



NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR
DISSEMINATION IN THE UNITED STATES

STERLING METALS ANNOUNCES CLOSING OF DEBT SETTLEMENT

February 1, 2021 – Toronto, Ontario – Sterling Metals Corp. (TSXV: SAG) (the “Company”) is pleased to announce that, further to its press release of December 18, 2020 and pursuant to the terms of a definitive option agreement dated September 23, 2020 between the Company and Altius Resources Inc. (“Altius”), a wholly-owned subsidiary of Altius Minerals Corp., the Company has settled \$200,000 owing to Altius through the issuance of an aggregate of 606,061 common shares (“Common Shares”) at a deemed price of \$0.33 per Common Share (the “Debt Settlement”).

The Common Shares issued pursuant to the Debt Settlement are subject to a statutory hold period until June 2, 2021, in accordance with applicable securities legislation.

The Debt Settlement constitutes a “related party transaction” within the meaning of TSX Venture Exchange Policy 5.9 and Multilateral Instrument 61-101 – *Protection of Minority Securityholders in Special Transactions* (“MI 61-101”), as an insider of the Company acquired an aggregate of 606,061 Common Shares pursuant to the Debt Settlement. 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 the insiders does not exceed 25% of the market capitalization of the Company, as determined 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 Debt Settlement, which the Company deems reasonable in the circumstances in order to complete the Debt Settlement in an expeditious manner.

For more information, please contact:

Sterling Metals Corp.

Mathew Wilson, President & CEO

Tel: (416) 643-7630

Email: info@sterlingmetals.ca

Website: www.sterlingmetals.ca

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.