 100% of the Pearl porphyry copper project located near San Manuel, Arizona. On September 12, 2024 Golden Mile Resources purchased an option on Pearl for A\$100,000 (Australian Dollars) and a 1% NSR royalty. Golden Mile has the option to earn-in to 51% by funding A\$2,000,000 in exploration expenditures by September 12, 2027. Golden Mile may also earn an additional 34% by funding an additional A\$10,000,000 in exploration expenditures within 5 years. Upon completing the earn-in a joint venture will be formed with both parties funding proportionally. If either party dilutes below 10%, their interest will convert to an additional 1% NSR royalty. At such time that a JORC compliant resource achieves 750,000 tonnes of contained copper at a minimum grade of 0.3%, Golden Mile will pay Outcrop Silver A\$2,000,000.

Miller Mountain Project

Acquired on the acquisition of Zacapa in November 2023 (Note 5), the Miller Mountain gold project located in Idaho, was originally acquired from EMX Royalty Corp. ("EMX"). Under the terms of the original agreement, the Company was required to make certain annual advance royalty and milestone payments. During the year ended August 31, 2024, the Company decided to return the project to EMX. Accordingly, the Company wrote off the costs related to the Miller Mountain property totalling \$874,529.

Kramer Hills Project

Acquired on the acquisition of Zacapa in November 2023 (Note 5), the Kramer Hills gold project is located in San Bernardino, California. The project is subject to a 2% NSR. Under the terms of the option agreement, the Company has until August 15, 2026, to acquire 100% of Kramer under the payment terms as expressed below:

- US\$10,000 per month beginning August 23, 2023 and continuing every month until the twelve (12) month anniversary from the Payment Date (*paid*);
- US\$300,000 in cash payable on August 15, 2024 (*paid*);
- US\$650,000 in cash payable on August 15, 2025 and
- US\$1,250,000 in cash payable on August 15, 2026.

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8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

As at	February 28, 2025	August 31, 2024
Accounts payable and accrued liabilities – Canada	\$ 135,558	\$ 178,371
Accounts payable and accrued liabilities – Colombia	546,788	876,554
Amounts payable to related parties – Canada	5,040	-
TOTAL	\$ 687,386	\$ 1,054,925

9. LEASE LIABILITY

The Company's lease liability related to the office lease entered into by the Company's 100% owned subsidiary in Colombia. In connection with the lease, the Company recorded a right-of-use asset of \$51,986 within equipment and a corresponding lease liability of \$51,986. The Company's incremental borrowing rate for the lease was 17%. During the period ended February 28, 2025, the lease expired.

	Lease liability
Balance, August 31, 2023	\$ 16,686
Lease payments	(17,646)
Interest expense	1,949
Foreign exchange difference	725
Balance, August 31, 2024	\$ 1,714
Lease payments	(1,732)
Interest expense	24
Foreign exchange difference	(6)
Balance, February 28, 2025	\$ -

10. SHARE CAPITAL

a) Authorized

An unlimited number of common shares without par value.

b) Share Issuance

At February 28, 2025, the Company had 341,595,958 common shares issued and outstanding (February 29, 2024 – 254,314,136).

During the six months ended February 28, 2025, the Company:

- Issued 17,946,800 common shares following the exercise of warrants for gross proceeds of \$3,621,196;
- Issued 3,268,750 common shares following the exercise of options for gross proceeds of \$474,000;
- Issued 4,054,000 common shares under its at-the-market equity program (the "ATM Program") for gross proceeds of \$874,448;
- Issued 3,074,499 common shares with a fair value of \$678,265 (US\$500,000) to Activos Mineros de Colombia S.A.S. on September 23, 2024 as the final payment for the Santa Ana Project; and

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10. SHARE CAPITAL *(continued)*

- Completed a non-brokered private placement on October 3, 2024 by issuing 22,727,273 units at a price of \$0.22 per unit for gross proceeds of \$5,000,000. Each unit is comprised of one common share and one-half on one common share purchase warrant, which is exercisable at price of \$0.30 for a period of 24 months.

During the six months ended February 29, 2024, the Company:

- Issued 200,000 common shares following the exercise of stock options at price of \$0.13 per common share for gross proceeds of \$26,000.
- Issued 5,970,500 common shares under its at-the-market equity program (the “ATM Program”) for gross proceeds of \$1,247,689. The ATM Program was established on September 6, 2023, and allows the Company to issue and sell, at its discretion, up to \$5,000,000 of common shares in the capital of the Company to the public from time to time at the prevailing market price when the common shares are issued.
- On November 21, 2023, the Company acquired Zacapa through the issuance of 30,017,474 common shares at \$0.21 per share, 7,727,630 warrants, 2,537,500 options and 75,000 DSUs in exchange for all the issued and outstanding equity of Zacapa for a total fair value of \$7,274,311 (Note 5).

c) Stock Options Outstanding

The Company has a fixed stock option plan which was approved by shareholders on February 13, 2025 (the “Fixed Plan”) and replaced the previous 10% rolling stock options plan. Under the Fixed Plan, the maximum number of stock options that can be issued is capped at 34,159,595. The stock options can be granted for a maximum term of ten years and vesting terms of each stock option grant is determined by the Board of Directors at the time of the grant.

The Company also has an award plan (the “RSU/DSU Plan”) which permits the grant of restricted share units of the Company (“RSUs”) and/or deferred share units of the Company (“DSUs”) whereby the maximum number of common shares reserved for issue under the RSU/DSU Plan shall not exceed 28,802,564 common shares of the Company. In addition, the aggregate number of common shares issuable pursuant to the RSU/DSU Plan combined with all of the Company’s other securities-based compensation arrangements, including the Company’s stock option plan, shall not exceed 10% of the Company’s outstanding shares. The term for the restricted period of any RSU granted shall not exceed ten years.

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10. SHARE CAPITAL (continued)

The stock option continuity for the six months ended February 28, 2025, is as follows:

Number Outstanding August 31, 2024	Granted	Exercised	Expired/Cancelled	Number Outstanding February 28, 2025	Exercise Price per Share	Expiry Date	Weighted Avg Remaining Contractual Life (in years)
1,750,000	-	(1,750,000)	-	-	\$ -	-	-
200,000	-	-	-	200,000	0.56	Jul 24, 2025	0.40
1,850,000	-	-	-	1,850,000	0.40	Oct 20, 2025	0.64
2,800,000	-	-	-	2,800,000	0.30	Apr 19, 2026	1.14
200,000	-	-	-	200,000	0.24	Aug 5, 2026	1.43
3,450,000	-	(250,000)	-	3,200,000	0.22	Apr 08, 2027	2.11
50,000	-	(50,000)	-	-	-	-	-
900,000	-	-	(500,000)	400,000	0.25	Oct 05, 2027	2.60
400,000	-	-	-	400,000	0.26	Oct 05, 2027	2.60
7,650,000	-	(400,000)	(500,000)	6,750,000	0.22	Jul 20, 2028	3.39
250,000	-	-	-	250,000	2.00	Jan 26, 2027	1.91
75,000	-	-	(6,250)	68,750	2.80	Jan 26, 2027	1.91
6,250	-	-	-	6,250	0.92	Jan 26, 2027	1.91
62,500	-	-	(62,500)	-	-	-	-
168,750	-	-	(6,250)	162,500	0.44	Dec 8, 2027	2.78
1,350,000	-	(462,500)	-	887,500	0.20	Jul 18, 2028	3.39
4,525,000	-	(356,250)	(75,000)	4,093,750	0.16	Mar 26, 2029	4.07
-	500,000	-	-	500,000	0.27	Oct 31, 2029	4.67
-	6,250,000	-	-	6,250,000	0.25	Oct 31, 2029	4.67
25,687,500	6,750,000	(3,268,750)	(1,150,000)	28,018,750	\$ 0.27	(weighted average)	3.17
Exercisable				24,481,250	\$ 0.24	(weighted average)	2.95

The stock option continuity for the six months ended February 29, 2024 is as follows:

Number Outstanding August 31, 2023	Granted (note 5)	Exercised	Expired/Cancelled	Number Outstanding February 29, 2024	Exercise Price per Share	Expiry Date	Weighted Avg Remaining Contractual Life (in years)
2,450,000	-	-	(200,000)	2,250,000	\$ 0.10	Feb 7, 2025	0.94
200,000	-	-	-	200,000	0.56	Jul 24, 2025	1.40
1,950,000	-	-	(100,000)	1,850,000	0.40	Oct 20, 2025	1.64
3,000,000	-	-	(200,000)	2,800,000	0.30	Apr 19, 2026	2.14
200,000	-	-	-	200,000	0.24	Aug 5, 2026	2.43
3,700,000	-	-	(200,000)	3,500,000	0.22	Apr 08, 2027	3.11
1,100,000	-	(200,000)	-	900,000	0.13	Apr 08, 2027	3.11
900,000	-	-	-	900,000	0.25	Oct 05, 2027	3.60
400,000	-	-	-	400,000	0.26	Oct 05, 2027	3.60
8,000,000	-	-	(250,000)	7,750,000	0.22	Jul 20, 2028	4.39
-	437,500	-	(137,500)	300,000	2.00	Jan 26, 2027	2.91
-	75,000	-	-	75,000	2.80	Jan 26, 2027	2.91
-	6,250	-	-	6,250	0.92	Jan 26, 2027	2.91
-	62,500	-	-	62,500	0.60	Jan 26, 2027	2.91
-	206,250	-	-	206,250	0.44	Dec 8, 2027	3.78
-	1,750,000	-	(125,000)	1,625,000	0.20	Jul 18, 2028	4.39
21,900,000	2,537,500	(200,000)	(1,212,500)	23,025,000	\$ 0.28	(weighted average)	3.19
Exercisable				20,462,500	\$ 0.28	(weighted average)	3.04

As at February 28, 2025, a total of 24,481,250 of the outstanding stock options were vested and exercisable, with a weighted average exercise price of \$0.24.

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10. SHARE CAPITAL *(continued)*

Stock-Based Compensation

The fair value of each option granted to employees, officers, and directors was estimated on the date of the grant using the Black-Scholes Option-Pricing Model.

On November 21, 2023, the Company issued 2,537,500 stock options to the former holders of Zacapa stock options in accordance with the Arrangement (Note 5).

The Company recorded \$1,046,469 in stock-based compensation expense (February 29, 2024 - \$837,263) for options vested during the six months ended February 28, 2025. The assumptions used in the Black-Scholes Option-Pricing Model to estimate the fair value of each option grant were an expected life of 5 years, expected dividend of \$nil, and:

	Nov 7, 2024	Oct 31, 2024	Mar 26, 2024	Nov 21, 2023	Jul 20, 2023
Risk-free interest rate	3.03%	3.02%	3.53%	4.39%	3.86%
Expected volatility	103.01%	103.28%	105.66%	98.88-105.11%	141.33%
Fair value	\$0.19	\$0.21	\$0.13	\$0.03-0.16	\$0.19

Share Purchase Warrants

On November 21, 2023, the Company issued 7,727,631 warrants to the former holders of Zacapa in accordance with the acquisition (Note 5). The exercise prices ranged from \$0.30 to \$2.72 and the expiry dates ranged from June 21, 2024 to July 7, 2026. The warrants were valued using the Black-Scholes option pricing model with the following assumptions: risk free interest rate 4.39%; dividend yield of 0%; expected volatility of 89.25%-100.98% and expected life of 0.58-2.63 years.

The share purchase warrant continuity for the six months ended February 28, 2025 is as follows:

Number Outstanding August 31, 2024	Granted	Exercised	Expired/Cancelled	Number Outstanding February 28, 2025	Exercise Price per Share	Expiry Date	Weighted Avg Remaining Contractual Life (in years)
19,710,000	-	(16,355,000)	(3,355,000)	-	0.20	Nov 7, 2024	-
19,455,700	-	-	-	19,455,700	0.22	Sep 22, 2025	0.56
732,002	-	(96,800)	-	635,202	0.22	Sep 22, 2025	0.56
9,048,500	-	-	-	9,048,500	0.35	May 10, 2025	0.19
1,085,820	-	-	-	1,085,820	0.25	May 10, 2025	0.19
2,476,057	-	-	-	2,476,057	0.88	Oct 28, 2025	0.66
4,856,153	-	-	-	4,856,153	0.30	Jul 7, 2026	1.35
18,195,000	-	(1,495,000)	-	16,700,000	0.22	Mar 14, 2026	1.04
1,380,000	-	-	-	1,380,000	0.15	Mar 14, 2026	1.04
-	11,363,636	-	-	11,363,636	0.30	Oct 2, 2026	1.59
76,939,232	11,363,636	(17,946,800)	(3,355,000)	67,001,068	\$ 0.28	(weighted average)	0.87

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10. SHARE CAPITAL (continued)

The share purchase warrant continuity for the six months ended February 29, 2024 is as follows:

Number Outstanding August 31, 2023	Granted (note 5)	Expired/ Cancelled	Number Outstanding February 29, 2024	Exercise Price per Share	Expiry Date	Weighted Avg Remaining Contractual Life (in years)
9,813,760	-	(9,813,760)	-	\$ 0.40	Feb 22, 2024	-
1,590,721	-	-	1,590,721	0.40	Apr 17, 2024	0.13
19,710,000	-	-	19,710,000	0.20	Nov 7, 2024	0.69
25,481,555	-	-	25,481,555	0.37	Mar 9, 2023	0.02
1,200,000	-	-	1,200,000	0.27	Mar 9, 2023	0.02
19,455,700	-	-	19,455,700	0.22	Sep 22, 2025	1.56
732,002	-	-	732,002	0.22	Sep 22, 2025	1.56
9,048,500	-	-	9,048,500	0.35	May 10, 2025	1.19
1,085,820	-	-	1,085,820	0.25	May 10, 2025	1.19
-	395,421	-	395,421	2.72	Jun 21, 2024	0.31
-	2,476,057	-	2,476,057	0.88	Oct 28, 2025	1.66
-	4,856,153	-	4,856,153	0.30	Jul 7, 2026	2.35
88,118,058	7,727,631	(9,813,760)	86,031,929	\$ 0.31	(weighted average)	0.86

Deferred Stock Units

On November 21, 2023, the Company issued 75,000 Outcrop DSUs in accordance with the Zacapa acquisition (Note 5). The DSUs were all fully vested on acquisition date. The weighted average grant date fair value per DSU was \$0.21. During year ended August 31, 2024, 37,500 DSUs were cancelled.

11. RELATED PARTY TRANSACTIONS

The Company's related parties consist of companies with directors and officers in common, and companies owned in whole or in part by executive officers and directors as follows:

Related Party Name	Nature of Transactions
Farris LLP ("Farris"), a company in which Jay Sujir is a partner	Legal services
Slater Corporate Services Corporation ("SCSC"), a company controlled by former Director Ian Slater ⁽¹⁾	Cost reimbursement, Corporate Secretary, CFO, corporate compliance services, accounting, and financial reporting

⁽¹⁾ Slater ceased to be directors on February 14, 2025.

- a) The Company incurred the following fees in connection with companies owned or partially owned by key management (Chief Executive Officer and Chief Financial Officer) and/or directors. Expenses have been measured at the exchange amount, which is determined on a cost recovery basis.

	Three months ended		Six months ended	
	February 28, 2025	February 29, 2024	February 28, 2025	February 29, 2024
Cost reimbursement - SCSC	240,000	150,000	480,000	300,000
Legal fees – Farris	29,731	3,931	46,353	132,792
Total	\$ 269,731	\$ 153,931	\$ 526,353	\$ 432,792

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11. RELATED PARTY TRANSACTIONS *(continued)*

- b) Amounts owing to related parties are disclosed in Note 8. All amounts are unsecured, with no specific terms of repayment.
- c) Compensation of directors and members of key management personnel, including amounts disclosed in Note 11(a) and (b) were as follows:

	Three months ended		Six months ended	
	February 28, 2025	February 29, 2024	February 28, 2025	February 29, 2024
Exploration	\$ 82,689	\$ 53,028	\$ 137,965	\$ 141,535
Legal fees ⁽¹⁾	5,080	3,931	19,853	132,792
Reimbursement of expense ⁽²⁾	1,955	25,142	4,566	26,921
Stock-based compensation	446,257	207,637	839,434	625,862
Wages and benefits	93,558	63,750	159,558	127,500
Total	\$ 629,539	\$ 353,488	\$ 1,161,376	\$ 1,054,610

⁽¹⁾ Amounts are included in professional fees and share issuance costs.

⁽²⁾ Amount is included in general and administrative expenses and wages and benefits.

12. SEGMENTED DISCLOSURE

The Company operates in the mineral exploration sector within Colombia and USA.

Note 7 provides disclosure as to the geographic location of the Company's mineral properties and exploration expenditures. The majority of the Company's equipment is located in Colombia.

As at February 28, 2025	Canada	Colombia	USA	Total
Equipment	\$ 876	\$ 90,653	\$ -	\$ 91,529
Reclamation bond	-	-	33,508	33,508
Mineral properties	-	5,805,023	8,051,887	13,856,910

As at August 31, 2024	Canada	Colombia	USA	Total
Equipment	\$ 1,208	\$ 76,858	\$ -	\$ 78,066
Reclamation bond	-	-	31,310	31,310
Mineral properties	-	5,126,758	8,178,765	13,305,523

13. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options and warrants as capital (Note 10). The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable level of risk.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital

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13. MANAGEMENT OF CAPITAL *(continued)*

structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets, or adjust the amount of cash.

To facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors including successful capital deployment and general industry conditions.

To maximize ongoing exploration expenditures, the Company does not pay dividends. The Company's investment policy is to keep its cash treasury on deposit in interest-bearing Canadian chartered bank accounts and short-term guaranteed investment certificates.

The Company estimates that it will require additional funding to carry out its exploration plans and operations through the next twelve months. The Company is not subject to any externally imposed capital restrictions.

There were no changes in the management of capital during the six months ended February 28, 2025.

14. SUPPLEMENTAL DISCLOSURE WITH RESPECT TO CASH FLOWS

For the six months ended	February 28, 2025	February 29, 2024
Non-cash investing and financing activities:		
Relative fair value of unit warrants	\$ 970,000	\$ -
Transfer of fair value of options exercised	398,313	23,580
Transfer of fair value of warrants exercised	767,388	-
Shares issued for purchase to Activos Mineros	678,265	-
Acquisition of Zacapa (Note 5)	-	7,274,311
Deferred financing costs	-	54,699
Interest received	\$ 33,885	\$ 955

15. SUBSEQUENT EVENT

Subsequent to February 28, 2025, the Company:

- Completed a public offering by issuing 33,977,272 units at a price of \$0.22 per unit for gross proceeds of \$7,475,000. Each unit is comprised of one common share and one-half of one common share purchase warrant, which is exercisable at price of \$0.30 for a period of 24 months.