

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise.

This prospectus supplement (this “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated April 27, 2021 to which it relates, as amended or supplemented, (the “**Shelf Prospectus**”), and each document incorporated by reference into this Prospectus Supplement and the Shelf Prospectus, as amended or supplemented, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

The securities offered hereby have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**U.S. Securities Act**”), or the securities laws of any state of the United States, and may not be offered, sold or delivered, directly or indirectly, in the United States of America, its territories, possessions or the District of Columbia (the “**United States**”), or to a U.S. person (as such term is defined in Regulation S under the U.S. Securities Act) (a “**U.S. Person**”) unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available. This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of these securities within the United States or to, or for the account or benefit of, any U.S. Person. See “Plan of Distribution”.

Information has been incorporated by reference in this Prospectus Supplement and the Shelf Prospectus from documents filed with securities commissions or similar authorities in Canada. Copies of the documents incorporated herein or therein by reference may be obtained on request, without charge, from the Corporate Secretary of Outcrop Silver & Gold Corporation at Suite 905 – 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3 (Telephone (778) 372-2553), and are also available electronically at [www.sedar.com](http://www.sedar.com).

**PROSPECTUS SUPPLEMENT  
to the Short Form Base Shelf Prospectus dated April 27, 2021**

New Issue

July 5, 2021

**OUTCROP SILVER & GOLD CORPORATION**



**OUTCROP  
SILVER & GOLD**

**\$5,000,000  
Common Shares**

Outcrop Silver & Gold Corporation (“**Outcrop**” or the “**Company**”) is hereby qualifying for distribution common shares in the capital of the Company (“**Common Shares**”, and the Common Shares offered under this Prospectus Supplement being the “**Offered Shares**”) having an aggregate sale price of up to \$5,000,000 (the “**Offering**”). The Company has entered into an “at-the-market” equity distribution agreement dated July 5, 2021 (the “**Distribution Agreement**”) with Research Capital Corporation (the “**Agent**”) relating to the Offered Shares which are being offered under the short form base shelf prospectus dated April 27, 2021 (the “**Shelf Prospectus**”) as supplemented by this prospectus supplement (this “**Prospectus Supplement**”, and together with the Shelf Prospectus the “**Prospectus**”). In accordance with the terms of the Distribution Agreement, and except as noted below, the Company may distribute up to \$5,000,000 of Offered Shares from time to time through the Agent, as agent. See “Plan of Distribution”.

The issued and outstanding Common Shares are listed and posted for trading on the TSX Venture Exchange (the “**TSXV**”) under the symbol “**OCG**” and on the OTCQX Best Market (the “**OTCQX**”) under the symbol “**OCGSF**”. On July 2, 2021, the last trading day prior to the date of this Prospectus Supplement, the closing price per Common Share on the TSXV was \$0.26, and on the OTCQX was US\$0.2155. The Company has received conditional approval to list the Offered Shares for trading on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

**Investing in securities of the Company is speculative and involves a high degree of risk and should only be made by persons who can afford the total loss of their investment. A prospective purchaser should therefore review this**

**Prospectus Supplement and the accompanying Shelf Prospectus, as amended or supplemented, and the documents incorporated by reference herein and therein, as amended or supplemented, in their entirety and carefully consider the risk factors described or referenced under “Risk Factors” herein and therein prior to investing in any Offered Shares.**

**Prospective investors should be aware that the acquisition of the securities described herein may have tax consequences both in Canada and the United States.** Such consequences, for investors who are resident in, or citizens of, the United States, are not provided in either of this Prospectus Supplement or the accompanying Shelf Prospectus, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Offered Shares. Investors should read the tax discussion in this Prospectus Supplement and consult their own tax advisors with respect to their own particular circumstances. See “Certain Canadian Federal Income Tax Considerations” and “Risk Factors”.

Sales of Offered Shares, if any, under this Prospectus Supplement and the Shelf Prospectus are anticipated to be made in transactions that are deemed to be “at-the-market distributions” as defined in National Instrument 44-102 — *Shelf Distributions* (“**NI 44-102**”), involving sales made directly on the TSXV or any other recognized Canadian “marketplace” within the meaning of National Instrument 21-101 — *Marketplace Operation* upon which the Common Shares are listed, quoted or otherwise traded (a “**Marketplace**”). The Offered Shares will be distributed at market prices prevailing at the time of the sale of such Offered Shares. As a result, prices may vary as between purchasers and during the period of distribution. **There is no minimum amount of funds that must be raised under the Offering. This means that the Offering may terminate after only raising a small portion of the offering amount set out above, or none at all. An investor will not be entitled to a return of their investment if only a portion of the disclosed maximum offering amount set out above is in fact raised.** See “Plan of Distribution”.

Pursuant to the terms of the Distribution Agreement, the Company will compensate the Agent for its services in acting as agent in the sale of Offered Shares pursuant to the Offering in an amount equal to 2.5% of the gross proceeds from sales of Offered Shares made on the TSXV or another Marketplace (the “**Placement Fee**”). The Company estimates that the total expenses that it will incur for the Offering, excluding compensation payable to the Agent under the terms of the Distribution Agreement, will be approximately \$250,000. See “Plan of Distribution”.

As sales agent, the Agent will not engage in any transactions to stabilize or maintain the price of the Common Shares. Neither the Agent nor any person or company acting jointly or in concert with the Agent, may, in connection with the Offering, enter into any transaction that is intended to stabilize or maintain the market price of the Common Shares or securities of the same class as the Common Shares, including selling an aggregate number or principal amount of securities that would result in the Agent creating an over-allocation position in the Common Shares. See “Plan of Distribution”.

The head office, principal address and registered and records office of the Company is located at 905 – 1111 West Hastings Street, Vancouver BC, Canada V6E 2J3.

Olympia Trust Company will act as transfer agent and registrar for the Offered Shares at its principal office in Vancouver, British Columbia. See “Auditors, Transfer Agent and Registrar”.

Directors of the Company and qualified persons or companies that file a consent in respect of the Prospectus residing outside of Canada have appointed Outcrop Silver & Gold Corporation at 905 – 1111 West Hastings Street, Vancouver BC, Canada V6E 2J3 as agent for service of process. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person that resides outside of Canada, even if the person has appointed an agent for service of process.

<b>Name of Person</b>	<b>Name and Address of Agent</b>
<b>Joseph Hebert</b> Florida, United States <i>President, Chief Executive Officer &amp; Director</i>	Outcrop Silver & Gold Corporation 905 – 1111 West Hastings Street, Vancouver BC, Canada V6E 2J3
<b>Jack King</b> Antioquia, Colombia <i>Author of the Santa Ana Technical Report (as defined below)</i>	Outcrop Silver & Gold Corporation 905 – 1111 West Hastings Street, Vancouver BC, Canada V6E 2J3

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## **ABOUT THIS PROSPECTUS SUPPLEMENT AND THE ACCOMPANYING SHELF PROSPECTUS**

This document is in two parts. The first part is this Prospectus Supplement, which describes the specific terms of the Offering and also adds to and updates certain information contained in the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein. The second part is the Shelf Prospectus, which provides more general information. If the information varies between this Prospectus Supplement and the Shelf Prospectus, the information in this Prospectus Supplement supersedes the information in the Shelf Prospectus. The Shelf Prospectus and this Prospectus Supplement together comprise the Prospectus for the purposes of qualifying the securities offered pursuant to the Offering.

An investor should rely only on the information contained in this Prospectus Supplement and the Shelf Prospectus (including the documents incorporated by reference herein and therein) and is not entitled to rely on parts of the information contained in this Prospectus Supplement or the Shelf Prospectus (including the documents incorporated by reference herein or therein) to the exclusion of others. The Company and the Agent have not authorized anyone to provide investors with additional or different information. The Company and the Agent take no responsibility for, and can provide no assurance as to the reliability of, any other information that others may give readers of this Prospectus Supplement. Information contained on, or otherwise accessed through, the Company's website is not deemed to be a part of this Prospectus Supplement or the Shelf Prospectus and such information is not incorporated by reference herein, and the Company disclaims any such incorporation by reference.

The Company and the Agent are not offering to sell the Offered Shares in any jurisdictions where such offer or sale is not permitted. The information contained in this Prospectus Supplement (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus Supplement or as of the date as otherwise set out herein (or as of the date of the document incorporated by reference herein or as of the date as otherwise set out in the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus Supplement or any sale of Offered Shares. The business, capital, financial condition, results of operations and prospects of the Company may have changed since those dates. The Company does not undertake to update the information contained or incorporated by reference herein, except as required by applicable Canadian securities laws.

This Prospectus Supplement should not be used by anyone for any purpose other than in connection with the Offering.

The documents incorporated or deemed to be incorporated by reference herein or in the Shelf Prospectus contain meaningful and material information relating to the Company, and readers of this Prospectus Supplement should review all information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated or deemed to be incorporated by reference herein and therein, as amended or supplemented.

## **FINANCIAL INFORMATION AND CURRENCY**

The Company has prepared its consolidated financial statements, incorporated herein by reference, in accordance with International Financial Reporting Standards (“**IFRS**”) as issued by the International Accounting Standards Board which is incorporated within Part 1 of the CPA Canada Handbook – Accounting, and its consolidated financial statements are subject to Canadian generally accepted auditing standards and auditor independence standards. As a result, they may not be comparable to financial statements of United States companies.

All currency amounts in this Prospectus Supplement are expressed in Canadian dollars, unless otherwise indicated. References to dollars or “\$” are to Canadian currency unless otherwise indicated. All references to “US\$” refer to United States dollars. On July 2, 2021, the daily exchange rate for the United States dollar in terms of Canadian dollars, as quoted by the Bank of Canada, was US\$1.00 = \$1.2353.

Unless the context otherwise requires, all references in this Prospectus Supplement to the “Company” and “Outcrop” refer to the Company and its subsidiary entities on a consolidated basis.

## MARKET AND INDUSTRY DATA

Unless otherwise indicated, the market and industry data contained or incorporated by reference in this Prospectus Supplement is based upon information from independent industry publications, market research, analyst reports and surveys and other publicly available sources. Although the Company and the Agent believe these sources to be generally reliable, market and industry data is subject to interpretation and cannot be verified with complete certainty due to limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties inherent in any survey. The Company and the Agent have not independently verified any of the data from third party sources referred to or incorporated by reference herein and accordingly, the accuracy and completeness of such data is not guaranteed.

## NON-IFRS MEASURES

The financial results of the Company are prepared in accordance with IFRS. Additionally, the Company utilizes certain non-IFRS measures such as working capital. The Company believes that these measures, together with measures determined in accordance with IFRS, provide investors with an improved ability to evaluate the underlying performance of the Company. Non-IFRS measures do not have any standardized meaning prescribed under IFRS, and therefore they may not be comparable to similar measures employed by other companies. The data is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

## CAUTIONARY STATEMENT ON FORWARD-LOOKING INFORMATION

This Prospectus Supplement, the accompanying Shelf Prospectus and documents incorporated by reference herein and therein contain “forward-looking statements” or “forward-looking information” within the meaning of applicable securities legislation (collectively referred to herein as “**forward-looking information**” or “**forward-looking statements**”). Forward-looking statements are included to provide information about management’s current expectations and plans that allows investors and others to get a better understanding of the Company’s operating environment, the business operations and financial performance and condition.

Forward-looking information and statements contained or incorporated by reference herein and therein include, but are not limited to, statements regarding anticipated burn rate and operations; expectations of the use by the Company of the net proceeds raised from the Offering, including as to achieving the related business objectives described herein; expectations of the timing, size and completion of the Offering and the listing of the Offered Shares on the TSXV; planned exploration and development activities and expenditures; the future interpretation of geological information; the cost and results of operational activities including objectives, exploration, development and evaluation activities; expectations regarding mineral reserves and mineral resources; realization of mineral reserves and mineral resource estimates; reclamation costs and timing; results of the technical report titled “NI 43-101 Technical Report on the Santa Ana Project” dated effective February 24, 2021 (the “**Santa Ana Technical Report**”) filed on SEDAR on March 19, 2021 regarding the Santa Ana project located in Falan Municipality, Tolima, Colombia (the “**Santa Ana Project**”) and prepared for the Company by Jack King, MIMMM., Independent Professional Member (MIMMM), Institute of Materials, Mineral and Mining; expectations with respect to the process for and receipt of regulatory approvals, permits and licenses under governmental and other applicable regulatory regimes; future financings and the ability to raise capital; the future price of silver and gold; and requirements for additional capital. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as “expects”, “is expected”, “anticipates”, “believes”, “plans”, “projects”, “estimates”, “assumes”, “intends”, “strategy”, “goals”, “objectives”, “potential”, “possible” or variations thereof or stating that certain actions, events, conditions or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of fact and may be forward-looking statements.

Forward-looking information and statements are based on the then current expectations, beliefs, assumptions, estimates and forecasts of Outcrop about Outcrop’s business and the industry and markets in which it operates. Forward-looking information and statements are made based upon numerous assumptions, including among others, that the results of planned exploration and development activities are as anticipated and on time; the price of silver and gold and other market conditions and factors; the cost of planned exploration and development activities; there

will be limited changes in any project parameters as plans continue to be refined; that financing will be available if and when needed and on reasonable terms; that third party contractors, equipment, supplies and governmental and other approvals required to conduct Outcrop's planned exploration and development activities will be available on reasonable terms and in a timely manner; that there will be no revocation of government approvals and that general business, economic, competitive, social and political conditions will not change in a material adverse manner; financial and silver and gold markets will not be adversely affected by a global pandemic (including COVID-19); suppliers, employees, contractors and subcontractors will be available to continue operations as needed; demand for, and supply of, silver and gold, including long-term contracting, public perception of nuclear power and construction, maintenance and operation of nuclear power facilities; tax rates, interest rates and exchange rates; mineral reserve and resources estimates and the assumptions on which they are based; and the listing of Common Shares qualified by this document on any securities exchange. Although the assumptions made by the Company in providing forward-looking information or making forward-looking statements are considered reasonable by management at the time, there can be no assurance that such assumptions will prove to be accurate.

Forward-looking information and statements also involve known and unknown risks and uncertainties and other factors, which may cause actual results, performances and achievements of Outcrop to differ materially from any projections of results, performances and achievements of Outcrop expressed or implied by such forward-looking information or statements, including, among others, negative operating cash flow and dependence on third party financing; uncertainty of additional financing; price of silver and gold; the appeal of alternate sources of energy; exploration risks; uninsurable risks; reliance upon key management and other personnel; imprecision of mineral resource estimates; potential cost overruns on any development; capital intensive nature of mining industry; changes in climate or increases in environmental regulation; aboriginal title and consultation issues; deficiencies in the Company's title to its properties; information security and cyber threats; failure to manage conflicts of interest; failure to obtain or maintain required permits and licenses; changes in laws, regulations and policy; competition for resources and financing; volatility in market price of the Company's shares; financial and silver and gold market reactions, as well as effects on individuals on which Outcrop relies, as a result of global pandemics (including COVID-19); speculative nature of exploration and development projects; liquidity of securities of Outcrop; dilution risks to existing securityholders; risks associated with the sale of securities of Outcrop; conflicts of interest for Outcrop's directors engaged in similar businesses; interruption or failure of Outcrop's information systems; cyberattacks; competitors and competing technology; inability to exploit, expand and replace mineral reserves and mineral resources; and other factors discussed or referred to in this Prospectus Supplement, the Shelf Prospectus or documents incorporated by reference herein and therein under "Risk Factors".

Although Outcrop has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information or statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended.

There can be no assurance that such information or statements will prove to be accurate, as actual results and future events and actions could differ materially from those anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking information or statements.

**All of the forward-looking statements made in this Prospectus Supplement are qualified by these cautionary statements and those made in the Company's other filings with the securities regulators of Canada and the United States including, but not limited to, the cautionary statements made in the "Risk Factors" section of this Prospectus Supplement and the Shelf Prospectus, the "Risk Factors" section of the AIF (as defined below) and the "Risk Analysis" sections of the 2020 MD&A and Q2 2021 MD&A (each, as defined below). These factors are not intended to represent a complete list of the factors that could affect Outcrop. Outcrop disclaims any intention or obligation to update or revise any forward-looking statements or to explain any material difference between subsequent actual events and such forward-looking statements, except to the extent required by applicable law. The Company's public filings with the securities commissions or similar authorities in each of the provinces and territories of Canada can be found through the System for Electronic Document Analysis and Retrieval ("SEDAR") on the Company's profile at [www.sedar.com](http://www.sedar.com).**

## DOCUMENTS INCORPORATED BY REFERENCE

**Information has been incorporated by reference in this Prospectus Supplement and the Shelf Prospectus from documents filed with the securities commissions or similar authorities in each of the provinces and territories of Canada.** Copies of the documents incorporated by reference herein may be obtained on request, without charge, from the Corporate Secretary of the Company at Suite 905 – 1111 West Hastings Street, Vancouver, British Columbia, V6E 2J3 (Telephone (604) 638-2545) and are also available electronically at [www.sedar.com](http://www.sedar.com). The filings of the Company through SEDAR are not incorporated by reference in this Prospectus Supplement except as specifically set out herein.

This Prospectus Supplement is incorporated by reference into the Shelf Prospectus as of the date hereof and only for the purposes of the distribution of the Offered Shares. Other documents are also incorporated or deemed to be incorporated by reference into the Shelf Prospectus and reference should be made to the Shelf Prospectus for full details.

As of the date hereof, the following documents, filed by the Company with the securities commissions or similar authorities in certain of the provinces and territories of Canada, are specifically incorporated by reference into, and form an integral part of, the Shelf Prospectus as supplemented by this Prospectus Supplement, provided that such documents are not incorporated by reference to the extent that their contents are modified or superseded by a statement contained in this Prospectus Supplement, the Shelf Prospectus or in any other subsequently filed document that is also incorporated by reference in this Prospectus Supplement, as further described below:

- (a) annual information form of the Company for the year ended August 31, 2020 dated February 4, 2021 (the “**AIF**”);
- (b) audited consolidated financial statements of the Company as at and for the years ended August 31, 2020 and 2019, together with the notes thereto and the auditor’s report thereon (“the “**2020 Annual Financial Statements**”);
- (c) management’s discussion and analysis of financial condition and result of operations (“**MD&A**”) of the Company for the year ended August 31, 2020 (the “**2020 MD&A**”);
- (d) management information circular of the Company dated May 18, 2021 in connection with the annual general meeting of shareholders held on June 24, 2021;
- (e) unaudited interim condensed consolidated financial statements of the Company for the six months ended February 28, 2021, together with the notes thereto (the “**Q2 2021 Financial Statements**”);
- (f) MD&A of the Company for the six months ended February 28, 2021 (the “**Q2 2021 MD&A**”);
- (g) material change report dated March 26, 2021 regarding the closing of the Company’s \$9.2 million bought deal financing; and
- (h) the Santa Ana Technical Report.

Any document of the type referred to in section 11.1 of Form 44-101F1 of National Instrument 44-101 – *Prospectus Distributions* (excluding confidential material change reports), if filed by the Company with a securities commission or similar regulatory authority in Canada after the date of this Prospectus Supplement and prior to completion or withdrawal of the Offering shall be deemed to be incorporated by reference in the Shelf Prospectus for the purposes of the Offering. The documents incorporated or deemed to be incorporated herein by reference contain meaningful and material information relating to the Company and readers should review all information contained in this Prospectus Supplement, the Shelf Prospectus and the documents incorporated or deemed to be incorporated by reference herein and therein.

If the Company disseminates a news release in respect of previously undisclosed information that, in the Company’s determination, constitutes a “material fact” (as such term is defined under applicable Canadian securities laws), the Company will identify such news release as a “designated news release” for the purposes of this Prospectus Supplement and the accompanying Shelf Prospectus in writing on the face page of the version of such news release that the Company files on SEDAR (each such news release, a “**Designated News Release**”), and each such Designated News Release will be deemed to be incorporated by reference into this Prospectus Supplement and the accompanying Shelf Prospectus for the purposes of the Offering.

**Any statement contained in this Prospectus Supplement, the Shelf Prospectus or in a document incorporated or deemed to be incorporated by reference herein or in the Shelf Prospectus will be deemed to be modified or superseded, for purposes of this Prospectus Supplement and the Shelf Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement or the Shelf Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes. The making of a modifying or superseding statement will not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made. Any statement so modified or superseded will thereafter neither constitute, nor be deemed to constitute, a part of this Prospectus Supplement or the Shelf Prospectus, except as so modified or superseded.**

When the Company files a new annual information form, audited consolidated financial statements and related MD&A and, where required, they are accepted by the applicable securities regulatory authorities during the time that this Prospectus Supplement is valid, the previous annual information form, the previous audited consolidated financial statements and related MD&A and all unaudited interim condensed consolidated financial statements and related MD&A for such periods, all material change reports and any business acquisition report filed prior to the commencement of the Company's financial year in which the new annual information form is filed will be deemed no longer to be incorporated by reference in this Prospectus Supplement for purposes of future offers and sales of Offered Shares. Upon new unaudited interim condensed consolidated financial statements and related management's discussion and analysis being filed by the Company with the applicable securities regulatory authorities during the term of this Prospectus Supplement, all unaudited interim condensed consolidated financial statements and related management's discussion and analysis filed prior to the filing of the new unaudited interim condensed consolidated financial statements will be deemed no longer to be incorporated by reference into this Prospectus Supplement for purposes of future offers and sales of securities hereunder.

### **SUMMARY OF THE OFFERING**

The following is a summary of the principal features of the Offering and should be read together with the more detailed information and financial data and statements contained elsewhere in this Prospectus Supplement.

<b>Issuer</b>	Outcrop Silver & Gold Corporation
<b>Offered Securities and Gross Proceeds</b>	Up to \$5,000,000 of Common Shares.
<b>Placement Fee</b>	2.5% of the gross proceeds from the sale of Offered Shares.
<b>Description of the Offering</b>	Sale of the Offered Shares, if any, under this Prospectus Supplement and the Prospectus are anticipated to be made in transactions that are deemed to be "at-the-market distributions" as defined in NI 44-102, involving sales made directly on the TSXV or any other recognized Canadian Marketplace. The Offered Shares will be distributed at market prices prevailing at the time of the sale of such Offered Shares. As a result, prices may vary as between purchasers and during the period of distribution.
<b>Common Shares Outstanding</b>	As at July 5, 2021: 132,148,953 Common Shares. See "Consolidated Capitalization" and "Plan of Distribution".
<b>Business of the Company</b>	Outcrop is a junior exploration company actively exploring for precious metals in Colombia. Outcrop is rapidly advancing exploration on five silver and gold

exploration projects with world-class discovery potential in Colombia. Outcrop is currently drilling the Santa Ana historic high-grade silver district. These assets are being advanced by a highly disciplined and seasoned professional team with decades of experience in Colombia. See “Outcrop Silver & Gold Corporation”.

**Use of Proceeds**

The Company expects to use the net proceeds of the Offering for the advancement of the Santa Ana Project and for general corporate purposes.

**Risk Factors**

Prospective purchasers of Offered Shares should carefully consider the information set forth under the heading “Risk Factors” and the other information included in this Prospectus Supplement and the accompanying Shelf Prospectus (and the documents incorporated by reference herein and therein) before deciding to invest. See “Risk Factors”.

**OUTCROP SILVER & GOLD CORPORATION**

Outcrop is rapidly advancing exploration on five silver and gold exploration projects with world-class discovery potential in Colombia. Outcrop is currently drilling the Santa Ana historic high-grade silver district. These assets are being advanced by a highly disciplined and seasoned professional team with decades of experience in Colombia. The Company trades on the TSXV under the ticker symbol “OCF” and the OTCQX under the ticker symbol “OCFSF”.

For further information regarding Outcrop and the Santa Ana Project, see the AIF and other documents incorporated by reference in this Prospectus Supplement available at [www.sedar.com](http://www.sedar.com) under the Company’s profile.

**Recent Developments**

On October 20, 2020 the Company announced the appointment of Mr. Chris Grainger as a director of the Company. Mr. Grainger subsequently resigned on January 11, 2021, due to the listing of a new exploration company where he is an officer.

On January 13, 2021, the Company announced the final drill results from its 2020 drill program, including the discovery of five shoots – Roberto Tovar, La Ivana, Megapozo, El Dorado and San Juan.

On January 21, 2021, Mr. Dave Thomas, the Company’s former Vice-President, Exploration, resigned.

On March 11, 2021, the Company announced the commencement of a phase three 12,000 metre 2021 drill program.

On March 26, 2021, the Company completed a short form prospectus offering on a bought deal basis pursuant to which underwriters purchased 21,401,500 units of securities at a price of \$0.43 per unit for aggregate gross proceeds of approximately \$9.2 million, which included the full exercise of the over-allotment option. Each unit consisted of one Common Share and one-half of one Common Share purchase warrant, with each full warrant exercisable to acquire one Common Share at a price of \$0.60 per share until March 23, 2023 (the “**Prospectus Offering**”).

On April 21, 2021, May 10, 2021 and June 7, 2021 the Company announced results from continuing delineation drilling in La Ivana on the Santa Ana Project.

On June 9, 2021, the Company announced a change of name to “Outcrop Silver & Gold Corporation” effective June 14, 2021.

On June 15, 2021, the Company announced the discovery of a new shoot, San Antonio, on the Santa Ana Project.

**Update on Uses of Proceeds from Previous Financings**

The Company raised gross proceeds of approximately \$9.2 million in the Prospectus Offering that closed in March 2021, which included the full exercise of the over-allotment option. The Company intends to use the net proceeds of the Prospectus Offering for the advancement of exploration at the Santa Ana Project and for general corporate

purposes. The Company has deployed approximately \$2.5 million of the proceeds raised from the Prospectus Offering on exploration work on the Santa Ana Project (\$1.7 million) and fees and commissions related to the Prospectus Offering (\$800,000).

### **Working Capital**

As of August 31, 2020, the Company had approximately \$5,952,245 in cash and approximately \$5,799,916 in working capital. Subsequent to August 31, 2020 and through to the date of this Prospectus Supplement: (a) approximately \$335,865 of additional proceeds from warrant and option exercises and (b) gross proceeds of \$9.2 million from the Prospectus Offering have been received by the Company. Other than as disclosed in the Q2 2021 Financial Statements, the Company does not have any current non-contingent resources with which to fund operations. As of May 31, 2021, the Company had approximately \$7.5 million in cash and approximately \$5.5 million in working capital.

More detailed information regarding the business of the Company can be found in the Shelf Prospectus, and the AIF and other documents incorporated by reference herein and therein, as supplemented by the disclosure herein. See “Documents Incorporated by Reference”.

Readers are strongly encouraged to carefully read all of the risk factors contained herein and in the Shelf Prospectus, and in the AIF and other documents incorporated or deemed to be incorporated by reference herein or therein. The Company’s business, financial condition, results of operations, cash flows and prospects are subject to the risks and uncertainties described therein and to additional risks and uncertainties of which the Company is currently unaware or that are unknown or that the Company currently deems to be immaterial.

### **DESCRIPTION OF SECURITIES BEING DISTRIBUTED**

The Offering consists of up to \$5,000,000 of Common Shares.

#### **Common Shares**

The Company is authorized to issue an unlimited number of the Common Shares. As of July 5, 2021, there were 132,148,953 Common Shares issued and outstanding.

Holders of Common Shares are entitled to receive notice of any meeting of shareholders of the Company, to attend and to cast one vote per share at such meetings. Holders of Common Shares are also entitled to receive, on a pro-rata basis, such dividends, if any, as and when declared by the board of directors of the Company (the “**Board**”) at its discretion from funds legally available therefor and upon the liquidation, dissolution or winding up of the Company are entitled to receive, on a pro-rata basis, the net assets of the Company after payment of debts and other liabilities, in each case subject to the rights, privileges, restrictions and conditions attaching to any other series or class of shares ranking senior in priority. The Common Shares do not carry any pre-emptive, subscription, redemption or conversion rights.

The Company has received conditional approval to list the Offered Shares for trading on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

### **CONSOLIDATED CAPITALIZATION**

There have not been any material changes in the share capital of the Company, on a consolidated basis, since February 28, 2021 other than the issuance of 21,401,500 Common Shares, 10,700,750 Common Share purchase warrants and Compensation Options exercisable for 1,246,430 Common Shares in connection with the Prospectus Offering and 700,000 Common Shares on the exercise of a combination of 700,000 warrants and options between March 1, 2021 and June 17, 2021 at exercise prices ranging from \$0.10 to \$0.20 per Common Share for aggregate gross exercise proceeds to the Company of \$120,000. As a result of the Offering, the shareholders’ equity of the

Company will increase by the amount of the net proceeds, less expenses, of the Offering and the number of Common Shares issued and outstanding will increase by the number of Offered Shares distributed under the Offering.

### USE OF PROCEEDS

The Company intends to use the net proceeds from the Offering, if any, for the advancement of the Santa Ana Project and for general corporate purposes. The Company may, from time to time, issue securities (including equity and debt securities) other than pursuant to this Prospectus Supplement.

The net proceeds from the Offering, if any, are not determinable in light of the nature of the distribution. Sales of Offered Shares, if any, will be made in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made by the Agent directly on the TSXV or on any other recognized Marketplace. Any proceeds that the Company receives will depend on the number of Offered Shares actually sold and the offering price of such Offered Shares. The net proceeds to the Company of any given distribution of Offered Shares through the Agent under the Distribution Agreement will represent the gross proceeds of the Offering, after deducting the applicable Placement Fee, any transaction or filing fees imposed by any governmental, regulatory, or self-regulatory organization in connection with any such sales of Offered Shares and the expenses of the Offering. The gross proceeds of the Offering will be up to \$5,000,000. The Agent will receive the Placement Fee of 2.5% of the gross proceeds from the sale of Offered Shares. Any Placement Fee paid to the Agent will be paid out of the proceeds from the sale of Offered Shares. **There is no minimum amount of funds that must be raised under the Offering. This means that the Offering may terminate after raising only a portion of the Offering amount set out above, or none at all.** See “Plan of Distribution”.

The Company generates no operating revenue from the exploration activities on its property interests and has negative cash flow from operating activities. To the extent that the Company has negative cash flows in future periods in excess of the net proceeds of the Offering, it may need to deploy a portion of net proceeds from the Offering to fund such negative cash flow.

While the Company currently anticipates that it will use the net proceeds of the Offering as set forth above, the Company may re-allocate the net proceeds of the Offering from time to time, giving consideration to its strategy relative to the market, development and changes in the industry and regulatory landscape, as well as other conditions relevant at the applicable time. Overall, management of the Company will have broad discretion concerning the use of the net proceeds of the Offering, as well as the timing of their expenditure, and pending their use the Company may invest the net proceeds of the Offering in a manner that does not produce income or that loses value. See “Risk Factors”.

### PLAN OF DISTRIBUTION

In accordance with the terms of the Distribution Agreement, and except as noted herein, the Company may distribute up to \$5,000,000 of Common Shares from time to time through the Agent, as agent for the Offering.

Sales of Offered Shares, if any, are anticipated to be made in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, involving sales made directly on the TSXV or any other recognized Marketplace. The Agent will use its commercially reasonable efforts, consistent with its sales and trading practices, to solicit offers to purchase Offered Shares under the terms and subject to the conditions set forth in the Distribution Agreement. The Offered Shares will be distributed at market prices prevailing at the time of the sale. As a result, prices may vary as between purchasers and during the period of distribution.

The Company will instruct the Agent as to the number of Offered Shares to be sold by the Agent from time to time by sending the Agent a notice (a “**Placement Notice**”) that requests that the Agent sell up to a specified dollar amount or a specified number of Offered Shares and specifies any parameters in accordance with which the Company requires that the Offered Shares be sold. The parameters set forth in a Placement Notice may not conflict with the provisions of the Distribution Agreement. The Company may instruct the Agent not to sell Offered Shares if the sales cannot be effected at or above the price designated by the Company in a particular Placement Notice. The Company or the Agent may suspend the Offering upon proper notice and subject to other conditions set forth in the Distribution Agreement.

Settlement for sales of Offered Shares will occur on the second business day following the date on which any sales are made, or on such earlier date as is then current industry practice for regular-way trading, in return for payment of the net proceeds to the Company. There is no arrangement for funds to be received in an escrow, trust or similar arrangement. Sales of Offered Shares will be settled through the facilities of CDS Clearing and Depository Services Inc. (“CDS”) or by such other means as permitted by the Distribution Agreement.

As sales agent, the Agent will not engage in any transactions to stabilize or maintain the price of the Common Shares. Neither the Agent nor any person or company acting jointly or in concert with the Agent may, in connection with the Offering, enter into any transaction that is intended to stabilize or maintain the market price of the Common Shares or securities of the same class as the Common Shares, including selling an aggregate number or principal amount of securities that would result in the Agent creating an over-allocation position.

The Company will also disclose the number and average price of Offered Shares sold, as well as the total gross proceeds, commission and net proceeds from sales hereunder, in the ordinary course in its annual and interim financial statements or associated management’s discussion and analysis filed on SEDAR.

**There is no minimum amount of funds that must be raised under the Offering. This means that the Offering may terminate after only raising a small portion of the offering amount set out herein, or none at all. An investor will not be entitled to a return of its investment if only a portion of the disclosed maximum offering amount set out herein is in fact raised.**

Pursuant to the terms of the Distribution Agreement, the Company will compensate the Agent for its services in acting as agent in the sale of Offered Shares in an amount equal to 2.5% of the gross proceeds from sales of Offered Shares made on the TSXV or another applicable Marketplace. The Company estimates that the total expenses that it will incur for the Offering (including fees payable to stock exchanges, securities regulatory authorities, its counsel, its auditors and counsel to the Agent, but excluding compensation payable to the Agent under the terms of the Distribution Agreement) will be approximately \$250,000.

The Offering will terminate upon the earlier of: (i) the sale of all Offered Shares subject to the Distribution Agreement by the Agent; (ii) May 31, 2023; and (iii) termination of the Distribution Agreement in accordance with its terms. The Company and the Agent may each terminate the Distribution Agreement in certain circumstances specified in the Distribution Agreement.

The Company has agreed to indemnify and provide contribution to the Agent against or in respect of, among other things, certain civil liabilities, including liabilities under applicable securities legislation in Canada.

The Company has received conditional approval to list the Offered Shares for trading on the TSXV. Listing will be subject to the Company fulfilling all of the listing requirements of the TSXV.

It is anticipated that the Offered Shares will be delivered under the book-based system through CDS or its nominee and deposited in electronic form, or will otherwise be delivered registered as directed by the Agent. Except in limited circumstances, a purchaser of Offered Shares will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required.

The Offered Shares have not been and will not be registered under the U.S. Securities Act or any state securities laws and may not be offered, sold or delivered, directly or indirectly, to, or for the account or benefit of, a person in the United States or a U.S. Person unless exemptions from the registration requirements of the U.S. Securities Act and any applicable state securities laws are available.

This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares to, or for the account or benefit of, a person in the United States or a U.S. Person. In addition, until 40 days after the commencement of the Offering, an offer or sale of Offered Shares within the United States by any dealer

(whether or not participating in the Offering) may violate the registration requirements of the U.S. Securities Act if such offer or sale is made otherwise than in accordance with exemptions from registration under the U.S. Securities Act and applicable state securities laws.

A copy of the Distribution Agreement can be obtained on SEDAR under the Company's profile at [www.sedar.com](http://www.sedar.com)

### **CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS**

The following is, as of the date hereof, a general summary of the principal Canadian federal income tax considerations under the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the "**Tax Act**") generally applicable to a holder of Common Shares acquired pursuant to this Offering. This summary only applies to a holder that, for the purposes of the Tax Act and at all relevant times: (i) acquires and holds such Common Shares as capital property, and (ii) is not affiliated with and deals at arm's length with the Company, the Agent and any subsequent purchasers of the Common Shares held by them (a "**Holder**"). A Common Share generally will be capital property to a holder unless it is held in the course of carrying on a business of trading in or dealing in securities, or it has been acquired in a transaction or transactions considered to be an adventure or concern in the nature of trade.

This summary is based on the current provisions of the Tax Act, all specific proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) ("**Tax Proposals**") before the date of this Prospectus Supplement, and the current administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**") published in writing. No assurance can be given that the Tax Proposals will be enacted in the form proposed or at all. Except as mentioned above, this summary does not take into account or anticipate any changes in law, whether by legislative, administrative or judicial decision or action, nor does it take into account provincial, territorial or foreign income tax legislation or considerations, which may differ significantly from the Canadian federal income tax considerations discussed herein.

**This summary is not exhaustive of all possible Canadian federal income tax considerations, is of a general nature only, does not describe the income tax consequences relating to the deductibility of interest on money borrowed to acquire the Common Shares, and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors about the specific tax consequences to them of acquiring, holding and disposing of Common Shares.**

#### **Residents of Canada**

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act, is or is deemed to be a resident of Canada (a "**Resident Holder**").

Resident Holders that might not otherwise be considered to hold their Common Shares as capital property may, in certain circumstances, be entitled to have their Common Shares and all other "Canadian securities" (as defined in the Tax Act) owned in the taxation year of the election and all subsequent taxation years deemed to be capital property by making the irrevocable election permitted by subsection 39(4) of the Tax Act. Such Resident Holders should consult their own tax advisors as to whether an election under subsection 39(4) of the Tax Act is available and/or advisable in their particular circumstances.

This summary does not apply to a Resident Holder: (i) that is a "financial institution" for purposes of the Tax Act, (ii) that is a "specified financial institution" as defined for purposes of the Tax Act, (iii) that is a corporation that is, or becomes as part of a transaction or event or series of transactions or events that includes the acquisition of the Common Shares, controlled by a non-resident person, or a group of non-resident persons not dealing with each other at arm's length, for the purposes of the "foreign affiliate dumping rules" in section 212.3 of the Tax Act, (iv) to which the "functional currency" reporting rules in section 261 of the Tax Act apply, (v) that enters into or has entered into a "synthetic disposition arrangement" or "derivative forward arrangement", as such terms are defined in the Tax Act, with respect to the Common Shares (vi) an interest in which is a "tax shelter investment" for purposes of the Tax Act, or (vii) that receives dividends on the Common Shares under or as part of a "dividend rental arrangement", as defined in the Tax Act. Such Resident Holders should consult their own tax advisors.

### *Receipt of Dividends on Common Shares*

Dividends received or deemed to be received on Common Shares by a Resident Holder that is an individual (other than certain trusts) will be included in computing the individual's income and will be subject to the gross-up and dividend tax credit rules normally applicable to taxable dividends received by an individual from a taxable Canadian corporation. Taxable dividends received or deemed to be received by such individual which are designated by the Company as "eligible dividends" in accordance with the Tax Act will be subject to the enhanced gross-up and dividend tax credit rules under the Tax Act.

Taxable dividends received by an individual (including certain trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act.

Dividends received or deemed to be received on Common Shares by a Resident Holder that is a corporation will be included in computing that corporation's income and generally will be deductible in computing the taxable income of that corporation. In certain circumstances, taxable dividends received by a Resident Holder that is a corporation may be treated as proceeds of disposition or a capital gain pursuant to the rules in subsection 55(2) of the Tax Act. In addition, a Resident Holder that is a "private corporation" or a "subject corporation" for purposes of the Tax Act will generally be liable to pay a refundable tax under Part IV of the Tax Act on dividends received or deemed to be received to the extent such dividends are deductible in computing such Resident Holder's taxable income.

### *Disposition of Common Shares*

On a disposition or a deemed disposition of a Common Share (other than to the Company, unless purchased by the Company on the open market in the manner in which shares are normally purchased by any member of the public in the open market), a Resident Holder generally will realize a capital gain (or a capital loss) equal to the amount by which the proceeds of disposition of the Common Share exceed (or are exceeded by) the aggregate of the Resident Holder's adjusted cost base thereof and any reasonable costs of disposition. The cost to a Resident Holder of the Common Shares acquired under this Offering will be averaged with the adjusted cost base of all other Common Shares held by the Resident Holder as capital property immediately before that time. The tax treatment of any such capital gain (or capital loss) is described under the heading "*Treatment of Capital Gains and Capital Losses*".

### *Treatment of Capital Gains and Capital Losses*

Generally, one-half of the amount of any capital gain (a "**taxable capital gain**") realized by a Resident Holder in a taxation year must be included in computing the Resident Holder's income in that year, and one-half of the amount of any capital loss (an "**allowable capital loss**") realized by a Resident Holder in a taxation year generally must be deducted from taxable capital gains realized by the Resident Holder in that year. Allowable capital losses in excess of taxable capital gains realized in a taxation year generally may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any following taxation year against taxable capital gains realized in such years to the extent and under the circumstances described in the Tax Act.

The amount of any capital loss realized on the disposition or deemed disposition of a Common Share by a Resident Holder that is a corporation may be reduced by the amount of dividends received or deemed to have been received by it on the Common Share (or on a share for which such Common Share has been substituted) to the extent and in the circumstances prescribed by the Tax Act. Similar rules may apply where a corporation is a member of a partnership or a beneficiary of a trust that owns Common Shares, directly, or indirectly through a partnership or a trust. Resident Holders to which these rules may be relevant should consult their own tax advisors.

A Resident Holder that is a "Canadian-controlled private corporation" (as defined in the Tax Act) may be liable for an additional refundable tax on its "aggregate investment income", which is defined in the Tax Act to include taxable capital gains.

Capital gains realized by an individual (including certain trusts) may give rise to a liability for alternative minimum tax as calculated under the detailed rules set out in the Tax Act.

## **Non-Residents of Canada**

The following portion of the summary is generally applicable to a Holder that, at all relevant times for purposes of the Tax Act, is (i) neither a resident nor deemed to be a resident of Canada (including as a consequence of an applicable income tax treaty or convention) and (ii) does not use or hold, and is not deemed to use or hold Common Shares in connection with carrying on a business in Canada (a “**Non-Resident Holder**”). Special rules which are not discussed in this summary, may apply to a non-resident insurer carrying on business in Canada and elsewhere. Such Non-Resident Holders should consult their own tax advisors.

### *Receipt of Dividends on Common Shares*

Dividends on Common Shares paid or credited, or deemed to be paid or credited to a Non-Resident Holder will be subject to a non-resident withholding tax under the Tax Act at a rate of 25%, subject to reduction under the provisions of an applicable income tax treaty or convention. Under the *Canada-US Tax Convention (1980)* as amended (the “**Tax Treaty**”), the withholding tax rate for dividends on the Common Shares is reduced to 5% for US Non-Resident Holders that are corporations that hold at least 10% of the voting shares of the Company, and reduced to 15% for other US Non-Resident Holders.

### *Dispositions of Common Shares*

A Non-Resident Holder will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition of Common Shares unless the Common Shares disposed of constitute “taxable Canadian property” of the Non-Resident Holder and the Non-Resident Holder is not entitled to relief under an applicable income tax treaty or convention.

Generally, a Common Share will not be “taxable Canadian property” (within the meaning of the Tax Act) of a Non-Resident Holder at a particular time provided the Offered Share is listed on a “designated stock exchange” (which currently includes the TSXV) unless, at any time during the 60-month period preceding the particular time, (a) the Common Share derived more than 50% of its fair market value directly or indirectly from one or any combination of: (i) real or immovable properties situated in Canada, (ii) Canadian resource properties, (iii) timber resource properties (as such terms are defined in the Tax Act), and (iv) options in respect of, or interests in, or for civil law rights in, property described in (i) to (iii), whether or not the property exists; and (b) 25% or more of the issued shares of any class or series of the Company’s shares were owned by one or any combination of (i) the Non-Resident Holder, (ii) persons with whom the Non-Resident Holder did not deal at “arm’s length” (within the meaning of the Tax Act), and (iii) partnerships in which the Non-Resident Holder or a person described in (ii) holds a membership interest directly or indirectly through one or more partnerships.

Non-Resident Holders for which the Common Shares may constitute “taxable Canadian property” should consult their own tax advisors for advice having regard to their particular circumstances.

## **ELIGIBILITY FOR INVESTMENT**

In the opinion of Farris LLP, counsel to the Company, and McCarthy Tétrault LLP, counsel to the Agent, provided that the Offered Shares are listed on a designated stock exchange under the Tax Act (which currently includes the TSXV), the Offered Shares, if issued on the date hereof, would be, on such date, qualified investments under the Tax Act for a trust governed by a registered retirement savings plan (an “**RRSP**”), registered retirement income fund (an “**RRIF**”), registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”), deferred profit sharing plan (“**DPSP**”) and a tax-free savings account (a “**TFSA**”).

Notwithstanding the foregoing, if the Offered Shares are a “prohibited investment” (as defined in the Tax Act) for a particular RRSP, RRIF, RESP, RDSP or TFSA (each a “**Registered Plan**”), the annuitant of the RRSP or RRIF, holder of the TFSA or RDSP or subscriber of the RESP (each such person referred to as a “**Plan Subscriber**”), as the case may be, will be subject to a penalty tax as set out in the Tax Act. The Offered Shares will not be a “prohibited investment” for a Registered Plan provided that the Plan Subscriber deals at arm’s length with the Company for purposes of the Tax Act and does not have a “significant interest” (within the meaning of the Tax Act for purposes of

the prohibited investment rules) in the Company. In addition, the Offered Shares will generally not be a prohibited investment if such securities are “excluded property” as defined in the Tax Act for purposes of the prohibited investment rules. Plan Subscribers should consult with their own tax advisors as to whether the Offered Shares will be a prohibited investment for such Registered Plans in their particular circumstances.

### PRIOR SALES

The Company has not issued any Common Shares (or securities convertible into Common Shares) for the 12 months prior to the date of this Prospectus Supplement except for:

Date	Number	Type of Security	Issue / Exercise Price (\$) per share	Type of Issuance
May 7, 2021	500,000	Common Shares	\$0.20	Exercise of Warrants
April 21, 2021	200,000	Common Shares	\$0.10	Exercise of Options
April 19, 2021	3,900,000	Stock Options	\$0.30	Option Grant
March 26, 2021	21,401,500	Units – made up of one Common Share and one-half of one Common Share purchase warrant	\$0.43	Bought Deal Offering
January 25, 2021	300,000	Common Shares	\$0.10	Exercise of Options
January 25, 2021	150,000	Common Shares	\$0.20	Exercise of Warrants
January 12, 2021	100,000	Common Shares	\$0.10	Exercise of Options
January 5, 2021	1,000,000	Common Shares	\$0.10	Exercise of Options
December 24, 2020	25,000	Common Shares	\$0.10	Exercise of Options
December 24, 2020	50,000	Common Shares	\$0.17	Exercise of Options
November 27, 2020	250,000	Common Shares	\$0.10	Exercise of Options
October 14, 2020	19,320	Common Shares	\$0.20	Exercise of Warrants
October 8, 2020	75,000	Common Shares	\$0.40	Exercise of Warrants
September 23, 2020	200,000	Common Shares	\$0.40	Exercise of Warrants
September 8, 2020	80,000	Common Shares	\$0.20	Exercise of Warrants
August 25, 2020	1,000,000	Common Shares	\$0.63	Payment for additional mining concessions
August 25, 2020	60,000	Common Shares	\$0.20	Exercise of Warrants
August 17, 2020	760,000	Common Shares	\$0.40	Exercise of Warrants
August 12, 2020	50,000	Common Shares	\$0.17	Exercise of Options
August 10, 2020	100,000	Common Shares	\$0.10	Exercise of Options
August 5, 2020	1,250,500	Common Shares	\$0.40	Exercise of Warrants
July 24, 2020	345,450	Common Shares	\$0.40	Exercise of Warrants
July 24, 2020	100,000	Common Shares	\$0.10	Exercise of Options

<b>Date</b>	<b>Number</b>	<b>Type of Security</b>	<b>Issue / Exercise Price (\$) per share</b>	<b>Type of Issuance</b>
July 23, 2020	690,000	Common Shares	\$0.40	Exercise of Warrants
July 16, 2020	25,000	Common Shares	\$0.17	Exercise of Options

### TRADING PRICE AND VOLUME

The Common Shares are currently listed on the TSXV under the trading symbol “OCG”. The following table sets forth, for the periods indicated, the reported high and low daily trading prices and the aggregate volume of trading of our Common Shares on the TSXV (as reported by TMX Money, at [www.tmxmoney.com](http://www.tmxmoney.com)):

<b>Period</b>	<b>Price Range (\$)</b>		
	<b>High</b>	<b>Low</b>	<b>Volume</b>
July 1 – 2, 2021	\$0.265	\$0.255	52,078
June, 2021	\$0.380	\$0.235	5,097,741
May, 2021	\$0.460	\$0.250	8,471,794
April, 2021	\$0.340	\$0.230	5,739,925
March, 2021	\$0.420	\$0.295	5,077,024
February, 2021	\$0.530	\$0.360	6,135,022
January, 2021	\$0.690	\$0.410	5,349,507
December, 2020	\$0.690	\$0.435	4,386,540
November, 2020	\$0.510	\$0.350	4,961,042
October, 2020	\$0.580	\$0.340	6,508,534
September, 2020	\$0.660	\$0.420	4,527,400
August, 2020	\$0.880	\$0.540	7,869,878
July, 2020	\$0.770	\$0.330	12,820,977

On July 2, 2021, the last full trading day before the date of this Prospectus Supplement, the closing price per Common Share on the TSXV was \$0.26.

### RISK FACTORS

An investment in securities of the Company, including the Offered Shares, is subject to certain risks, which should be carefully considered by prospective purchasers before purchasing such securities. In addition to information set out or incorporated by reference in this Prospectus Supplement or the Shelf Prospectus currently and from time to time, investors should carefully consider the risk factors indicated below. Any one of such risk factors could materially adversely affect the Company’s business, prospects, financial condition, results of operations, cash flows and/or an investment in the Common Shares and could cause actual events to differ materially from those described in forward-looking information and statements relating to the Company set out or incorporated by reference in this Prospectus Supplement or the Shelf Prospectus. Additional risks and uncertainties of which the Company is currently unaware or that are unknown or that the Company currently deems to be immaterial could have a material adverse effect on the Company’s business, prospects, financial condition, results of operations, cash flows and/or an investment in the Common Shares. The Company cannot provide any assurances that it will successfully address any or all of these risks. Purchasers should carefully consider the risks described under the heading “Risk Factors” in the Shelf Prospectus, the AIF and in the Q2 2021 MD&A. See “Documents Incorporated by Reference”.

### ***Negative Operating Cash Flow***

The Company is an exploration stage company and as a result has not generated cash flow from operations. The Company is devoting significant resources to the development of its assets, however there can be no assurance that it will generate positive cash flow from operations in the future. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it achieves commercial production at a particular project.

### ***No Certainty Regarding the Proceeds to the Company***

There is no certainty that the maximum gross proceeds of \$5,000,000, or any amount, will be raised under the Offering. The Agent has agreed to use its commercially reasonable efforts to sell, on the Company's behalf, the Offered Shares designated by the Company, but the Company is not required to request the sale of the maximum amount offered or any amount and, if the Company requests a sale, the Agent is not obligated to purchase any Offered Shares that are not sold. As a result of the Offering being made on a commercially reasonable efforts basis with no minimum, and only as requested by the Company, the Company may raise substantially less than the maximum total offering amount or nothing at all.

### ***Number of Offered Shares to be Offered***

The Offered Shares will be sold by the Agent at the market price prevailing at the time of sale and, therefore, there is no certainty as to the number of Offered Shares that may be sold under the Offering. If the prevailing market price for the Common Shares declines, then the Company will be able to issue more Offered Shares under the Offering and investors may suffer greater dilution.

### ***Additional Issuances and Dilution***

The Company may issue and sell additional securities of the Company from time to time. The Company cannot predict the size of future issuances of securities of the Company or the effect, if any, that future issuances and sales of securities will have on the market price of any securities of the Company that are issued and outstanding from time to time. Sales or issuances of substantial amounts of securities of the Company, or the perception that such sales could occur, may adversely affect prevailing market prices for the securities of the Company that are issued and outstanding from time to time. With any additional sale or issuance of securities of the Company, holders will suffer dilution with respect to voting power and may experience dilution in the Company's earnings per share. Moreover, this Prospectus may create a perceived risk of dilution resulting in downward pressure on the price of the Company's issued and outstanding common shares, which could contribute to progressive declines in the prices of such securities.

### ***Discretion in the Use of Proceeds***

Management will have broad discretion concerning the use of the net proceeds from the Offering, as well as the timing of their expenditures. Depending on various factors, the intended use of net proceeds from the Offering may change. As a result, an investor will be relying on the judgment of management for the application of the net proceeds from the Offering. Management may use the net proceeds from the Offering in ways that an investor may not consider desirable if they believe it would be in the best interests of the Company to do so and could spend the proceeds in ways that do not improve the Company's results of operations or enhance the value of the Common Shares. The results and the effectiveness of the application of proceeds from the Offering are uncertain. If the proceeds are not applied effectively, the Company's business, financial condition, results of operations or prospects may suffer. Pending their use, the Company may invest the net proceeds from the Offering in a manner that does not produce income or that loses value.

### ***At-the-Market Offering***

Purchasers who purchase Offered Shares at different times will likely pay different prices, and so may experience different outcomes in their investment results. The Company will have discretion, subject to market demand, to vary the timing, prices and numbers of Offered Shares sold, and there is no minimum or maximum sales price. Purchasers

may experience a decline in the value of their Offered Shares as a result of Offered Share sales made at prices lower than the prices they paid.

### ***Share Price Volatility***

Capital and securities markets have a high level of price and volume volatility, and the market price of securities of many companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Factors unrelated to the financial performance or prospects of Outcrop include macroeconomic developments in North America and globally, and market perceptions of the attractiveness of particular industries or asset classes. There can be no assurance that continued fluctuations in mineral or commodity prices will not occur. As a result of any of these factors, the market price of the Common Shares any given time may not accurately reflect the long-term value of Outcrop.

In the past, following periods of volatility in the market price of a company's securities, shareholders have instituted class action securities litigation against them. Such litigation, if instituted, could result in substantial cost and diversion of management attention and resources, which could significantly harm profitability and the reputation of Outcrop.

### ***Market Price Depression***

Sales of a substantial number of Common Shares or other equity-related securities in the public markets by the Company or its significant shareholders could depress the market price of the Common Shares and impair the Company's ability to raise capital through the sale of additional equity securities. The Company cannot predict the effect that future sales of Common Shares or other equity-related securities would have on the market price of the Common Shares. The price of the Common Shares could be affected by possible sales of the Common Shares by hedging or arbitrage trading activity. If the Company raises additional funding by issuing additional equity securities, such financing may substantially dilute the interests of shareholders of the Company and reduce the value of their investment.

### ***Dilution Risk***

The Company may issue additional securities in the future, which may dilute a shareholder's holdings in the Company. The Company's notice of articles permit the issuance of an unlimited number of Common Shares, and shareholders will have no pre-emptive rights in connection with such further issuance. The directors of the Company have discretion to determine the price and the terms of further issuances. Moreover, additional Common Shares may be issued by the Company on the exercise of options under the Company's stock option plan and upon the exercise of outstanding warrants.

### ***Loss of Entire Investment***

An investment in the Common Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Company.

### ***Active Liquid Market for Common Shares***

There may not be an active, liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the TSXV. Investors may not be able to sell their Common Shares quickly or at the latest market price if trading in the Common Shares is not active.

## **LEGAL MATTERS**

Certain legal matters relating to the Offering will be passed upon on behalf of the Company by Farris LLP, Canadian counsel to the Company, and on behalf of the Agent by McCarthy Tétrault LLP, Canadian counsel to the Agent. As at the date of hereof, the partners and associates of Farris LLP, as a group, and the partners and associates of McCarthy

Tétrault LLP, as a group beneficially own, directly or indirectly, in their respective groups, less than 1% of any class of securities of the Company.

### **EXPERTS**

All scientific and technical information in this Prospectus Supplement has been reviewed and approved by Joseph Hebert, the Company's President and Chief Executive Officer, who is a qualified person under National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. As of the date hereof, Mr. Hebert holds 1,876,160 Common Shares and 2,660,000 options to purchase Common Shares.

### **AUDITORS, TRANSFER AGENT AND REGISTRAR**

The auditors of Outcrop are Davidson and Company LLP, 1200-609 Granville Street, Vancouver, British Columbia, V7Y 1G6.

Davidson and Company LLP has confirmed that they are independent with respect to the Company within the meaning of the relevant rules and related interpretations prescribed by the relevant professional bodies in Canada and any applicable legislation or regulation, and that they are independent accountants with respect to the Company under all relevant U.S. professional and regulatory standards.

The transfer agent and registrar for the Common Shares is Olympia Trust Company at its principal offices in Vancouver, British Columbia.

### **EXEMPTION FROM NATIONAL INSTRUMENT 44-101**

Pursuant to a decision of Autorité des marchés financiers dated April 16, 2021, the Company was granted a permanent exemption from the requirement to translate into French (and to file French translations of) this Prospectus Supplement, the accompanying Shelf Prospectus and the documents incorporated by reference herein and therein.

### **PURCHASERS' STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION**

The following is a description of a purchaser's statutory rights in connection with any purchase of Offered Shares, which supercedes and replaces the statement of purchasers' rights in the Shelf Prospectus.

Securities legislation in some provinces and territories of Canada provides purchasers of securities with the right to withdraw from an agreement to purchase securities and with remedies for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement and any amendment relating to securities purchased by a purchaser are not sent or delivered to the purchaser. However, purchasers of Offered Shares distributed under an at-the-market distribution by the Company do not have the right to withdraw from an agreement to purchase the Offered Shares and do not have remedies of rescission or, in some jurisdictions, revisions of the price, or damages for non-delivery of the prospectus, prospectus supplement and any amendment relating to the Offered Shares purchased by such purchaser because the prospectus, prospectus supplement and any amendment relating to the Offered Shares purchased by such purchaser will not be sent or delivered, as permitted under Part 9 of NI 44-102.

Securities legislation in some provinces and territories of Canada further provides purchasers with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus, prospectus supplement and any amendment relating to securities purchased by a purchaser contains a misrepresentation. Those remedies must be exercised by the purchaser within the time limit prescribed by securities legislation. Any remedies under securities legislation that a purchaser of Common Shares distributed under an at-the-market distribution by the Company may have against the Company or the Agent for rescission or, in some jurisdictions, revisions of the price, or damages if the prospectus, prospectus supplement and any amendment relating to securities purchased by a purchaser contain a misrepresentation will remain unaffected by the non-delivery of the prospectus referred to above.

The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal adviser.

**CERTIFICATE OF THE COMPANY**

Dated: July 5, 2021

The short form prospectus, together with the documents incorporated in this prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities under the prospectus, constitute full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces and territories of Canada.

(Signed) JOSEPH HEBERT  
President and Chief Executive Officer

(Signed) ALEX TONG  
Chief Financial Officer

On behalf of the Board of Directors

(Signed) IAN SLATER  
Director

(Signed) JAY SUJIR  
Director

**CERTIFICATE OF THE AGENT**

Dated: July 5, 2021

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, will, as of the date of a particular distribution of securities offered by the prospectus, constitute full true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement, as required by the securities legislation of each of the provinces and territories of Canada.

**RESEARCH CAPITAL CORPORATION**

(Signed) DAVID GREIFENBERGER  
Managing Director, Investment Banking