



TALON METALS CORP.

Consolidated Financial Statements

December 31, 2015 and 2014

(Expressed in Canadian dollars)

Independent Auditors' Report

To the Shareholders of Talon Metals Corp.

We have audited the accompanying consolidated financial statements of Talon Metals Corp., which comprise the consolidated balance sheets as at December 31, 2015 and 2014, and the consolidated statements of loss and comprehensive loss, changes in equity, and cash flows for the years then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with Canadian generally accepted auditing standards. Those standards require that we comply with ethical requirements and plan and perform the audits to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the consolidated financial statements present fairly, in all material respects, the financial position of Talon Metals Corp. as at December 31, 2015 and 2014, and its financial performance and its cash flows for the years then ended in accordance with International Financial Reporting Standards.

Emphasis of Matter

Without modifying our opinion, we draw attention to Note 1 to the consolidated financial statements which highlights the existence of a material uncertainty relating to conditions that cast significant doubt on Talon Metals Corp.'s ability to continue as a going concern.

MNP LLP

Chartered Professional Accountants
Licensed Public Accountants

Mississauga, Ontario
March 30, 2016

MNP
LLP

Talon Metals Corp.
Consolidated Balance Sheets

(Expressed in Canadian dollars)

	<i>Notes</i>	December 31, 2015	December 31, 2014
Assets			
Current assets			
Cash and cash equivalents		\$ 2,014,013	\$ 6,111,069
Restricted cash	<i>5a</i>	20,760,000	-
Investments	<i>4a</i>	-	226,523
Prepayments		25,554	38,111
Accounts and other receivables		25,910	15,737
		<u>22,825,477</u>	<u>6,391,440</u>
Non-current assets			
Equipment and software		86,387	142,685
Investment in Tlou Energy	<i>4b</i>	1,728,514	2,877,454
Resource properties and deferred expenditures	<i>5</i>	15,226,360	14,243,629
		<u>\$ 39,866,738</u>	<u>\$ 23,655,208</u>
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities	<i>15</i>	\$ 489,455	\$ 305,355
Provision for distribution of Rio Verde shares to option holders	<i>6</i>	-	302,000
		<u>489,455</u>	<u>607,355</u>
Unsecured convertible loan	<i>7b</i>	19,387,966	-
		<u>\$ 19,877,421</u>	<u>\$ 607,355</u>
Shareholders' equity			
Share capital	<i>8a</i>	\$ 80,107,904	\$ 77,512,868
Warrants	<i>8b</i>	602,100	534,217
Contributed surplus		16,070,178	15,488,318
Deficit		(76,790,865)	(70,487,550)
		<u>19,989,317</u>	<u>23,047,853</u>
		<u>\$ 39,866,738</u>	<u>\$ 23,655,208</u>

Nature of Operations and Going Concern - Note 1

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

Approved by the board of directors on March 29, 2016

Signed: "Gregory S. Kinross"

"David E. Singer"

Talon Metals Corp.
Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

		Year ended December 31, 2015	Year ended December 31, 2014
	Notes		
Revenue			
Interest income		\$ 6,311	\$ 46,960
Expenses			
Salaries, benefits, consulting and Brazil administration	9, 15	1,060,441	761,571
Employee termination		237,075	-
Consulting - financing	8b	29,543	33,552
Professional fees	9	149,423	161,388
Office and general		240,124	355,351
Insurance		91,769	129,980
Travel	9	179,321	106,757
Listing, filing and shareholder communications		82,390	77,416
Project evaluation and due diligence	9	-	1,008,060
Property payments and licenses		-	25,547
Refund of equipment purchase		-	40,640
Reduction in provision for distribution of Rio Verde shares to option holders	6	(302,000)	(98,000)
Provision for lawsuits		61,816	9,000
Stock option compensation	10	581,860	359,568
Depreciation of equipment and software		57,418	39,380
Gain on investments	4a	(26,297)	(44,930)
Gain on sale of royalty, net of selling expenses	4b	(2,437,460)	-
Loss (gain) on investments - Tlou	4b	1,148,940	(152,308)
Impairment loss on resource properties	5b	4,731,237	14,706,567
Impairment loss assets held-for-sale		-	100,000
Loss on settlement of short-term loan	7a	179,200	-
Loss on revaluation of unsecured convertible loan	7b	591,562	-
Foreign currency translation gain		(346,736)	(323,233)
		<u>6,309,626</u>	<u>17,296,306</u>
Net loss and comprehensive loss		\$ (6,303,315)	\$ (17,249,346)
Basic and diluted net loss per share	11	\$ (0.06)	\$ (0.18)
Weighted average shares outstanding		<u>106,952,563</u>	<u>94,300,111</u>

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

Talon Metals Corp.

Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	Notes	Common shares		Warrants	Contributed surplus	Deficit	Shareholders' equity
		Number	Amount				
Balance at January 1, 2015		106,832,137	\$ 77,512,868	\$ 534,217	\$ 15,488,318	\$ (70,487,550)	\$ 23,047,853
Shares issued	8a	21,977,800	2,595,036	-	-	-	2,595,036
Warrants issued	8b	-	-	67,883	-	-	67,883
Stock option compensation payments	10	-	-	-	581,860	-	581,860
Net loss		-	-	-	-	(6,303,315)	(6,303,315)
Balance at December 31, 2015	8	128,809,937	\$ 80,107,904	\$ 602,100	\$ 16,070,178	\$ (76,790,865)	\$ 19,989,317
Balance at January 1, 2014		92,076,687	\$ 74,106,555	\$ -	\$ 15,128,750	\$ (53,238,204)	\$ 35,997,101
Units issued	8a	14,755,450	3,406,313	500,665	-	-	3,906,978
Warrants issued	8b	-	-	33,552	-	-	33,552
Stock option compensation payments	10	-	-	-	359,568	-	359,568
Net loss		-	-	-	-	(17,249,346)	(17,249,346)
Balance at December 31, 2014	8	106,832,137	\$ 77,512,868	\$ 534,217	\$ 15,488,318	\$ (70,487,550)	\$ 23,047,853

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

Talon Metals Corp.
Consolidated Statements of Cash Flows

(Expressed in Canadian dollars)

	Year ended December 31, 2015	Year ended December 31, 2014
Cash flows from operating activities		
Net loss	\$ (6,303,315)	\$ (17,249,346)
Non-cash adjustments:		
Provision for distribution of Rio Verde shares to option holders	(302,000)	(98,000)
Stock option compensation	581,860	359,568
Warrants issued for consulting services	29,543	33,552
Shares issued for services - severance	225,000	-
Shares issued for services - unsecured convertible loan financing	399,030	-
Shares issued to settle interest on short-term loan	449,206	-
Gain on sale of royalty, gross of selling expenses	(2,492,054)	-
Loss on revaluation of unsecured convertible loan	591,562	-
Gain on investments	(26,297)	(44,930)
Loss (gain) on investments - Tlou	1,148,940	(152,308)
Impairment loss on resource properties	4,731,237	14,706,567
Impairment loss on assets held-for-sale	-	100,000
Loss on settlement of short-term loan	179,200	-
Depreciation of equipment and software	57,418	39,380
	<u>(730,670)</u>	<u>(2,305,517)</u>
Working capital adjustments:		
Decrease in prepayments	12,557	22,963
Increase in accounts and other receivables	(10,173)	(7,065)
Decrease (Increase) in accounts payables and accrued liabilities	184,100	(129,603)
Net cash flows used in operating activities	<u>(544,186)</u>	<u>(2,419,222)</u>
Cash flows from investing activities		
Acquisition of equipment and software	(1,120)	(94,647)
Proceeds on sale of royalty	2,492,054	-
Proceeds on sale of investments	252,820	102,875
Acquisition of resource properties and deferred expenditures	(5,713,968)	(10,237,791)
Restricted cash to be invested in resource properties and deferred expenditures	(20,760,000)	-
Net cash flows used in investing activities	<u>(23,730,214)</u>	<u>(10,229,563)</u>
Cash flows from financing activities		
Proceeds from issuance of shares, net of costs	1,342,600	-
Proceeds from issuance of units	-	3,906,978
Proceeds from issuance of warrants	38,340	-
Proceeds from unsecured convertible loan, net of costs	18,796,404	-
Net cash flows provided by financing activities	<u>20,177,344</u>	<u>3,906,978</u>
Net decrease in cash and cash equivalents	<u>(4,097,056)</u>	<u>(8,741,807)</u>
Cash and cash equivalents, beginning of the year	6,111,069	14,852,876
Cash and cash equivalents, end of the year	<u>\$ 2,014,013</u>	<u>\$ 6,111,069</u>
Non-cash transactions		
Extinguishment of short-term loan (Notes 5a and 7a)	\$ 6,154,306	-
Extinguishment of deferred option payment (Note 5a)	3,462,500	-

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

Talon Metals Corp.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2015 and 2014
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Talon Metals Corp. ("Talon" or the "Company") is a mineral exploration company focused on the exploration and development of the Tamarack nickel-copper-PGE project (the "Tamarack Project") in Minnesota, USA (which is comprised of the Tamarack North Project and the Tamarack South Project). The Company also holds a 100% interest in the Trairão iron project (the "Trairão Project") in Brazil. The Company and Kennecott Exploration Company ("Kennecott"), a subsidiary of the Rio Tinto Group, entered into an Exploration and Option Agreement (as amended) (the "Tamarack Earn-in Agreement"), pursuant to which Talon earned an 18.45% interest in the Tamarack Project subsequent to year-end on January 4, 2016. The Company's interest in the Tamarack Project is held through its indirect Delaware, USA subsidiary, Talon Nickel (USA) LLC ("Talon Nickel"). The Company holds a 100% interest in the Trairão Project through its indirect Brazilian subsidiary, Talon Ferrous Mineração Ltda.

The Company's head office address is Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands.

A subsidiary is an entity that is controlled by the Company. In assessing control, potential voting rights that are presently exercisable or convertible, are taken into account in the assessment of whether control exists. Subsidiaries are fully consolidated from the date on which control is transferred to the Company. They are deconsolidated from the date on which control ceases.

All intercompany accounts and transactions have been eliminated.

The Company has not earned any revenue to date from its operations. It, and its partner Kennecott, are in the process of exploring the Tamarack Project and the Company has not yet determined whether the Tamarack Project contains ore reserves that are economically recoverable. The recoverability of the Company's properties' carrying values and of the related deferred exploration expenditures depends on the Company's ability to maintain an interest in the Tamarack Project, discover economically recoverable reserves and on the Company's ability to obtain necessary financing to complete the development and to establish profitable production in the future, or the receipt of sufficient proceeds on disposal of the properties.

As at December 31, 2015, the Company had working capital of \$22.3 million (December 31, 2014 – \$5.8 million) and Shareholders' equity of \$20.0 million (December 31, 2014 – \$23.0 million). Working capital is defined as current assets less current liabilities. As at December 31, 2015, working capital includes \$22.8 million of cash, of which \$20.8 million (US\$15 million) is restricted cash. On January 4, 2016, such restricted cash was paid to Kennecott as part of the Company's earn-in to the Tamarack Project leaving the Company with approximately \$2.0 million in cash after such payment, to pay current liabilities of \$0.5 million.

These consolidated financial statements have been prepared on a going concern basis which contemplates that the Company will continue in operations for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The Company's ability to continue as a going concern is dependent on its ability to sell non-core assets, cut costs and/or raise financing. There can be no assurance that the Company will be successful in selling non-core assets, cutting sufficient costs and/or, in compliance with the RCF Loan Agreement (note 7(b)), raising financing to meet the Company's commitments.

These circumstances cast significant doubt on the Company's ability to continue as a going concern and ultimately on the appropriateness of the use of accounting principles applicable to a going concern.

Please see note 13(b) "Liquidity Risk" for more information in this regard.

These consolidated financial statements do not give effect to any adjustments that would be necessary to the carrying values and classifications of assets and liabilities should the Company be unable to continue as a going concern.

Talon Metals Corp.

Notes to the Consolidated Financial Statements
For the years ended December 31, 2015 and 2014
(Expressed in Canadian dollars)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") and interpretations as issued by the International Accounting Standards Board ("IASB").

These consolidated financial statements were approved by the Board of Directors of the Company on March 29, 2016.

Basis of preparation

These consolidated financial statements are presented in Canadian dollars. The consolidated financial statements are prepared on the historical cost basis, except for portfolio investments and financial instruments that are measured at fair value.

Foreign currencies

Functional and presentation currency

The Canadian dollar is the functional currency and reporting currency of the Company and of all its subsidiaries.

The consolidated financial statements are presented in Canadian dollars. Monetary items are translated into Canadian dollars at the rate of exchange in effect at the end of the reporting period. Revenues and expenses are translated into Canadian dollars at the rates of exchange prevailing when the underlying transactions occurred.

Foreign exchange gains and losses resulting from the settlement of foreign currency transactions and from the translation of monetary assets and liabilities denominated in foreign currencies are recognized in the consolidated statements of loss and comprehensive loss.

Cash and cash equivalents

Cash and cash equivalents consist of cash deposits in banks, certificates of deposit, money market funds and short-term investments with remaining maturities of three months or less at the time of acquisition. At December 31, 2015, the Company held both cash and cash equivalents.

Talon Metals Corp.

Notes to the Consolidated Financial Statements
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(Expressed in Canadian dollars)

Equipment

Equipment is carried at cost, less accumulated depreciation and accumulated impairment losses. The cost of an item of equipment consists of the purchase price, any costs directly attributable to bringing the asset to the location and condition necessary for its intended use and an initial estimate of the costs of dismantling and removing the item and restoring the site on which it is located. An item of equipment is derecognized upon disposal or when no future economic benefits are expected to arise from the continued use of the asset. Any gain or loss arising on disposal of the asset, determined as the difference between the net disposal proceeds and the carrying amount of the asset, is recognized in the consolidated statements of loss and comprehensive loss. Where an item of equipment comprises major components with different useful lives, the components are accounted for as separate items of equipment. Expenditures incurred to replace a component of an item of equipment that is accounted for separately, including major inspection and overhaul expenditures are capitalized.

The Company provides for depreciation of its equipment and software at the following annual rate:

Office and equipment	20% to 33% straight-line basis
Software	33% straight-line basis

Resource properties and deferred exploration and evaluation costs

Interests in mineral exploration properties are recorded at cost. Exploration and development expenditures, including an allocation of salaries, benefits and consulting fees, other than those of a general nature, relating to mineral properties in which an interest is retained are deferred and carried as an asset until the results of the projects are known. If the project is unsuccessful or if exploration has ceased because continuation is not economically feasible, the cost of the property and the related exploration expenditures are written off. During 2015 and 2014, the Company only capitalized costs on its core properties and expensed all costs related to properties that were of a secondary focus.

The cost of mineral properties includes the cash consideration paid and the fair value of shares issued on the acquisition of properties. Properties acquired under option agreements, whereby option payments are made at the discretion of the Company, are recorded in the consolidated financial statements at the time payments are made. The proceeds from options granted on properties are credited to the cost of the related property.

Once the feasibility of a project has been established, deferred exploration expenses and other costs are segregated as deferred development expenditures. These costs are amortized over the estimated useful life of the related mineral property as commercial production commences. If the net carrying amount of the deferred exploration expenses is not recoverable, these costs are written down to net recoverable amount of the deferred exploration expense.

The amounts shown for mineral properties and deferred exploration costs represents cost to date less accumulated impairment, and do not necessarily represent present or future values as they are entirely dependent upon the economic recovery of future reserves.

The Company does not accrue the estimated future costs of maintaining its mineral properties in good standing.

Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the Company's non-financial assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment, if any. The recoverable amount is the higher of fair value less costs to sell and value in use. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. In order to determine fair value, the Company

Talon Metals Corp.

Notes to the Consolidated Financial Statements For the years ended December 31, 2015 and 2014 (Expressed in Canadian dollars)

considers multiple valuation approaches, including the income, market and cost approaches. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. If the recoverable amount of an asset is estimated to be less than its carrying amount, the carrying amount of the asset is reduced to its recoverable amount and the impairment loss is recognized in the consolidated statements of loss and comprehensive loss for the period.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognized for the asset in prior years. A reversal of an impairment loss is recognized immediately in the consolidated statements of loss and comprehensive loss.

Asset retirement obligations

A provision is recognized on the consolidated balance sheets when the Company has a present legal or constructive obligation as a result of a past event, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and, where appropriate, the risks specific to the liability. The Company's asset retirement obligations arise from its obligations to undertake site reclamation and remediation in connection with its resource properties. The estimated costs of reclamation are based on current regulatory requirements and the estimated reclamation costs at the date of purchase. Future changes to those regulations and standards, as well as changes resulting from operations may result in actual reclamation costs differing from the estimate.

Deferred taxes

The Company uses the asset and liability method of accounting for income taxes, under which deferred tax assets and liabilities are recognized for the estimated future income tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using income tax rates in effect for the period in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in income tax rates or laws is recognized as part of the provision for income taxes in the period the changes are considered substantively enacted.

Deferred tax benefits attributable to these differences, if any, are recognized to the extent that the realization of such benefits is probable.

Financial assets and liabilities

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as "fair value through profit and loss", directly attributable transaction costs. Measurement of financial assets in subsequent periods depends on whether the financial instrument has been classified as "fair value through profit and loss", "available-for-sale", "held-to-maturity", or "loans and receivables" as defined by IAS 39, *Financial Instruments: Recognition and Measurement* ("IAS 39"). Measurement of financial liabilities subsequent to initial recognition depends on whether they are classified as fair value through profit and loss or "other financial liabilities".

Financial assets and financial liabilities at fair value through profit and loss include financial assets and financial liabilities that are held-for-trading or designated upon initial recognition as fair value through profit and loss. These financial instruments are measured at fair value with changes in fair values recognized in the consolidated statements of loss and comprehensive loss. Financial assets classified as available-for-sale are measured at fair value, with changes in fair values recognized in other comprehensive income ("OCI"), except when there is objective evidence that the asset is impaired, at which point the cumulative loss that had been

Talon Metals Corp.

Notes to the Consolidated Financial Statements For the years ended December 31, 2015 and 2014 (Expressed in Canadian dollars)

previously recognized in OCI is recognized in profit or loss. Financial assets classified as held-to-maturity and loans and receivables are measured subsequent to initial recognition at amortized cost using the effective interest method. Financial liabilities, other than financial liabilities classified as fair value through profit and loss, are measured in subsequent periods at amortized cost using the effective interest method.

The Company has classified its financial instruments as follows:

Cash and cash equivalents	-	Fair value through profit and loss
Restricted cash	-	Fair value through profit and loss
Investments	-	Fair value through profit and loss
Investment in Tlou Energy	-	Fair value through profit and loss
Accounts and other receivables	-	Loans and receivables
Accounts payable and accrued liabilities	-	Other liabilities
Unsecured convertible loan	-	Fair value through profit and loss

Financial instruments recorded at fair value on the consolidated balance sheets are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities;
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and cash equivalents, restricted cash, and the investment in Tlou Energy Limited ("Tlou Energy") have been measured using Level 1 inputs. The convertible loan has been measured using both Level 1 and Level 3 inputs.

Unsecured convertible loan

In December 2015, the Company issued an unsecured convertible loan (note 7(b)). The Company has designated the convertible loan at fair value through profit and loss. The Company has used estimates in determining the fair value of the convertible loan. Inputs used in the models employed in the valuation of the convertible loan as a hybrid financial instrument require subjective assumptions including the expected price volatility, the price of the Company's shares and credit yield-to-maturity of the Company. Changes in these assumptions and the selected valuation model can materially affect the fair value estimate. The valuation methods and the underlying assumptions used in the re-measurement of the convertible loan are disclosed in Note 7(b).

Stock option compensation

The Company's shareholder-approved stock option plan allows employees, directors and consultants of the Company to acquire shares of the Company. The fair value of options granted is recognized as an employee or consultant expense with a corresponding increase in equity. An individual is classified as an employee when the individual is an employee for legal or tax purposes (direct employee) or provides services similar to those performed by a direct employee, and includes directors and most consultants of the Company. The fair value is measured at grant date and each tranche is recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model taking into account the terms and conditions upon which the options were granted.

Talon Metals Corp.

Notes to the Consolidated Financial Statements For the years ended December 31, 2015 and 2014 (Expressed in Canadian dollars)

Loss per share

Basic loss per common share is calculated by dividing the loss attributed to shareholders for the period by the weighted average number of common shares outstanding in the period. Diluted loss per common share is calculated by adjusting the weighted average number of common shares outstanding to assume conversion of all dilutive potential common shares.

Segment reporting

A segment is a component of the Company that is distinguishable by economic activity (business segment), or by its geographical location (geographical segment), which is subject to risks and rewards that are different from those of other segments. The Company operates in one business segment, namely, mineral exploration and geographically in the USA and Brazil. Substantially all working capital, equipment, software and investments are held at head office while the segmentation of resource properties and deferred expenditures by mineral property and hence country are presented in note 5.

Changes in accounting policies

There were no material changes in accounting policies in 2015 compared to 2014.

Future accounting policies

IAS 1, Disclosure Initiative: Amendments to IAS 1 ("IAS 1"), was issued by the IASB on December 18, 2014 as part of its major initiative to improve presentation and disclosure in financial reports (the "Disclosure Initiative"). The amendments are effective for annual periods beginning on or after January 1, 2016. Early adoption is permitted. These amendments will not require any significant change to current practice, but should facilitate improved financial statement disclosure. The Company has not yet determined the impact of IAS 1 on its consolidated financial statements.

IFRS 9 Financial Instruments: This standard replaces the current IAS 39 Financial Instruments Recognition and Measurement. The standard introduces new requirements for classifying and measuring financial assets and liabilities. The effective date of IFRS 9 is January 1, 2018. The Company intends to adopt the standard on its effective date and has not yet evaluated the impact on the consolidated financial statements.

Reclassification

Certain amounts in the consolidated financial statements from the prior year have been reclassified to conform to the current year's presentation.

3. SIGNIFICANT ACCOUNTING JUDGMENTS AND ESTIMATES

The preparation of these consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of each reporting period and for the periods then ended, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from

Talon Metals Corp.

Notes to the Consolidated Financial Statements For the years ended December 31, 2015 and 2014 (Expressed in Canadian dollars)

assumptions made, relate to, but are not limited to, the valuation of resource properties and the valuation of the unsecured convertible loan.

The uncertainty in regards to the valuation of resource properties arises as a result of estimates and judgments such as forecasts of metal prices, operating costs, capital costs and income taxes among numerous other valuation inputs, discount rates, comparability of the Company's properties to those of other market participants and the selection of market-participant assumptions used to determine recoverable value.

The uncertainty in regards to the valuation of the unsecured convertible loan arises a result of certain key inputs such as expected volatility, the price of the Company's shares, the yield-to-maturity or discount rate on the loan portion and the selected valuation methodology.

4. INVESTMENTS

(a) Temporary investments

Temporary investments have been valued based on the closing price on the TSX Venture Exchange.

	December 31, 2015			December 31, 2014		
	Number	Price	Value	Number	Price	Value
Lago Dourado Minerals Ltd. shares	-	\$ -	\$ -	500,000	\$ 0.01	\$ 5,000
Brazil Resources Inc. shares	-	\$ -	-	381,936	\$ 0.58	221,523
			<u>\$ -</u>			<u>\$ 226,523</u>

During the year, a gain of \$26,297 was recognized relating to the sale of temporary investments (2014 - \$44,930).

(b) Long-term investments

Tlou Energy Limited

The Company's investment in Tlou Energy has been measured at fair value with the gain or loss for the period recognized in income as an investment gain (loss). In accordance with the rules of the Australian Securities Exchange ("ASX"), all of the shares of Tlou Energy held by the Company, namely 14,285,714 shares, were subject to a mandatory two year escrow period which expired on April 9, 2015 (the "ASX Escrow"). The shares were valued based on Tlou Energy's closing price on the ASX as at December 31, 2015 (December 31, 2014 - 15% discount to Tlou Energy's closing price on the ASX given that the escrow shares were subject to the ASX Escrow). The amount of the discount at December 31, 2014 was based on a previous sale of similar shares by the Company, typical market-participant discounts for lack of marketability and management's judgment.

	December 31, 2015			December 31, 2014		
	Number	Price	Value	Number	Price	Value
Tlou Energy - escrow shares	-	\$ -	\$ -	14,285,714	\$ 0.201	\$ 2,877,454
Tlou Energy - shares	14,285,714	\$ 0.121	1,728,514	-	\$ -	-
	<u>14,285,714</u>		<u>\$ 1,728,514</u>	<u>14,285,714</u>		<u>\$ 2,877,454</u>

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In addition, during 2015, options to purchase shares of Tlou Energy expired. These options were valued at nil as at December 31, 2015 and 2014, expired out-of-the-money and were not exercised.

Sao Jorge Royalty

On August 25, 2015, the Company completed the sale of a 1% net smelter returns royalty that the Company held over the São Jorge Gold Project in Pará State, Brazil for \$2,492,054 (US\$1.90 million). The Company recognized a gain for the full amount of the net proceeds as the royalty had a carrying cost of zero, as follows:

Proceeds from sale of royalty	\$ 2,492,054
Selling expenses	(54,594)
Gain on sale of royalty, net of selling expenses	<u>\$ 2,437,460</u>

5. RESOURCE PROPERTIES AND DEFERRED EXPENDITURES

The properties on which the Company's subsidiaries carry out exploration activities or hold an interest in an exploration project are located in the USA (the Tamarack Project) and Brazil (Trairão Project and Inajá South Project). Details of the change for the years ended December 31, 2015 and 2014, are as follows:

	December 31, 2013			December 31, 2014			December 31, 2015		
		Additions	Write-downs		Additions	Write-downs			
Tamarack Project	\$ -	\$ 9,743,629	\$ -	\$ 9,743,629	\$ 5,482,731	\$ -	\$ -	\$ 15,226,360	
Trairao Project	17,558,890	473,563	(14,032,453)	4,000,000	218,926	(4,218,926)	-	-	
Inaja South Project	1,153,515	20,599	(674,114)	500,000	12,311	(512,311)	-	-	
	<u>\$ 18,712,405</u>	<u>\$ 10,237,791</u>	<u>\$ (14,706,567)</u>	<u>\$ 14,243,629</u>	<u>\$ 5,713,968</u>	<u>\$ (4,731,237)</u>		<u>\$ 15,226,360</u>	

Although the Company believes it has taken reasonable measures to ensure proper title to its mineral properties and those which it has an interest in, there is no guarantee that title to any of these mineral properties will not be challenged or impaired. Third parties may have valid claims underlying portions of the Company's interests, including prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company or Kennecott (in respect of the Tamarack Project) may be unable to operate their properties as permitted or to enforce their rights with respect to its properties. In order to help mitigate this risk, Talon purchased title insurance in July 2014 over certain lands that form part of the Tamarack North Project. Talon further expanded the area covered by the title insurance policy in October 2014. In regards to the Trairão Project, the licenses are in the process of being renewed.

(a) Tamarack Project

On June 25, 2014, Talon's wholly owned indirect subsidiary, Talon Nickel, entered into the Tamarack Earn-in Agreement with Kennecott, pursuant to which Talon Nickel received the right to acquire an interest in the Tamarack Project.

Pursuant to the original terms of the Tamarack Earn-in Agreement, Talon Nickel had the right to acquire a 30% interest in the Tamarack Project over a three year period by making US\$7.5 million in installment payments to Kennecott, and incurring US\$30 million in exploration expenditures (the "Tamarack Earn-in Conditions"). In addition, Talon Nickel had agreed to make certain land option payments on behalf of Kennecott, which were payable over the Earn-in Period (and, when payable, are included as part of the Tamarack Earn-in Conditions).

On March 26, 2015, Kennecott and Talon amended the Tamarack Earn-in Agreement to defer the second year

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option payment in the amount of \$2.5 million from June 25, 2015 to December 21, 2015 (the “Deferred Option Payment”) and delay further cash calls from being made by Kennecott until October 1, 2015. The Deferred Option Payment was recognized as a liability on June 25, 2015 and subsequently extinguished on December 29, 2015 as part of the Debt Settlement Agreement (note 7(a)). The extinguishment was applied against the resource properties and deferred expenditures balance, which was where the Deferred Option Payment had been previously capitalized.

On November 25, 2015, Kennecott and Talon Nickel entered into a further agreement to amend the Tamarack Earn-in Agreement, to provide, among other things:

- that upon receipt by Kennecott from Talon of US\$15 million (which is in addition to previous amounts paid to Kennecott of US\$10.52 million), Talon will earn an 18.45% interest in the Tamarack Project and Talon will have no further funding requirements to earn its interest in the Tamarack Project; and
- once Kennecott has spent the funds advanced by Talon on exploration activities in respect of the Tamarack Project, subject to certain self-funding rights by Kennecott during the earn-in period, Kennecott will have 180 days to elect whether to: (a) proceed with a 81.55/18.45 joint venture on the Tamarack Project, with Kennecott owning an 81.55% participating interest, and Talon owning an 18.45% participating interest (the “Tamarack Joint Venture”); or (b) grant Talon the right to purchase Kennecott’s interest in the Tamarack Project for a total purchase price of US\$114 million (the “Purchase Option”). In the event Kennecott grants Talon the Purchase Option, and Talon elects to proceed with the Purchase Option, Talon will have up to 18 months to close the transaction, provided it makes an upfront non-refundable payment of US\$14 million.

On January 4, 2016, Talon Nickel made the US\$15 million payment to Kennecott to earn an 18.45% interest in the Tamarack Project. There are no further amount required to be paid to earn the 18.45% interest. As at December 31, 2015, C\$20.76 million (US\$15 million) was classified as restricted cash on the balance sheet.

The total amount paid to Kennecott to earn the 18.45% interest was US\$25.52 million.

(b) Trairão Project and Inajá South Project

On September 29, 2010, Talon announced that it had acquired 100% of the rights to the Trairão Project and the Inajá South Project in Pará State, Brazil, through concluding two separate agreements with Codelco do Brasil Mineração Ltda. (“Codelco”) and Barrick International (Barbados) Corp. (“Barrick Barbados”).

Under the agreement with Codelco, Talon paid Codelco a nominal purchase price and will pay a royalty of US\$0.7005 per tonne of iron mined and sold.

Under the agreement with Barrick Barbados, Talon paid Barrick Barbados a nominal purchase price and is obliged to pay certain production related royalties, at varying levels in respect of specific metals. In the case of the Trairão Project, the royalty payable is US\$0.2995 per tonne of iron mined and sold. However, Talon has the right to buy back this royalty for US\$599,000 during the 12 month period following the start of commercial production. In the case of the Inajá South Project, the royalty holder will receive a net smelter royalty of 0.5% for any base metals sold (sales tonnes) and 1.0% for any precious metals sold (sales tonnes). Talon has the right to buy back the royalty for US\$1 million during the 12 month period following the start of commercial production. The royalty holder has the right to buy back up to a 50% interest in any future gold mining operation in the event that Talon completes a feasibility study with respect to a deposit which identifies reserves totalling at least three million ounces of gold.

On December 31, 2014, the Company recognized an impairment loss on the carrying value of the Trairão Project, primarily due to, (i) the decline in the spot and long-term forecast prices of iron ore, (ii) delays in the development of previously announced infrastructure improvements in the region that would positively affect

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the development of the Trairão Project, and (iii) the closure of the potential local off-taker with which the Company had previously signed a letter of intent and the closure of other potential off-takers/smelters in the region.

On December 31, 2015, the Company, the Company determined that the carrying value of the property would not be recoverable and wrote off the carrying value of the property in full. The determination was made taking into consideration the deterioration in projected future iron ore prices, the closing of a local off-taker, the poor and declining condition of roads with little prospect of improvement and current poor general market conditions

On December 31, 2014, the Company recognized an impairment loss on the carrying value of the Inajá South Project, primarily due to, (i) the decline in the spot and long-term forecast prices of iron ore, and (ii) delays in the development of previously announced infrastructure improvements in the region that would positively affect the development of the Inajá South Project. The quantum of the impairment loss on the Inajá South Project was based on the Company's assessment of the fair value, taking into account various approaches to valuation including the cost and market approaches. The fair value measurement falls within a Level 3 estimate under IFRS. During Q4 2015, the Company decided to relinquish its license for the Inajá South Project and has written off the remaining carrying value.

6. PROVISION FOR DISTRIBUTION OF RIO VERDE SHARES TO OPTION HOLDERS

In conjunction with the distribution of the shares of Rio Verde Minerals Development Corp. ("Rio Verde") to shareholders on July 28, 2011, the Company retained shares in Rio Verde, to be distributed in the most part, to Talon option holders as of July 27, 2011, upon the future exercise by them of their options, on the basis of one ordinary share of Rio Verde for every four Talon options exercised, in accordance with the Plan of Arrangement as voted on and approved by shareholders of the Company. In 2013, Rio Verde was acquired for cash by B&A Mineracao S.A. ("B&A"). Prior to the acquisition by B&A, Rio Verde was a public company trading on the Toronto Stock Exchange ("TSX"). During that time, the Company intended to deliver Rio Verde shares to Talon option holders in satisfaction of this liability when the appropriate number of Talon options was exercised. Given that the Company no longer holds shares in Rio Verde as it was acquired by B&A, the Company intends to deliver cash to satisfy the liability. A provision of \$nil (December 31, 2014 - \$302,000) has been recognized for this purpose in the consolidated balance sheets. This provision has been based on a price per Rio Verde share of \$0.40, being the price per share at which Rio Verde was acquired by B&A. The gross value of the liability has been adjusted downwards to take into account the probability that certain options will not be exercised because they are significantly out-of-the-money and/or expire in the short-term. The recognized liability represents approximately 0% (December 31, 2014 - 61%) of the potential maximum liability of \$112,000 (2014 - 499,000). The reason for the nil liability as at December 31, 2015 relates to the relatively high strike price of the relevant options compared to the Company's share price as well as the relatively short term of the options.

7. SHORT-TERM LOAN AND UNSECURED CONVERTIBLE LOAN

(a) Short-term loan (Kennecott Loan)

On March 26, 2015, Kennecott provided Talon and Talon Nickel with an unsecured loan (the "Kennecott Loan") in the principal amount of US\$4 million (in July, 2015, the Kennecott Loan was increased to a maximum of up to US\$4.5 million). The Kennecott Loan enabled Talon Nickel to meet all of its first year commitments under the Tamarack Earn-in Agreement. The Kennecott Loan was to mature on December 21, 2015 and had an interest rate of 12 month LIBOR plus 8% per annum. Talon drew US\$4.44 million of the loan in Q2 and Q3 2015, although the funds were not transferred to Talon, but instead directly invested in the Tamarack Project.

On November 25, 2015, in connection with the RCF Financing (note 7(b)), Talon, Talon Nickel and Kennecott entered into a debt settlement agreement (the "Debt Settlement Agreement"), pursuant to which, among other

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things, the parties agreed that on the closing of the RCF Financing:

- the principal amount of the Kennecott Loan (US\$4.44 million) and Deferred Option Payment (US\$2.5 million) will be extinguished (note 5(a)); and
- interest in the aggregate amount of US\$349,115 payable to Kennecott by Talon Nickel in respect of the Kennecott Loan and the Deferred Option Payment will be converted into 5,236,717 common shares (the "Kennecott Settlement Shares") at a price per common share of \$0.09 based on a fixed US dollar to Canadian dollar exchange rate of 1.35.

In connection with the closing of the RCF Financing on December 29, 2015, the Kennecott Loan and Deferred Option Payment were extinguished and the common shares referred to above were issued. As a result of issuing the common shares at \$0.09 per share, being a discount to their fair value of \$0.12 per share based on the trading price on the TSX a loss on settlement of the short-term loan of \$179,200 was recognized.

(b) Unsecured convertible loan (RCF Loan)

On November 25, 2015, the Company entered into definitive agreements with Resource Capital Fund VI L.P. ("RCF") whereby RCF agreed to provide US\$15 million to the Company (the "RCF Financing") to be used to earn an 18.45% interest in the Tamarack Project. After receipt by the Company of the US\$15 million, the entire amount was transferred to Kennecott on January 4, 2016.

The RCF Financing was subject to certain closing conditions, including, the receipt of shareholder approval. The Company held a special meeting of its shareholders on December 29, 2015 where shareholders approved, among other things, the RCF Financing. The material terms of the RCF Financing are as follows:

- RCF provided the Company with US\$15 million, as follows: (a) US\$1 million via a private placement subscription for 11,540,833 common shares in the capital of the Company at a subscription price of C\$0.12 per common share (the "RCF Private Placement"), and (b) US\$14 million via an unsecured convertible loan (the "Unsecured Convertible Loan" or "RCF Loan", and the agreement governing the RCF Loan, the "RCF Loan Agreement"). The RCF Loan matures on the maturity date (the "Maturity Date") being the earlier of: (i) November 25, 2018; and (ii) the date upon which RCF elects to accelerate the due date upon the occurrence of certain events, including an event of default.
- The RCF Loan bears interest at the rate of 12% per annum. All interest accrues and become payable on the Maturity Date. The Company may only prepay the RCF Unsecured Loan (including accrued interest), in full or in part, with the prior approval of RCF.
- Under the terms of the RCF Loan, RCF may elect to convert all or part of the principal amount of the RCF Loan (including all capitalized interest) into common shares of the Company at any time at a conversion price of \$0.156 per common share (the "Conversion Price"), representing a 30% premium to the RCF Subscription Price. Interest that has not been capitalized is to be converted at a price equal to the volume weighted average trading price for the five trading days prior to the conversion. Any amount being converted pursuant to RCF's conversion right will be converted from United States dollars into Canadian dollars based on the currency exchange rate as reported by Bloomberg as of 5:00 p.m. (EST) on the first business day preceding the conversion date.
- For as long as the RCF Loan Agreement is in effect or while RCF and its affiliates, on a partially diluted basis, hold common shares of the Company equal to or exceeding 10% of all common shares issued and outstanding, RCF has the right to participate in any equity or debt financings of the Company (other than certain exempt issuances) at the same price and on the same terms, on a pro rata basis, such that RCF may maintain its percentage interest in common shares of the Company on a partially diluted basis, assuming the full exercise of all rights under the RCF Loan to receive common shares, including all rights of conversion.

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- At all times, (a) while any obligation remains outstanding under the RCF Loan Agreement, or (b) RCF and its affiliates, on a partially diluted basis, hold common shares of the Company equal to or exceeding 10% of all common shares of the Company issued and outstanding, RCF will have the right to nominate one individual to serve on the Company's board of directors.
- A number of events constitute an event of default under the RCF Loan Agreement, including certain material adverse changes, the delisting of the Common Shares from the TSX, the abandonment or termination of a material portion of the Tamarack Project or a change of control of the Company. Upon an event of default, the principal and interest will become due and payable and interest will accrue at the default interest rate of 17% per annum.
- The Company must adhere, within five percent (5%), to an agreed overhead budget.
- Up to June 30, 2017, the Company may not issue common shares or other securities convertible into common shares of the Company for consideration less than the Conversion Price.

The Unsecured Convertible Loan is denominated in US dollars and convertible into common shares based on the principal and interest balance translated to Canadian dollars. Management determined that the Unsecured Convertible Loan represents a combined instrument that contains an embedded derivative, being the conversion option. As a result of the foreign exchange impact on the conversion factor, the conversion option does not meet the fixed for fixed criteria and therefore represents a derivative liability. In accordance with IAS 39, the Company has designated the entire Unsecured Convertible Loan at fair value through profit or loss. The Unsecured Convertible Loan was initially recorded at fair value and re-valued at period end with changes in fair value being recorded through profit and loss.

The fair value of the Unsecured Convertible Loan has been determined using a combination of the Black-Scholes option pricing model for the equity conversion portion and the discounted cash flow method for the loan portion. The following assumptions were used to determine the fair value of the Convertible Loan at December 31, 2015:

Risk-free interest rate		0.73%
Expected volatility		60%
Valuation date share price	\$	0.12
Expected dividend yield		0%
Yield-to-maturity on loan portion		24.01%

A continuity schedule reconciling the change in fair value of the Unsecured Convertible Loan follows:

	<u>USD</u>	<u>CAD</u>
Opening - December 29, 2015	\$ 14,000,000	\$ 19,390,000
Expenses	(428,218)	(593,596)
Accrued interest	9,333	12,937
Fair value adjustment	427,531	578,625
Loss on revaluation	436,864	591,562
Closing fair value - end of the year	<u>\$ 14,008,646</u>	<u>\$ 19,387,966</u>

The total expenses associated with the RCF Financing totalled \$635,996 and were allocated as follows:

Common shares	\$ 42,400
Unsecured convertible loan	593,596
	<u>\$ 635,996</u>

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As at December 31, 2015, the principal plus accrued interest of the Unsecured Convertible Loan was US\$14.01 million or \$19.40 million.

8. SHARE CAPITAL AND OTHER EQUITY

(a) Authorized, issued and outstanding common shares

Authorized – 100,000,000,000 common shares, no par value.

Issued and outstanding – 128,809,937 common shares at December 31, 2015 and 106,832,137 at December 31, 2014.

On November 6, 2014, the Company closed a bought deal private placement offering (the “Offering”) by which the Company issued a total of 14,755,450 units (the “Units”) at a price of \$0.30 per Unit, for gross proceeds of \$4,426,635 and net proceeds of \$3,906,978.

Each Unit consisted of one common share of the Company and one-half of one common share purchase warrant (each full warrant, a “Warrant”). Each Warrant entitles the holder thereof to acquire one common share at a price of \$0.45 for a period of 36 months following the closing date of the Offering. If the price of the common shares on the Toronto Stock Exchange closes at a minimum of \$0.60 for a period of 20 consecutive trading days, the Company may accelerate the expiry date of the Warrants to the date which is 30 days following the date upon which notice of the accelerated expiry date is provided by the Company to the holders of the Warrants (the “Warrant Acceleration”).

In connection with the Offering, the underwriters received a cash commission equal to 6.0% of the gross proceeds of the Offering. The underwriters also received warrants (“Compensation Warrants”) equal to 6.0% of the Units sold pursuant to the Offering. Each Compensation Warrant entitles the holder thereof to acquire one common share at a price of \$0.32 until the date that is 24 months from the closing date of the Offering. The Compensation Warrants are also subject to the Warrant Acceleration.

On December 29, 2015, the Company closed the RCF Financing, which included the RCF Private Placement (see note 7(b)). Pursuant to the RCF Private Placement, the Company issued 11,540,833 common shares at a price of \$0.12 per share for gross proceeds of C\$1,385,000.

On December 29, 2015, in connection with the closing of the RCF Financing, the Company issued 3,325,250 common shares to Haywood Securities Inc. (“Haywood”) at a price of \$0.12 per share equating to \$399,030. The Company also issued warrants to Haywood as described in note 8(b). The common shares and warrants (the “Haywood Compensation”) were issued in satisfaction of Haywood’s efforts in facilitating the RCF Financing.

On December 29, 2015, pursuant to the terms of the Debt Settlement Agreement (note 7(a)), the Company issued 5,236,717 shares to Kennecott at a price of \$0.12 per share, equating to \$628,406.

On December 29, 2015, shareholders of the Company approved the issuance of 1,875,000 common shares to Mr. Warren Newfield, the Executive Chairman of Talon, in consideration of his agreement to enter into an amended and restated consulting agreement under which Mr. Newfield agreed to defer and reduce his annual compensation and reduce his entitlement to a termination payment.

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(b) Warrants

Warrant transactions for the years ended December 31, 2015 and 2014 are as follows:

	Year ended December 31, 2015			Year ended December 31, 2014		
	Number of Warrants	Exercise Price	Fair Value	Number of Warrants	Exercise Price	Fair Value
Outstanding – beginning of the year	8,513,052	\$ 0.43	\$ 534,217	-	\$ -	\$ -
Issued	1,000,000	0.30	24,095	250,000	0.37	33,552
Issued	1,000,000	0.65	5,448	7,377,725	0.45	435,975
Issued	1,000,000	0.156	38,340	885,327	0.32	64,690
Outstanding – end of the period	11,513,052	\$ 0.42	\$ 602,100	8,513,052	\$ 0.43	\$ 534,217

In July 2014, 250,000 warrants were issued to representatives of a consultant in lieu of cash compensation. These have a contractual life of 3 years, an exercise price of \$0.37 and vested immediately. The fair value was determined using the Black-Scholes model using the following estimates: risk-free interest rate – 1.6%, expected life – 3 years, expected volatility – 60% and dividend yield – 0%.

As discussed in note 8(a), the Company issued Warrants and Compensation Warrants as part of the Offering. The Warrants have a contractual life of 3 years, an exercise price of \$0.45 and were valued using the Black-Scholes model using the following estimates: risk-free interest rate – 1.11%, expected life – 3 years, expected volatility – 60% and dividend yield – 0%. The Compensation Warrants have a contractual life of 2 years, an exercise price of \$0.32 and were valued using the Black-Scholes model using the following estimates: risk-free interest rate – 1.0%, expected life – 2 years, expected volatility – 60% and dividend yield – 0%.

In April 2015, 1,000,000 warrants with an exercise price of \$0.30 and 1,000,000 warrants with an exercise price of \$0.65 were issued to a corporate advisor for capital raising services in lieu of cash compensation. These have a contractual life of 2 years and vested immediately. The fair value was determined using the Black-Scholes model using the following estimates: risk-free interest rate – 0.77%, expected life – 2 years, expected volatility – 60% and dividend yield – 0%. These warrants were expensed.

As part of the Haywood Compensation, the Company issued 1,000,000 warrants at \$0.156 to Haywood. These warrants are exercisable until November 25, 2018 and vested immediately. The fair value was determined using the Black-Scholes model using the following estimates: risk-free interest rate – 0.75%, expected life – 2.91 years, expected volatility – 60% and dividend yield – 0%. These warrants were included in the costs associated with the RCF Financing (Note 7(b)) and were deducted from the proceeds of the RCF Private Placement and RCF Loan.

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9. PROJECT EVALUATION AND DUE DILIGENCE EXPENSES

Prior to entering into the Tamarack Earn-in Agreement (note 5(a)), the Company evaluated numerous new mineral project opportunities. The costs associated with this activity are included in project evaluation and due diligence expenses in the consolidated statements of loss and comprehensive loss. A breakdown of these costs for the years ended December 31, 2015 and 2014 is as follows:

	Year ended December 31,	
	2015	2014
Salaries, benefits, consulting and management fees	\$ -	\$ 751,278
Professional fees	-	16,339
Travel	-	223,183
Geological data and other	-	17,260
	<u>\$ -</u>	<u>\$ 1,008,060</u>

The Company stopped evaluating new projects in Q2 2014 once it entered into the Tamarack Earn-in Agreement.

10. STOCK OPTION COMPENSATION – EMPLOYEE SHARE OPTION PLAN

The Company has adopted a stock option plan (the "Plan") for its directors, officers, employees and consultants to acquire common shares of the Company. The exercise price of each option is determined by the board of directors of Talon but, in any event, is not lower than the closing market price on the TSX on the trading day immediately preceding the date the option is granted. The terms and conditions of the options are determined by the board of directors of the Company pursuant to the rules of the Plan. All options are granted for a term not exceeding ten years from the grant date. The total number of options that can be granted is limited to 12.5% of the issued and outstanding share capital of the Company.

A summary of the status of the options outstanding as at December 31, 2015 and 2014 and changes during the years then ended are presented below:

	Year ended December 31, 2015		Year ended December 31, 2014	
	Number of stock options	Exercise price	Number of stock options	exercise price
Outstanding – beginning of the year	13,994,350	\$ 0.51	12,849,350	\$ 0.54
Granted	109,350	0.20	300,000	0.30
Granted	2,000,000	0.20	1,795,000	0.37
Expired	(3,424,350)	0.40	-	-
Expired	(450,000)	0.70	-	-
Cancelled	(50,000)	0.30	(2,667)	0.37
Cancelled	-	-	(440,000)	0.385
Cancelled	-	-	(20,000)	0.40
Cancelled	-	-	(7,333)	0.415
Cancelled	-	-	(450,000)	0.70
Cancelled	-	-	(30,000)	1.95
Repriced	(9,755,000)	0.35	-	-
Repriced	9,755,000	0.156	-	-
Outstanding – end of the year	<u>12,179,350</u>	<u>\$ 0.33</u>	<u>13,994,350</u>	<u>\$ 0.51</u>

2,733,733 of the 12,179,350 options outstanding have been issued outside of the Plan. No options were exercised during the years ended December 31, 2015 and 2014.

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As at December 31, 2015, the Company had the following stock options outstanding:

Date of grant	Number of options	Exercise price	Exercisable	Exercise price	Expiry date
January 17, 2011	255,000	\$ 1.58	255,000	\$ 1.58	January 17, 2016
February 7, 2011	20,000	2.12	20,000	2.120	February 7, 2016
May 25, 2011	340,000	1.95	340,000	1.950	May 25, 2016
June 7, 2011	500,000	1.95	500,000	1.950	June 7, 2016
January 31, 2012	1,966,267	0.156	1,966,267	0.156	November 25, 2020
January 31, 2012	833,733	0.156	833,733	0.156	November 25, 2020
April 4, 2012	1,033,940	0.156	1,033,940	0.156	November 25, 2020
April 25, 2012	376,060	0.156	376,060	0.156	November 25, 2020
June 15, 2012	400,000	0.156	400,000	0.156	November 25, 2020
February 20, 2013	200,000	0.300	200,000	0.300	February 20, 2018
February 20, 2013	100,000	0.156	100,000	0.156	November 25, 2020
February 28, 2013	100,000	0.156	100,000	0.156	November 25, 2020
March 20, 2013	1,000,000	0.30	-	0.300	March 20, 2018
August 1, 2013	350,000	0.156	350,000	0.156	November 24, 2020
October 1, 2013	500,000	0.156	500,000	0.156	November 25, 2020
May 28, 2014	300,000	0.156	225,000	0.156	November 25, 2020
July 2, 2014	1,795,000	0.156	1,260,000	0.156	November 25, 2020
May 28, 2015	109,350	0.20	109,350	0.200	May 28, 2020
May 28, 2015	2,000,000	0.156	2,000,000	0.156	November 25, 2020
Total / weighted average	12,179,350	\$ 0.33	10,569,350	\$ 0.34	

A stock option compensation expense of \$581,860 for the year ended December 31, 2015 (2014 – \$359,568) was recognized in the consolidated statements of loss and comprehensive loss.

Options Granted in 2015

In May 2015, 2,109,350 options were issued to employees, directors, officers and consultants of the Company with a contractual life of 5 years and an exercise price of \$0.20 and vested on the date of grant. Of these options, 2,000,000 were repriced on December 29, 2015 at \$0.156 and now expire on November 25, 2020.

Options Repriced in 2015

On December 29, 2015, shareholders approved the repricing and extension of 9,755,000 options, which includes 2,000,000 of the options granted above. The strike price was reduced from an average strike price of \$0.35 to \$0.156 and the expiry date was extended to November 25, 2020.

In connection with the repriced options, a stock option expense of \$343,652 was recognized in 2015 in connection with the change in fair value of previously vested stock options (and \$14,990 and \$5,443 will be recognized in Q1 and Q2 2016). Valuation assumptions included expected volatility of 60%, a risk-free interest rate of 0.75%, a nil dividend yield and an expected life of 4.91 years, being the period from December 29, 2015 to November 25, 2020.

Options Granted in 2014

In May 2014, 300,000 options were issued to a director of the Company. These have a contractual life of 5 years, an exercise price of \$0.30 and vest over the 6 to 24 months following their issuance date.

In July 2014, 1,795,000 options were issued to employees, directors and officers of the Company. These have

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a contractual life of 5 years and an exercise price of \$0.37. Of the total, 700,000 vested immediately and the remainder vest over the 6 to 24 months following their issuance date.

The fair value of the options granted was determined using the Black-Scholes option pricing model, using the following range of assumptions:

	<u>2015</u>	<u>2014</u>
Risk-free interest rate	0.77%	1.6%-1.8%
Expected life	5 years	5 years
Expected volatility	60%	60%
Expected dividend yield	Nil	Nil

11. NET INCOME OR LOSS PER SHARE

(a) Basic

Basic net loss per share has been calculated using the weighted average number of common shares outstanding during the year.

(b) Diluted

Diluted net loss per share has not been presented as it is anti-dilutive.

12. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, restricted cash, accounts and other receivables, investment in Tlou Energy, accounts payable, accrued liabilities and the unsecured convertible loan.

The Company has classified its financial assets and liabilities carried at fair value through profit and loss into the following levels (as discussed in Note 2) as follows:

Level 1		
Cash and cash equivalents	\$	2,014,013
Restricted cash		20,760,000
Investment in Tlou Energy		1,728,514
Level 3		
Unsecured Convertible Loan		19,387,966

13. FINANCIAL RISK MANAGEMENT

(a) Credit risk management

Certain of the Company's financial assets are exposed to a degree of credit risk. The Company endeavors to mitigate credit risk by holding its cash and cash equivalents as cash deposits, short-term government treasury bills, money market funds and guaranteed investment certificates ("GICs") with major commercial banks.

Credit risk relating to accounts receivable arises from the possibility that any counterparty to an instrument fails to perform. The Company does not feel there is significant counterparty risk that could have an impact on the fair value of cash and cash equivalents and receivables.

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(b) Liquidity risk

The Company has in place a planning and budgeting process to help determine the funds required to support the Company's normal operating requirements on an ongoing basis and its capital, development and exploration expenditures.

As of December 31, 2015, the Company had a cash and cash equivalents balance of \$22.8 million, including restricted cash of \$20.8 million (December 31, 2014 - \$6.1 million), leaving \$2.0 million of unrestricted cash, to settle current liabilities of \$0.5 million (December 31, 2014 - \$0.6 million).

In order to meet future working capital requirements, the Company may need to sell non-core assets, cut costs and/or raise additional capital (as permitted pursuant to the RCF Loan Agreement). There can be no assurance that the Company will be successful in selling non-core assets, cutting sufficient costs and/or, in compliance with the RCF Loan Agreement (note 7(b)), raising financing to meet the Company's future working capital requirements.

(c) Market risk

Market risk is the risk that changes in market prices including foreign exchange rates and interest rates will affect the Company's income or the value of its financial instruments. The Company records its investments using the closing price at the end of the reporting period. Changes in the closing price will affect the fair value of these investments. A 5% change in the value of the Company's investments on the last day of the period with all other facts/assumptions held constant, would have affected net loss of the Company for the period ended December 31, 2015, by approximately \$90,000.

(d) Foreign exchange risk

The Company is exposed to movements in the United States dollar and, to a lesser extent, the Brazilian real. Payments made to Kennecott pursuant to the Tamarack Earn-in Conditions were made in United States dollars and any future payments pursuant to the Tamarack Earn-in Agreement (as amended) and the Purchase Option or Tamarack Joint Venture will be in United States dollars. Transfers made to the Brazilian subsidiaries of the Company are made in United States or Canadian dollars and subsequently converted in Brazil to Brazilian reals. In addition, the unsecured convertible loan is denominated in United States dollars.

Talon is exposed to movements in the United States dollar as a result of the RCF Loan, which at December 31, 2015 had a redemption value of US\$14,009,333.

At December 31, 2015, the Company had net monetary assets and liabilities in foreign currencies, as follows (Canadian dollar equivalent):

United States dollars	\$ 1.65 million
Brazilian real	\$(0.15 million)

If foreign exchange rates had changed by 5% on the last day of the period with all other facts/assumptions held constant, there would be a change in the net loss of the Company for the period ended December 31, 2015 of approximately \$80,000.

(e) Interest rate risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk in regards to its interest income on Treasury Bills and other short-term notes contained within money market funds.

The risk of investing cash equivalents into fixed interest rate investments is mitigated by the short terms in

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which these investments mature. The investments are typically short-term investments with a term of less than ninety days.

As of December 31, 2015, the Company had interest bearing debt of \$19.4 million pursuant to the unsecured convertible loan. Interest rate risk on the Company's debt is mitigated by the fixed interest rate of 12% and relatively short term to maturity (approximately 2.9 years) of the loan.

14. CAPITAL RISK MANAGEMENT

Capital is comprised of equity which at December 31, 2015 was \$20.0 million (December 31, 2014 - \$23.0 million). The Company manages its capital structure and attempts to make adjustments to it, in order to have the funds available to support its exploration, development and operating activities.

The Company's objective when managing capital is to safeguard its ability to continue as a going concern in order to pursue the exploration of its mineral properties and maximize shareholders' returns. The Company satisfies its capital requirements through careful management of its cash resources and by utilizing short-term loans or equity issues, as necessary, based on the prevalent economic conditions of both the industry and the capital markets and the underlying risk characteristics of the related assets. As at December 31, 2015, the Company had an unsecured convertible loan, namely the RCF Loan (Note 7(b)).

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the years ended December 31, 2015 and 2014. The Company is not subject to externally imposed capital requirements.

For further discussion related to Capital Risk Management, see note 13(b) "Liquidity Risk".

15. RELATED PARTY TRANSACTIONS AND BALANCES

Related parties include directors and officers of the Company, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Company has entered into a services agreement with a company owned by a director of Talon (Luis Azevedo) (the "Brazil Agreement") pursuant to which the company provides Talon with certain accounting, legal and general administrative functions in Brazil for a monthly service fee of US\$5,000. The Brazil Agreement was terminated on December 31, 2015. For 2016, Talon renegotiated for an expanded bundle of services to be provided by the company in exchange for a reduced fee of \$40,000 for all of 2016.

For the year ended December 31, 2015, fees paid under the Brazil Agreement amounted to \$51,000 (2014 - \$61,000). Outside of the Brazil Agreement, the Company paid \$69,000 for legal fees and assistance in selling the Sao Jorge royalty.

Accounts payable and accrued liabilities at December 31, 2015 include \$13,500 payable to a director of the Company (December 31, 2014 - \$15,500).

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The remuneration of directors and officers of the Company for the years ended December 31, 2015 and 2014 was as follows:

	Year ended December 31,	
	2015	2014
Cash compensation	\$ 1,545,005	\$ 1,691,800
Stock option compensation	567,814	316,237
Severance paid in common shares	225,000	-
Aggregate compensation	<u>\$ 2,337,819</u>	<u>\$ 2,008,037</u>

In May 2014, 300,000 options were issued to a director of the Company. These have a contractual life of 5 years, an exercise price of \$0.30 (since extended and repriced to \$0.156 – see below in this note) and vest over the 6 to 24 months following their issuance date.

In July 2014, 1,765,000 options were issued to directors and officers of the Company. These have a contractual life of 5 years and an exercise price of \$0.37 (since extended and repriced to \$0.156 – see below and note 10). Of the total, 700,000 vested immediately and the remainder vest over the 6 to 24 months following their issuance date.

In May 2015, 1,965,000 options were issued to directors and officers of the Company. These have a contractual life of 5 years and an exercise price of \$0.20 (since extended and repriced to \$0.156 – see below) and vested on the date of grant.

On December 29, 2015, shareholders of the Company approved a repricing of options. A total of 9,755,000 options were repriced, of which 9,615,500 were executive options. The options were repriced from an average exercise price of \$0.35 to a new exercise price of \$0.156 and the term extended from an average remaining term of 2.46 years to 4.91 years (note 10).

16. INCOME TAXES

Deferred tax assets have not been recognized in respect of deductible temporary differences of \$16,200,000 which arises from non-capital losses and may be used to offset up to 30% of the Company's taxable income in Brazil in each future tax period. The non-capital losses of \$16,200,000 (2014 - \$9,300,000) may be carried forward indefinitely.

17. GEOGRAPHIC INFORMATION

Interest income is earned in Canadian dollars and United States dollars. The Company's equipment and mineral properties are located in the USA and Brazil.

18. SUBSEQUENT EVENT

As discussed in note 5(a), on January 4, 2016, the Company made the required US\$15 million payment to Kennecott to earn an 18.45% interest in the Tamarack Project.