TALON METALS CORP.

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2022 and 2021

(Expressed in Canadian dollars)

Talon Metals Corp.

Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

(Unaudited)

	Notes	September 30, 2022	December 31, 2021
Assets			
Current assets			
Cash and cash equivalents		$ 7,470,209	$ 21,049,265
Treasury bills and term deposits	*4*	14,392,543	4,016,510
Accounts and other receivables		36,985	4,641
Prepayments		408,631	162,079
Deferred financing costs		259,085	273,106
		22,567,453	25,505,601
Non-current assets			
Property, plant and equipment	*5*	4,476,891	1,322,803
Resource properties and deferred expenditures	*6, 7, 10, 15*	158,038,940	98,753,932
		$ 185,083,284	$ 125,582,336
Liabilities			
Current liabilities			
Accounts payable and accrued liabilities		$ 3,872,335	$ 1,721,284
Accounts payable - board of directors	*15*	-	115,829
Contingencies	*16*	28,183	25,253
Royalty put option	*7*	-	545,105
		3,900,518	2,407,471
Asset retirement obligation	*8*	1,111,758	1,158,310
		$ 5,012,276	$ 3,565,781
Shareholders' equity			
Share capital	*9a*	$ 235,704,344	$ 193,343,955
Warrants	*9b*	106,057	3,466,583
Contributed surplus		38,859,427	30,308,448
Accumulated other comprehensive income		9,286,051	(2,096,908)
Deficit		(103,884,871)	(103,005,523)
		180,071,008	122,016,555
		$ 185,083,284	$ 125,582,336

Subsequent Events - Note 18

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

Approved by the audit committee of the board of directors on November 11, 2022

Signed: "Gregory S. Kinross" "John D. Kaplan"

Talon Metals Corp.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Expressed in Canadian dollars)

(Unaudited)

	Notes	**Three months ended September 30, 2022**	**Three months ended September 30, 2021**	**Nine months ended September 30, 2022**	**Nine months ended September 30, 2021**
Expenses					
Salaries, benefits, consulting and board fees	*15*	$ 254,359	$ 225,669	$ 878,894	$ 987,202
Professional fees		45,631	343,674	166,338	575,245
Office and general		25,991	8,483	57,372	30,066
Insurance		22,385	19,302	63,187	55,901
Marketing and travel		100,224	58,983	332,010	185,960
Listing, filing and shareholder communications		136,103	56,662	351,341	201,004
Contingencies	*16*	-	(2,930)	-	(76,397)
Stock option compensation	*10*	165,659	1,359,801	1,223,168	3,215,859
Gain on revaluation of royalty put option	*7*	-	(14,782)	(545,105)	(546,560)
Accretion on asset retirement obligation	*8*	10,380	3,767	25,363	9,589
Foreign currency loss (gain)		(1,126,610)	(574,274)	(1,566,788)	(177,773)
		(365,878)	1,484,355	985,780	4,460,096
Interest income		94,447	4,918	106,432	9,230
Net income (loss)		460,325	(1,479,437)	(879,348)	(4,450,866)
Other comprehensive loss					
Currency translation differences		9,412,196	2,207,915	11,382,959	441,616
Comprehensive income (loss)		$ 9,872,521	$ 728,478	$ 10,503,611	$ (4,009,250)
Basic and diluted net loss per share	*11*	$ 0.00	$ (0.00)	$ (0.00)	$ (0.01)
Weighted average shares outstanding	*11*	764,289,616	686,083,000	753,246,561	665,978,543

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

Talon Metals Corp.

Condensed Interim Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	Notes	**Common shares Number**	**Common shares Amount**	**Warrants**	**Contributed surplus**	**Deficit**	**Accumulated other comprehensive income**	**Shareholders' equity**
Balance at January 1, 2022		702,458,651	$ 193,343,955	$ 3,466,583	$ 30,308,448	$ (103,005,523)	$ (2,096,908)	$ 122,016,555
January 2022 prospectus offering	*9a*	38,200,000	25,449,358	-	-	-	-	25,449,358
January 2022 private placement	*9a*	8,953,013	6,206,932	-	-	-	-	6,206,932
Shares issued for resource properties	*9a*	15,321,933	7,814,186	-	-	-	-	7,814,186
Warrants exercised	*9b*	5,536,500	1,295,197	(337,028)	-	-	-	958,169
Warrants expired	*9b*	-	-	(3,023,498)	3,023,498	-	-	-
Stock options exercised	*10*	4,242,067	1,594,716	- -	588,608	-	-	1,006,108
Stock option compensation payments	*10*	-	-	-	6,116,089	-	-	6,116,089
Net loss and comprehensive loss		-	-	-	-	(879,348)	11,382,959	10,503,611
Balance at September 30, 2022		774,712,164	$ 235,704,344	$ 106,057	$ 38,859,427	$ (103,884,871)	$ 9,286,051	$ 180,071,008
Balance at January 1, 2021		605,722,669	$ 152,850,200	$ 1,510,111	$ 18,334,102	$ (97,459,711)	$ (2,089,070)	$ 73,145,632
March 2021 prospectus offering	*9a*	57,500,000	29,453,183	2,506,090	-	-	-	31,959,273
Shares and Warrants issued for resource properties	*9a*	10,543,333	5,865,596	460,404	-	-	-	6,326,000
Warrants exercised	*9b*	22,297,649	3,712,009	(907,527)	-	-	-	2,804,482
Stock options exercised	*10*	800,000	241,172	-	(88,422)	-	-	152,750
Stock option compensation payments	*10*	-	-	-	9,992,930	-	-	9,992,930
Net loss and comprehensive loss		-	-	-	-	(4,450,866)	441,616	(4,009,250)
Balance at September 30, 2021		696,863,651	$ 192,122,160	$ 3,569,078	$ 28,238,610	$ (101,910,577)	$ (1,647,454)	$ 120,371,817

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

Talon Metals Corp.
Condensed Interim Consolidated Statements of Cash Flows
(Expressed in Canadian dollars)
(Unaudited)

	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Cash flows used in operating activities		
Net loss	$ (879,348)	$ (4,450,866)
Non-cash adjustments:		
Stock option compensation	1,223,168	3,215,859
Gain on revaluation of royalty put option	(545,105)	(546,560)
Interest income	(65,279)	-
Foreign exchange gain on treasury bills and term deposits	(965,124)	-
Foreign exchange loss on contingencies	2,930	1,132
Accretion on asset retirement obligation	25,363	9,589
	(1,203,395)	(1,770,846)
Working capital adjustments:		
Increase in prepayments	(77,926)	(145,653)
Decrease in deferred financing costs	14,021	-
(Increase) decrease in accounts and other receivables	(32,344)	497
Increase in accounts payables and accrued liabilities	(19,821)	49,950
Increase (decrease) in contingencies	-	(75,265)
Net cash flows used in operating activities	(1,319,465)	(1,941,317)
Cash flows used in investing activities		
Acquisition of property, plant and equipment	(3,224,667)	(1,377,698)
Acquisition of resource properties and deferred expenditures	(33,195,503)	(14,327,263)
Purchases of treasury bills and term deposits	(62,256,655)	-
Proceeds from sale of treasury bills and term deposits	52,856,240	-
Net cash flows used in investing activities	(45,820,585)	(15,704,961)
Cash flows provided by (used in) financing activities		
Net proceeds from issuance of common shares - January 2022 prospectus offering	25,449,358	-
Net proceeds from issuance of common shares - January 2022 private placement	6,206,932	-
Net proceeds from issuance of common shares and warrants - March 2021 prospectus offering	-	31,959,273
Proceeds from exercise of stock options	1,006,108	152,750
Proceeds from exercise of warrants	958,169	2,804,482
Net cash flows provided by financing activities	33,620,567	34,916,505
Net increase (decrease) in cash and cash equivalents	(13,519,483)	17,270,227
Effect of foreign exchange on consolidation	(59,573)	28,383
Cash and cash equivalents, beginning of the period	21,049,265	15,355,958
Cash and cash equivalents, end of the period	$ 7,470,209	$ 32,654,568
Supplemental cash flow information		
Stock based compensation included in resource properties	4,892,921	6,777,071
Acquisition of resource properties through issuing common shares and warrants	7,814,186	6,326,000
Plant and equipment depreciation included in resource properties	326,341	130,772
(Decrease) increase in asset retirement obligation related to resource properties	(71,915)	457,790
Cash equivalents, end of the period	5,003	2,284,240

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

1. NATURE OF OPERATIONS

Talon Metals Corp. ("Talon" or the "Company") is a mineral exploration company focused on the exploration and development of the Tamarack nickel-copper-cobalt project (the "Tamarack Project") in Minnesota, USA (which comprises the Tamarack North Project and the Tamarack South Project). The Company's interest in the Tamarack Project is held through its indirect 100% owned Delaware, USA subsidiary, Talon Nickel (USA) LLC ("Talon Nickel").

On January 11, 2018, Talon Nickel and Kennecott entered into the mining venture agreement in respect of the Tamarack Project (the "Mining Venture Agreement"). On November 7, 2018, the Company entered into an option agreement (the "2018 Option Agreement") with Kennecott Exploration Company ("Kennecott"), a subsidiary of the Rio Tinto Group, pursuant to which Talon has the right to acquire up to a 60% interest in the Tamarack Project on the satisfaction of certain terms and conditions while the Mining Venture Agreement is held in abeyance.

Talon Nickel currently owns a 51% interest in the Tamarack Project. See Note 5 for further information.

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

The Company has not earned any revenue to date from its operations. The Company, 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 property carrying value 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 its interest in the Tamarack Project.

As of September 30, 2022, the Company had working capital of $18.7 million (December 31, 2021 – $23.1 million) and shareholders' equity of $180.1 million (December 31, 2021 – $122.0 million). Working capital is defined as current assets less current liabilities.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These Condensed Interim Consolidated Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"), interpretations as issued by the International Accounting Standards Board ("IASB"), and, in particular, International Accounting Standard ("IAS") 34 (Interim Financial Reporting) issued by the IASB.

These Condensed Interim Consolidated Financial Statements were approved by the Audit Committee of the Board of Directors of the Company on November 11, 2022.

Basis of preparation

The Condensed Interim Consolidated Financial Statements are prepared on the historical cost basis, except for financial instruments that are measured at fair value.

These Condensed Interim 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 raise financing as needed and/or develop the Tamarack Project into a profitable mine. There can be no assurance that the Company will be successful in raising financing, as needed, or developing the Tamarack Project into a profitable mine to meet the Company's commitments.

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

Basis of consolidation

These Condensed Interim Consolidated Financial Statements include the accounts of Talon and its wholly-owned subsidiaries, including Talon Metals Services Inc., Talon Nickel, Talon Michigan LLC ("Talon Michigan"), and Houghton Battery Minerals LLC ("Houghton"). All intercompany balances and transactions have been eliminated on consolidation.

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

Functional and presentation currency

These Condensed Interim Consolidated Financial Statements are presented in Canadian dollars, which is the presentation and functional currency of the Company and its subsidiaries with the exception of Talon Nickel, Talon Michigan and Houghton. The functional currency of Talon Nickel, Talon Michigan and Houghton is United States dollars.

Transactions in currencies other than the entity's functional currency are recognized at the rates of exchange prevailing at the date of the transaction. At the end of each reporting period, monetary items denominated in foreign currencies are translated at the rates prevailing at the Statement of Financial Position date. Non-monetary items that are measured in terms of historic cost in a foreign currency are translated at rates at the date of the initial transaction.

On consolidation, for entities with a functional currency that differs from the presentation currency of the Company, assets and liabilities are translated at the closing rate at the date of the consolidated statements of financial position. Income and expenses are translated at the average rate for the applicable period. All resulting exchange differences are recognized in other comprehensive loss and accumulated as a separate component of equity.

The Canadian dollar/United States dollar exchange rate used as of September 29, 2022 was 1.3707 (December 31, 2021 – 1.2678).

Cash and cash equivalents

Cash and cash equivalents consist of cash deposits in banks, certificates of deposit, money market funds and/or short-term investments with initial maturities of less than three months at the time of acquisition. At September 30, 2022, and at December 31, 2021, the Company held both cash and cash equivalents.

Deferred financing costs

The Company capitalizes direct costs such as legal, audit and regulatory, related to in-progress and currently contemplated financings. These costs are then recognized as a deduction from the gross proceeds of financings in the future period during which the financing may take place. In addition, management assesses the carrying value of such costs at each reporting period and will expense any portion during the period made known to management that will not be utilized.

Property, plant and equipment

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

The Company provides for depreciation of its plant and equipment at the following annual rates:

Equipment including machinery and vehicles	20% to 33% straight-line basis
Core storage building	10% 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 or written down to the net recoverable amount of the deferred exploration expense.

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 Condensed Interim Consolidated Financial Statements at the time payments are made. The proceeds from options granted or royalties sold on properties are credited to the cost of the related property.

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 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 year.

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 statement of financial position 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 present value of estimated reclamation costs at the future 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.

Income taxes

Income tax comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized directly in equity or other comprehensive income, in which case the income tax is also recognized directly in equity or other comprehensive income.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted at the end of the reporting period, and any adjustment to tax payable in respect of previous years. Current tax assets and current tax liabilities are only offset if a legally enforceable right exists to offset the amounts and the Company intends to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Deferred tax is recognized in respect of all qualifying temporary differences arising between the tax basis of assets and liabilities and their carrying amounts in the financial statements. Deferred income tax is determined on a non-discounted basis using tax rates and laws that have been enacted or substantively enacted at the end of the reporting period and are expected to apply when the deferred tax asset or liability is settled. Deferred tax assets are recognized to the extent that it is probable that the assets can be recovered.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Deferred tax assets are recognized to the extent future recovery is probable. At each reporting period end, deferred tax assets are reduced to the extent that it is no longer probable that sufficient taxable earnings will be available to allow all or part of the asset to be recovered.

<u>Uncertainty over Income Tax Treatments ("IFRIC 23")</u>

The Company is required to assess whether it is probable that a tax authority will accept an uncertain tax treatment used, or proposed to be used, by an entity in its income tax filings and to exercise judgment in determining whether each tax treatment should be considered independently or whether some tax treatments should be considered together. The decision should be based on which approach provides better predictions of the resolution of the uncertainty. The Company also has to consider whether it is probable that the relevant authority will accept each tax treatment, or group of tax treatments, assuming that the taxation authority with the right to examine any amounts reported to it will examine those amounts and will have full knowledge of all relevant information when doing so. There is no material uncertain tax treatment the Company has taken.

Financial instruments

Financial assets

Under IFRS 9, financial assets are classified as either financial assets at fair value through profit or loss, amortized cost, or fair value through other comprehensive income. The Company determines the classification of its financial assets at initial recognition.

i. Financial assets recorded at fair value through profit or loss ("FVTPL")

Financial assets are classified as fair value through profit or loss if they do not meet the criteria of amortized cost or fair value through other comprehensive income ("FVTOCI"). Gains or losses on these items are recognized in profit or loss.

The Company's cash and cash equivalents are classified as financial assets measured at FVTPL.

ii. Amortized cost

Financial assets are classified as measured at amortized cost if both of the following criteria are met and the financial assets are not designated as at fair value through profit and loss: 1) the objective of the Company's business model for these financial assets is to collect their contractual cash flows; and 2) the asset's contractual cash flows represent "solely payments of principal and interest".

The Company's accounts and other receivables excluding HST are classified as financial assets measured at amortized cost.

Financial liabilities

Financial liabilities are classified as either financial liabilities at fair value through profit or loss or at amortized cost. The Company determines the classification of its financial liabilities at initial recognition.

i. Amortized cost

Financial liabilities are classified as measured at amortized cost unless they fall into one of the following categories: financial liabilities at fair value through profit or loss, financial liabilities that arise when a transfer of a financial asset does not qualify for derecognition, financial guarantee contracts, commitments to provide a loan at a below-market interest rate, or contingent consideration recognized by an acquirer in a business combination.

The Company's accounts payable and accrued liabilities, accounts payable – board fees and contingencies do not fall into any of the exemptions and are therefore classified as measured at amortized cost.

ii. Financial liabilities recorded at FVTPL

Financial liabilities are classified as fair value through profit or loss if they fall into one of the five exemptions detailed above.

The Company's Royalty Put Option (defined below) are classified as FVTPL.

Transaction costs

Transaction costs associated with financial instruments, carried at FVTPL, are expensed as incurred, while transaction costs associated with all other financial instruments are included in the initial carrying amount of the asset or the liability.

Subsequent measurement

Instruments classified as FVTPL are measured at fair value with unrealized gains and losses recognized in profit or loss. Instruments classified as amortized cost are measured at amortized cost using the effective interest rate method. Instruments classified as FVTOCI are measured at fair value with unrealized gains and losses recognized in other comprehensive income.

Derecognition

The Company derecognizes financial liabilities only when its obligations under the financial liabilities are discharged, cancelled, or expired. The difference between the carrying amount of the financial liability derecognized and the consideration paid and payable, including any non-cash assets transferred or liabilities assumed, is recognized in profit or loss.

Expected Credit Loss Impairment Model

IFRS 9 introduced a single expected credit loss impairment model, which is based on changes in credit quality since initial application. The Company does not have any receivables that are subject to impairment analysis.

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 considering the terms and conditions upon which the options were granted.

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 using the treasury method to assume conversion of all dilutive securities.

Comprehensive income

Other comprehensive income is a component of shareholders' equity. Comprehensive earnings are composed of the Company's net earnings and other comprehensive income. Other comprehensive income includes unrealized gains and losses on available-for-sale financial assets, foreign currency translation on net investments in self-sustaining foreign operations and changes in the fair market value of derivative instruments designated as cash flow hedges, all net of income taxes.

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. Substantially all working capital and investments are held at head office and all property, plant and equipment are held in the USA.

Reclassification

Amounts in the Condensed Interim 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 Condensed Interim Consolidated Financial Statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the Condensed Interim Consolidated Financial Statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The Condensed Interim Consolidated Financial Statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the Condensed Interim 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 assumptions made, relate to, but are not limited to, the judgement on the determination of functional currency, the valuation of resource properties, the estimation of contingencies, the valuation of the asset retirement obligation, the valuation of the Royalty Put Option (defined below) and tax provisions.

The uncertainty regarding 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 regarding the estimation of contingencies arises as a result of the uncertainty as to legal proceedings that are before the courts, as well the amount and probability of a future payment or award.

The uncertainty regarding the valuation of the asset retirement obligation arises as a result of certain key inputs such as future estimated costs, future inflation, the possibility of changing laws and requirements, including changes in constructive obligations and the discount rate used to present value the future estimated costs.

The uncertainty regarding the valuation of the Royalty Put Option, which was extinguished during Q1 2022, arises as a result of certain key inputs such as the probability that the Royalty Put Option will be exercised which is determined by management based on a quantitative assessment of the value of the Royalty Put Option presently and at the exercise date along with qualitative assessments regarding permitting and other qualitative aspects of the Tamarack Project such as exploration potential and the quality of the project, among other items.

Provisions for taxes are made using the best estimate of the amount expected to be paid based on a qualitative assessment of all relevant factors. The Company reviews the adequacy of these provisions at the end of the reporting period. However, it is possible that at some future date an additional liability could result from audits by taxing authorities. Where the final outcome of these tax-related matters is different from the amounts that were initially recorded, such differences will affect the tax provisions in the period in which such determination is made.

(Expressed in Canadian dollars)

4. TREASURY BILLS AND TERM DEPOSITS

As of September 30, 2022 and December 31, 2021, the Company held U.S. government treasury bills and term deposits with a Canadian Schedule I bank with weighted average terms and yields to maturity at acquisition and at the reporting date as follows:

	At the date of acquistion		At the reporting date	
	September 30, 2022	**December 31, 2021**	**September 30, 2022**	**December 31, 2021**
Weighted average term to maturity in months	5.2	6.0	2.3	1.2
Weighted average yield to maturity	2.20%	0.45%	2.45%	0.45%

5. PROPERTY, PLANT AND EQUIPMENT

Property, plant, and equipment are comprised of land, buildings, and equipment such as drill rigs and vehicles. All depreciation is capitalized to Resource Properties and Deferred Expenditures.

Cost

	Nine months ended September 30, 2022	Year ended December 31, 2021
Beginning of the year	$ 1,520,866	$ -
Additions	3,224,667	1,508,221
Disposals and transfers	-	-
Effects of foreign exchange	292,083	12,645
End of the year	$ 5,037,616	$ 1,520,866

Accumulated Depreciation

	Nine months ended September 30, 2022	Year ended December 31, 2021
Beginning of the year	$ 198,063	$ -
Depreciation	326,341	198,063
Disposals and transfers	-	-
Effects of foreign exchange	36,321	-
End of the year	$ 560,725	$ 198,063
Net book value - beginning of the year	1,322,803	-
Net book value - end of the period	4,476,891	1,322,803

(Expressed in Canadian dollars)

6. 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 the Michigan Properties, defined below). Details of the change for the nine months ended September 30, 2022 and the year ended December 31, 2021:

	Tamarack Project	Michigan Properties	Total
Balance at December 31, 2020	**$ 60,799,398**	**$ -**	**$ 60,799,398**
Additions	37,969,379	-	37,969,379
Foreign exchange	(14,845)	-	(14,845)
Balance at December 31, 2021	**$ 98,753,932**	**-**	**$ 98,753,932**
Additions	33,531,359	8,778,644	42,310,003
Purchase of royalty interest	5,733,450	-	5,733,450
Foreign exchange	10,712,575	528,980	11,241,555
Balance at September 30, 2022	**$ 148,731,316**	**$ 9,307,624**	**$ 158,038,940**

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 may be unable to operate their properties as permitted or to enforce their rights with respect to its properties.

(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. On January 4, 2016, pursuant to the Tamarack Earn-in Agreement, as amended, Talon Nickel earned an 18.45% interest in the Tamarack Project by making payments totalling US$25.52 million.

On December 16, 2016, Talon Nickel and Kennecott entered into an agreement to amend the Tamarack Earn-in Agreement pursuant to which Talon Nickel and Kennecott agreed to co-fund a 2016/2017 winter exploration program at the Tamarack Project in the approximate amount of US$3,500,000, with Talon Nickel funding its proportionate share of 18.45% thereof. In addition, Talon Nickel and Kennecott agreed that Kennecott may elect at any time up to and including September 25, 2017, to grant Talon Nickel the option to purchase the Tamarack Project for a total purchase price of US$114 million (the "Tamarack Purchase Option") or proceed with a joint venture (the "Tamarack Joint Venture") in respect of the Tamarack Project. Throughout 2017, Talon Nickel paid an additional US$717,347 to Kennecott pursuant to the Tamarack Earn-in Agreement (as amended).

On September 25, 2017, Talon Nickel received notification from Kennecott that it had decided to grant Talon Nickel the Tamarack Purchase Option on the terms of the Tamarack Earn-in Agreement (as amended). On November 16, 2017, Talon Nickel elected not to exercise the Tamarack Purchase Option. On January 11, 2018, Talon Nickel and Kennecott entered into the Mining Venture Agreement.

Talon elected to not participate in the 2018 exploration program. Consequently, Talon Nickel's interest in the Tamarack Project was diluted from 18.45% to 17.56%.

On November 7, 2018, Talon Nickel entered into the 2018 Option Agreement with Kennecott pursuant to which Talon Nickel has the right to acquire up to a 60% interest in the Tamarack Project. Pursuant to the terms of the 2018 Option Agreement, Talon Nickel took over operatorship of the Tamarack Project and vested at a 51% interest in the Tamarack Project as a result of fulfilling the following requirements under the 2018 Option Agreement: (i) the payment of US$6 million in cash to Kennecott (paid on March 13, 2019) (the "Initial Payment"); (ii) the issuance of US$1.5 million worth of common shares of the Company to Kennecott (issued on March 7, 2019); (iii) within 3 years of the effective date of the 2018 Option Agreement, Talon Nickel either spending US$10 million or completing a prefeasibility study on the Tamarack Project (completed the spending requirement of US$10 million in early 2021); and (iv) within 3 years of the effective date of the 2018 Option Agreement, Talon Nickel paying Kennecott an additional US$5.0 million in cash (paid by the issuance of common shares and warrants of the Company on September 29, 2021 – see Note 9(a)).

Given that Talon Nickel has earned the 51% interest in the Tamarack Project, Talon Nickel now has the right to increase its interest in the Tamarack Project by a further 9% to 60% by (i) completing a feasibility study on the Tamarack Project within 7 years of the effective date of the 2018 Option Agreement (i.e., March 13, 2026); and (2) paying Kennecott the additional sum of US$10 million in cash on or before the seventh anniversary of the effective date of the 2018 Option Agreement. Upon Talon Nickel vesting with its applicable joint venture interest in the Tamarack Project, the parties will enter into a new joint venture agreement, pursuant to which, so long as Talon Nickel has a majority interest, Talon Nickel will continue to act as operator of the Tamarack Project. In the event Talon Nickel has delivered a feasibility study on the Tamarack Project, upon the completion thereof, the parties will be required to fund the Tamarack Project in accordance with their respective ownership interests or be diluted.

The 2018 Option Agreement became effective on March 13, 2019, when the Company made the Initial Payment to Kennecott. During the term of the 2018 Option Agreement, the Mining Venture Agreement is held in abeyance and the terms of the 2018 Option Agreement govern the relationship between Talon Nickel and Kennecott in respect of the Tamarack Project.

On March 7, 2019, Talon Nickel sold a royalty and issued warrants for gross proceeds of US$5 million or $6.7 million (see Note 7), of which the majority ($5.4 million gross of financing costs) was allocated to the royalty component which was accounted for as a reduction to resource properties and deferred expenditures. Financing expenses of $0.6 million associated with the royalty component of the transaction were also capitalized to resource properties and deferred expenditures. The remaining expenses of $0.2 million were allocated to the Royalty Warrants and Royalty Put Option, both defined in Note 7.

On September 29, 2021, the Company issued 10,543,333 common shares of the Company and 5,271,666 warrants of the Company with an exercise price of $0.80 and expiration date of September 29, 2022 valued at $6,763,176 or approximately US$5.3 million to Kennecott (see Note 9(a)) in satisfaction of the requirement to pay Kennecott US$5.0 million in cash pursuant to the 2018 Option Agreement to vest at a 51% interest in the Tamarack Project. On September 29, 2022, all 5,271,666 warrants issued to Kennecott expired with none having been exercised.

On January 10, 2022, Talon Nickel entered into an agreement with Tesla Inc. ("Tesla") for the supply and purchase of nickel concentrate to be produced from the Tamarack Project. Under the terms set out in the agreement, Tesla has committed to purchase 75,000 metric tonnes (165 million lbs) of nickel in concentrate. Tesla also has a preferential right under the agreement to negotiate the purchase of additional nickel concentrate over and above the initial 75,000 metric tonne commitment. The term of the agreement is six (6) years or until a total of 75,000 metric tonnes (165 million lbs) of nickel in concentrate has been produced and delivered to Tesla. The agreement is conditional upon: (i) Talon Nickel earning a 60% interest in the Tamarack Project; (ii) Talon Nickel commencing commercial production at the Tamarack Project; and (iii) the parties completing negotiations and executing detailed supply terms and conditions. Talon Nickel will use commercially reasonable efforts to achieve commercial production on or before January 1, 2026 at the Tamarack Project, which may be extended by the agreement of the parties for up to 12 months following which Tesla has a right to terminate the agreement and Talon Nickel may elect to sell to other parties. Talon Nickel and Tesla will work together to optimize nickel concentrate grades and metal recoveries. The purchase price to be paid by Tesla for the nickel in concentrate will be linked to the London Metals Exchange

(LME) official cash settlement price for nickel. The parties have also agreed to share in any additional economics derived from by-products extracted from the nickel concentrate, such as iron and cobalt.

(b) Michigan Properties

On August 9, 2022, Talon entered into an option and earn-in agreement (the "UPX Option Agreement") with UPX Minerals Inc. (a wholly owned subsidiary of Sweetwater Royalties) ("UPX") to acquire up to an 80% ownership interest in the mineral rights over a land package comprised of approximately 400,000 acres located in the Upper Peninsula of the State of Michigan (the "Michigan UPX Properties"). Pursuant to the terms of the UPX Option Agreement, Talon has agreed to a minimum spending obligation of US$5 million in exploration expenditures or drilling of at least 7,500 meters with any minimum spending deficiency payable to UPX. Talon has five years (until August 2027) to complete these minimum requirements. Talon will earn a 51% undivided interest in the Michigan UPX Properties upon the completion of 25,000 meters of drilling (the "Stage One Requirement"). Talon will have five years (until August 2027) to complete the Stage One Requirement, which may be extended in certain circumstances.

Talon will then have the option to earn an additional 29% interest in the Michigan UPX Properties (resulting in an 80% ownership interest) upon delivering a Feasibility Study prepared in accordance with NI 43-101 over a portion of the Michigan UPX Properties (the "Stage Two Requirement"). In the event that Talon does not complete the Stage Two Requirement within eight-years (which may be extended in certain circumstances) of determining a "mineral resource" as specifically defined in the UPX Option Agreement at the Michigan UPX Properties, Talon's interest in the Michigan UPX Properties will be reduced to 49%.

As partial consideration for entering into the UPX Option Agreement, Talon issued Kennecott 15,321,933 common shares of Talon at a price of $0.51 per share based on closing price on the Toronto Stock Exchange on August 8, 2022 in satisfaction of US$6 million in payment obligations of UPX to Kennecott as a previous owner of the Michigan UPX Properties. These common shares were valued at $7,814,186.

Upon Talon completing the Stage Two Requirement, UPX will be granted a 2% NSR royalty on the Michigan Nickel Properties and have the right to participate in proportion to its participating 20% joint venture interest. In the event UPX does not participate in proportion to its participating 20% joint venture interest, its interest in the joint venture will be subject to dilution, and in the event UPX's joint venture interest ultimately dilutes below 10%, UPX's interest in the joint venture will be reduced to 0% and UPX will be entitled to an additional 1% NSR royalty on the Michigan Nickel Properties.

In addition to the Michigan UPX properties, Talon has made application for additional properties and has obtained a right to explore certain other properties in Michigan that are not subject to the UPX Option Agreement. (the "Michigan Talon Properties") To the extent these additional properties are within an area of interest defined in the UPX Option Agreement, a royalty of 0.25% is payable to UPX. The "Michigan Properties" are comprised of both the Michigan UPX Properties and the Michigan Talon Properties.

7. ROYALTY

On March 7, 2019, Talon Nickel granted a net smelter returns royalty to TF R&S Canada Ltd (formerly 10782343 Canada Limited) (the "Royalty Holder"), a subsidiary of Triple Flag Precious Metals Corp., in exchange for a US$5.0 million payment. The Company, together with its subsidiaries, Cloudmine Holdings Limited and Talon Metals (USA) Inc., have agreed to guarantee the payment and performance obligations under the royalty agreement. The royalty is 1.85% (previously 3.5% prior to the buy-down on February 15, 2022 – see below) of net smelter returns and will be based on Talon Nickel's participating interest in the Tamarack Project, except (i) where Talon Nickel's interest reduces below 17.56%, in which case it will be paid assuming Talon Nickel's interest is unchanged at 17.56% or (ii) where Talon Nickel has vested at 51% and Talon Nickel's interest reduces below 51%, in which case it will be paid assuming Talon Nickel's interest is unchanged at 51%; or (iii) where Talon Nickel has vested at 60% and Talon Nickel's interest reduces below 60%, in which case it will be paid assuming Talon Nickel's interest is unchanged at 60%.

The royalty agreement contained a one-time put right pursuant to which the Royalty Holder had an option, exercisable within 10 calendar days of March 7, 2022, to cause Talon Nickel to repurchase the entire net smelter returns royalty for a cash payment of US$8.6 million (the "Royalty Put Option"). The Royalty Put Option could have been accelerated in a number of circumstances, including upon an event of default as defined under the Royalty Agreement. In the event the Royalty Holder did not exercise the one-time put right, Talon Nickel would have had a one-time option to reduce the percentage of the net smelter returns royalty to 1.85% in exchange for cash in the amount of US$4.5 million. Talon and its related entities have provided security to the Royalty Holder to support the payment and performance obligations related to the royalty and the guarantees. In connection with the royalty agreement, Talon has issued the Royalty Holder 5,000,000 warrants ("Royalty Warrants") exercisable to acquire one common share until March 7, 2022 at an exercise price of $0.0826 per share. In connection with the sale of the royalty, the Company paid a 6% commission and issued 4,944,375 warrants to a broker ("Royalty Broker Warrants") with the same terms as the Royalty Warrants.

The Company designated the Royalty Put Option as a financial instrument at fair value through profit or loss. The Royalty Put Option was initially recorded at fair value and revalued at period end with changes in fair value being recorded through profit and loss. Transaction costs allocated to the Royalty Put Option were expensed.

As of December 31, 2021, the Royalty Put Option was valued using a probability-adjusted discounted cash flow methodology with the following estimates: a risk-free discount rate of 0.05% and a probability that the option will be exercised of 5%. The change on the consolidated statement of loss and comprehensive loss reflects the change excluding foreign exchange translation.

On February 15, 2022, Talon Nickel entered into an amending agreement with the Royalty Holder pursuant to which the Royalty Holder waived the Royalty Put Option and completed the early exercise of Talon Nickel's right to reduce the royalty on Talon Nickel's interest in the Tamarack Project from 3.5% to 1.85% in exchange for the payment by Talon Nickel of US$4.5 million to the Royalty Holder. The payment of US$4.5 million (CAD$5.7 million) was paid on February 15, 2022. As a result, the Royalty Put Option has been extinguished and was valued at nil as of March 31, 2022, with gain on revaluation of $545,105 recorded in the condensed interim consolidated statements of loss and comprehensive loss.

8. ASSET RETIREMENT OBLIGATION

The Company has legal and contractual environmental obligations to provide for the retirement of its mining assets, to return all sites to their approximate initial state and to ensure that there is no significant source of environmental contamination or danger to human beings, wildlife and fish species. Although the ultimate expected cost of the asset retirement obligation is uncertain, it has been estimated based on information currently available, including environmental remediation plans and regulatory requirements.

Any estimation change during the period or year is capitalized to resource properties and deferred expenditures (Note 6). Accretion is included on the consolidated statement of loss and comprehensive loss.

As of September 30, 2022, the Company estimated the asset retirement obligation to be $1,111,758 (December 31, 2021 – $1,158,310). Key assumptions include total undiscounted pre-inflation estimated costs of $1,213,892 (December 31, 2021 – $1,055,570), inflation of 3.0% (December 31, 2021 – 2.5%) and a discount rate of 3.89% (December 31, 2021 – 1.55%) based on the yield on U.S. government bonds with a similar term to maturity of the total expected costs.

(Expressed in Canadian dollars)

The obligation is expected to be paid primarily over the years 2024 to 2034. The estimated change during the period was included in Resource properties and deferred expenditures.

		Nine months ended September 30, 2022		Year ended December 31, 2021
Beginning of the year	$	1,158,310	$	659,057
Changes in the estimate		204,226		583,486
Amounts incurred		(77,622)		(43,879)
Interest rate accretion		25,363		13,901
Change in the discount rate		(283,540)		(57,049)
Foreign exchange translation		85,021		2,794
End of the year or period	$	1,111,758	$	1,158,310

Sensitivity analysis: The balance of the asset retirement obligation on September 30, 2022 would change as follows:

Variable changed	Result - low	Result - high
Cost - 5% decrease and increase	$ 1,060,000	$ 1,170,000
Inflation rate - 1% decrease and increase	$ 1,010,000	$ 1,230,000
Discount rate - 1% decrease and increase	$ 1,230,000	$ 1,010,000

9. 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 – 702,458,651 at December 31, 2021 and 774,712,164 at September 30, 2022.

Common share financings

On March 18, 2021, the Company completed an offering of 57,500,000 units at a price of $0.60 per unit for aggregate gross proceeds of $34,500,000 pursuant to a short form prospectus ("March 2021 Prospectus Offering"). Each unit consisted of one common share and one-half of a share purchase warrant of the Company resulting in the issuance of 57,500,000 common shares and 28,750,000 warrants ("March 2021 Warrants"). Each whole warrant entitles the holder to acquire one common share at a price of $0.80 for a period of 12 months following closing of the offering. Issuance costs were $2,540,727 for items such as legal fees, stock exchange fees and commissions resulting in net proceeds from the issuance of common shares and warrants of $31,959,273. The March 2021 Warrants were valued at $2,506,090 based on the estimates provided in Note 9(b).

On January 31, 2022, the Company completed an offering of 38,200,000 common shares of the Company at a price of $0.72 per common share for aggregate gross proceeds of $27,504,000 pursuant to the 2021 Base Shelf Prospectus (defined below) (the "January 2022 Prospectus Offering"). Issuance costs were $2,054,642 for items such as legal fees, stock exchange fees and commissions resulting in net proceeds of $25,449,358.

Concurrently with the closing of the January 2022 Prospectus Offering, the Company completed a non-brokered private placement of 8,953,013 common shares of the Company at a price of $0.72 per common share for aggregate gross proceeds of $6,446,169. Issuance costs were $239,237 for items such as legal fees and commissions resulting in net proceeds of $6,206,932.

Issuance of shares and warrants to acquire resource properties

On September 29, 2021, the Company issued 10,543,333 common shares of the Company and 5,271,666 warrants ("September 2021 Warrants") of the Company with a strike price of $0.80 and expiration date of September 29, 2022 valued at $6,763,176 or approximately US$5.3 million to Kennecott (see Note 6) in satisfaction of the requirement to pay Kennecott US$5.0 million in cash pursuant to the 2018 Option Agreement to vest at a 51% interest in the Tamarack Project. The common shares were valued at $0.59 per share based on the closing price of the shares of the Company on the date of issuance. The September 2021 Warrants were valued at $542,609 based on the estimates provided in Note 9(b).

On August 30, 2022, the Company issued 15,321,933 common shares of the Company in conjunction with the UPX Option Agreement. The common shares were valued at $0.51 per share based on the closing price of the shares of the Company on the grant date and were valued at $7,814,186.

Shares issued in connection with the exercise of warrants

During the year ended December 31, 2021, 27,297,649 shares were issued as a result of the exercise of 27,297,649 warrants resulting in gross proceeds of $3,217,482. The warrants had a fair value at the time of issuance of $1,092,227.

During the three and nine months ended September 30, 2022, 1,081,875 and 5,536,500 shares were issued as a result of the exercise of 1,081,875 and 5,536,500 warrants resulting in gross proceeds of $297,747 and $958,169 respectively. The warrants had a fair value at the time of issuance for the three and nine months ended September 30, 2022 of $123,848 and $337,028, respectively.

(Expressed in Canadian dollars)

Shares issued in connection with the exercise of stock options

During the three and nine months ended September 30, 2022, 200,000 and 4,242,067 shares respectively were issued as a result of the exercise of options resulting in gross proceeds of $62,000 and $1,006,108 respectively with fair values at the time of issuance of $35,401 and $588,608, also respectively.

(b) Warrants

Warrant transactions for the year ended December 31, 2021 and the nine months ended September 30, 2022 are as follows:

	Nine months ended September 30, 2022				Year ended December 31, 2021			
	Number of warrants	**Exercise price**	**Fair value net of costs**	**Proceeds from exercise**	**Number of warrants**	**Exercise price**	**Fair value net of costs**	**Proceeds from exercise**
Outstanding – beginning of the year	40,092,183	$ 0.703	$ 3,466,583	$ -	33,368,166	$ 0.126	$ 1,510,111	$ -
Issued	-	-	-	-	28,750,000	0.80	2,506,090	-
Issued	-	-	-	-	5,271,666	0.80	542,609	-
Exercised	(2,950,625)	0.0826	(112,694)	243,722	(7,293,750)	0.0826	(269,431)	602,464
Exercised	(815,000)	0.10	(33,085)	81,500	(645,660)	0.116	(23,610)	74,897
Exercised	(1,070,366)	0.26	(112,963)	278,295	(15,000,000)	0.11	(426,823)	1,650,000
Exercised	(289,000)	0.80	(25,201)	231,200	(3,173,789)	0.17	(222,364)	539,544
Exercised	(411,509)	0.30	(53,085)	123,453	(118,930)	0.26	(12,547)	30,922
Exercised	-	-	-	-	(1,065,520)	0.30	(137,452)	319,656
Expired	(28,461,000)	0.80	(2,480,889)	-	-	-	-	-
Expired	(5,271,666)	0.80	(542,609)	-	-	-	-	-
Outstanding – end of the year or period	823,017	$ 0.30	$ 106,057	$ 958,169	40,092,183	$ 0.703	$ 3,466,583	$ 3,217,482

The weighted average share price on the date of exercise of the warrants for the year ended December 31, 2021 was $0.56. The weighted average share price on the date of exercise of the warrants for the nine months ended September 30, 2022 was $0.64.

The March 2021 Warrants had a contractual life of 1 year and an exercise price of $0.80. The March 2021 Warrants were valued using the following estimates: share price of $0.56, risk-free interest rate – 0.15%, expected life – 1 year, expected volatility – 70% and dividend yield – 0%.

The September 2021 Warrants had a contractual life of 1 year and an exercise price of $0.80. The September 2021 Warrants were valued using the following estimates: share price of $0.59, risk-free interest rate – 0.52%, expected life – 1 year, expected volatility – 70% and dividend yield – 0%.

As at December 31, 2021 and September 30, 2022, warrants outstanding were as follows:

September 30, 2022			December 31, 2021		
Outstanding	**Exercise price**	**Expiration date**	**Outstanding**	**Exercise price**	**Expiration date**
-	$ -		2,950,625	$ 0.0826	March 7, 2022
-	-		28,750,000	0.80	March 18, 2022
-	-		815,000	0.10	May 21, 2022
-	-		1,070,366	0.26	August 13, 2022
823,017	0.30	December 11, 2022	1,234,526	0.30	December 11, 2022
-	-		5,271,666	0.80	September 29, 2022
823,017	$ 0.30		40,092,183	$ 0.703	

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

(Expressed in Canadian dollars)

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 15% of the issued and outstanding share capital of the Company.
A summary of the change in options outstanding during the year ended December 31, 2021 and the nine months ended September 30, 2022 is as follows:

	Nine months ended September 30, 2022				Year ended December 31, 2021			
	Number of stock options	Exercise price	Exercised options	Proceeds from exercise	Number of stock options	Exercise price	Exercised options	Proceeds from exercise
Outstanding – beginning of the year	99,515,074	$ 0.31	-	$ -	76,964,838	$ 0.23	-	$ -
Issued	1,600,000	0.72	-	-	5,307,736	0.70	-	-
Issued	6,400,000	0.66	-	-	5,400,000	0.59	-	-
Issued	1,900,000	0.67	-	-	12,600,000	0.52	-	-
Issued	1,750,000	0.78	-	-	1,900,000	0.65	-	-
Issued	1,400,000	0.74	-	-	-	-	-	-
Issued	200,000	0.54	-	-	-	-	-	-
Issued	200,000	0.51	-	-	-	-	-	-
Issued	1,500,000	0.51	-	-	-	-	-	-
Issued	600,000	0.39	-	-	-	-	-	-
Issued	200,000	0.59	-	-	-	-	-	-
Issued	550,000	0.52	-	-	-	-	-	-
Issued	100,000	0.485	-	-	-	-	-	-
Exercised	(1,571,987)	0.095	1,571,987	149,338	(150,000)	0.095	150,000	14,250
Exercised	(350,000)	0.145	350,000	50,750	(20,000)	0.28	20,000	5,600
Exercised	(330,000)	0.28	330,000	92,400	(50,000)	0.30	50,000	15,000
Exercised	(562,500)	0.51	562,500	286,875	(325,000)	0.51	325,000	165,750
Exercised	(100,000)	0.520	100,000	52,000	(850,000)	0.145	850,000	123,250
Exercised	(100,000)	0.65	100,000	65,000	-	-	-	-
Exercised	(202,580)	0.095	202,580	19,245	-	-	-	-
Exercised	(100,000)	0.145	100,000	14,500	-	-	-	-
Exercised	(625,000)	0.26	625,000	162,500	-	-	-	-
Exercised	(50,000)	0.51	50,000	25,500	-	-	-	-
Exercised	(50,000)	0.52	50,000	26,000	-	-	-	-
Exercised	(200,000)	0.31	200,000	62,000	-	-	-	-
Cancelled	(200,000)	0.59	-	-	(400,000)	0.10	-	-
Cancelled	(300,000)	0.67	-	-	(150,000)	0.30	-	-
Cancelled	(200,000)	0.74	-	-	(312,500)	0.51	-	-
Cancelled	(100,000)	0.51	-	-	(200,000)	0.52	-	-
Cancelled	(200,000)	0.66	-	-	(200,000)	0.59	-	-
Cancelled	(100,000)	0.67	-	-	-	-	-	-
Outstanding – end of the year or period	110,573,007	$ 0.36	4,242,067	$ 1,006,108	99,515,074	$ 0.315	1,395,000	$ 323,850

The weighted average share price on the date of exercise of the options for the year ended December 31, 2021 was $0.64. The weighted average share price on the date of exercise of the options for the nine months ended September 30, 2022 was $0.69.

All options issued in 2021 and 2022 vest over one year and have an expiration date that is five years from the date of grant, except where noted.

On March 19, 2021, the Company issued 5,307,736 stock options with an exercise price of $0.70 to new and existing employees.

On May 28, 2021, the Company issued 5,400,000 stock options with an exercise price of $0.59 to directors and new and existing employees.

On June 25, 2021, the Company issued 5,600,000 stock options with an exercise price of $0.52 to new and existing employees and to a new consultant. In addition, on the same date, 7,000,000 stock options with an exercise price of $0.52 were issued to an officer of which 2,000,000 vested on September 2, 2021 and 5,000,000 vest over 2 years.

On October 22, 2021, the Company issued 1,900,000 stock options with an exercise price of $0.65 to new and existing employees and to a new consultant.

On January 13, 2022, the Company issued 1,600,000 stock options with an exercise price of $0.72 to new directors of the Company.

On February 3, 2022, the Company issued 6,400,000 stock options with an exercise price of $0.66 to a new officer, existing officers, and new employees, of which 2,500,000 stock options issued to an officer vest over 2 years.

On February 18, 2022, the Company issued 1,900,000 stock options with an exercise price of $0.67 to new employees.

On March 9, 2022, the Company issued 1,750,000 stock options with an exercise price of $0.78 to new employees.

On April 14, 2022, the Company issued 1,200,000 stock options with an exercise price of $0.74 to new employees.

On May 16, 2022, the Company issued 200,000 stock options with an exercise price of $0.54 to new employees.

On June 15, 2022, the Company issued 200,000 stock options with an exercise price of $0.51 to new employees.

On June 29, 2022, the Company issued 1,500,000 stock options with an exercise price of $0.51 to an employee and an officer.

On July 15, 2022, the Company issued 600,000 stock options with an exercise price of $0.39 to new employees.

On August 15, 2022, the Company issued 200,000 stock options with an exercise price of $0.59 to a new employee.

On September 15, 2022, the Company issued 550,000 stock options with an exercise price of $0.52 to new employees.

On September 29, 2022, the Company issued 100,000 stock options with an exercise price of $0.485 to a new consultant. These stock options vest over three years.

(Expressed in Canadian dollars)

As at September 30, 2022, the Company had the following stock options outstanding:

Date of grant	Number of options	Exercise price	Exercisable	Exercise price	Expiration Date
March 22, 2019	30,442,536	$ 0.095	30,442,536	$ 0.095	March 22, 2024
June 6, 2019	4,962,735	$ 0.18	4,962,735	$ 0.18	June 6, 2024
October 2, 2019	1,000,000	$ 0.18	1,000,000	$ 0.18	October 2, 2024
October 28, 2019	6,000,000	$ 0.165	6,000,000	$ 0.165	October 28, 2024
December 12, 2019	1,400,000	$ 0.145	1,400,000	$ 0.145	December 12, 2024
March 13, 2020	5,380,000	$ 0.10	5,380,000	$ 0.10	March 13, 2025
July 22, 2020	350,000	$ 0.145	350,000	$ 0.145	July 22, 2025
July 23, 2020	500,000	$ 0.145	500,000	$ 0.145	July 23, 2025
August 7, 2020	350,000	$ 0.28	350,000	$ 0.28	August 7, 2025
August 14, 2020	775,000	$ 0.26	775,000	$ 0.26	August 14, 2025
August 15, 2020	200,000	$ 0.25	200,000	$ 0.25	August 15, 2025
October 28, 2020	200,000	$ 0.30	200,000	$ 0.30	October 28, 2025
December 28, 2020	19,055,000	$ 0.51	19,055,000	$ 0.51	December 28, 2025
March 19, 2021	5,307,736	$ 0.70	5,307,736	$ 0.70	March 19, 2026
May 28, 2021	5,000,000	$ 0.59	5,000,000	$ 0.59	May 28, 2026
June 25, 2021	12,250,000	$ 0.52	9,750,000	$ 0.52	June 25, 2026
October 22, 2021	1,800,000	$ 0.65	1,325,000	$ 0.65	October 22, 2026
January 13, 2022	1,600,000	$ 0.72	800,000	$ 0.72	January 13, 2027
February 3, 2022	6,200,000	$ 0.66	2,475,000	$ 0.66	February 3, 2027
February 18, 2022	1,500,000	$ 0.67	750,000	$ 0.67	February 18, 2027
March 9, 2022	1,750,000	$ 0.78	875,000	$ 0.78	March 9, 2027
April 14, 2022	1,200,000	$ 0.74	300,000	$ 0.74	April 14, 2027
May 16, 2022	200,000	$ 0.54	50,000	$ 0.54	May 16, 2027
June 15, 2022	200,000	$ 0.51	50,000	$ 0.51	June 15, 2027
June 29, 2022	1,500,000	$ 0.51	375,000	$ 0.51	June 29, 2027
July 15, 2022	600,000	$ 0.39	-	$ 0.39	July 15, 2027
August 15, 2022	200,000	$ 0.59	-	$ 0.59	August 15, 2027
September 15, 2022	550,000	$ 0.52	-	$ 0.52	September 15, 2027
September 29, 2022	100,000	$ 0.485	-	$ 0.485	September 29, 2027
Total / weighted average	110,573,007	$ 0.36	97,673,007	$ 0.33	

The Company determined the fair value of the stock options issued during the three and nine months ended September 30, 2022 and 2021 using the Black-Scholes option pricing model using the following assumptions:

	Three months ended September 30,		Nine months ended September 30,	
	2022	2021	2022	2021
Share Price	Closing price on the day prior to the grant date			
Risk-free interest rate	2.83% - 3.76%	N/A	1.52% - 3.76%	0.92% - 0.99%
Expected life	5 years	N/A	5 years	5 years
Expected volatility	60%	N/A	60%	70%
Dividend yield	0%	N/A	0%	0%
Forfeiture rate	0%	N/A	0%	0%

Stock option compensation expense for the three and nine months ended September 30, 2022 and 2021, presented in the table below, was recognized in the condensed interim consolidated statements of loss and comprehensive loss. In addition, amounts related to stock option compensation attributable to work carried out on the Tamarack Project were capitalized to Resource properties and deferred expenditures for the three and nine months ended September 30, 2022 and 2021, also presented in the table below.

	Three months ended September 30, 2022	Three months ended September 30, 2021	Nine months ended September 30, 2022	Nine months ended September 30, 2021
Stock option compensation - expensed	$ 165,659	$ 1,359,801	$ 1,223,168	$ 3,215,859
Stock option compensation - capitalized	$ 1,368,842	$ 2,400,208	$ 4,892,921	$ 6,777,071
Stock option compensation - total	$ 1,534,501	$ 3,760,009	$ 6,116,089	$ 9,992,930

(Expressed in Canadian dollars)

11. NET INCOME OR LOSS PER SHARE

(a) Basic

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

(b) Diluted

Diluted net income or loss per share is the same as basic net loss per share as all the convertible securities are anti-dilutive.

12. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, accounts and other receivables excluding HST, accounts payable and accrued liabilities, accounts payable – board fees and the Royalty Put Option.

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

	September 30, 2022	December 31, 2021
Level 1		
Cash and cash equivalents	$ 7,470,209	$ 21,049,265
Treasury bills and term deposits	$ 14,392,543	$ 4,016,510
Level 3		
Royalty put option	$ -	$ 545,105

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 term deposits 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.

(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.

On December 7, 2021, the Company filed a new final short form base shelf prospectus (the "2021 Base Shelf Prospectus") with the securities regulatory authorities in each of the provinces of Canada, other than the province of Québec. Pursuant to the 2021 Base Shelf Prospectus, Talon may issue common shares, debt securities, subscription receipts or warrants or any combination of such securities as units, in amounts, at prices, and on terms to be determined based on market conditions at the time of sale and set forth in an accompanying prospectus supplement, for an aggregate offering amount of up to $90 million during the 25-month period that the Base Shelf Prospectus remains effective. Talon filed the Base Shelf Prospectus to give it flexibility to take advantage of financing opportunities as they may arise and as the Company deems appropriate, subject to market conditions and other relevant factors.

On March 18, 2021, the Company completed a short form prospectus offering of units.

Net proceeds from the issuance of common shares and warrants for the nine months ended September 30, 2022 totalled $31.7 million (year ended December 31, 2021 – $32.0 million). Proceeds from the exercise of stock options for the nine months ended September 30, 2022 totalled $1.0 million (year ended December 31, 2021 – $0.3 million). Proceeds from the exercise of warrants for the nine months ended September 30, 2022 totalled $1.0 million (year ended December 31, 2021 – $3.2 million).

As of September 30, 2022, the Company had a balance of cash, cash equivalents, treasury bills and term deposits of $21.9 million, (December 31, 2021 – $25.1 million) to settle current liabilities of $3.9 million (December 31, 2021 – $2.4 million).

In order to meet future working capital requirements, the Company will need to raise financing as needed and/or develop the Tamarack Project into a profitable mine. There can be no assurance that the Company will be successful in raising financing as needed or developing the Tamarack Project into a profitable mine to meet the Company's future working capital requirements.

Beginning March 2020, the outbreak of the novel strain of coronavirus, specifically identified as COVID-19 has resulted in governments worldwide enacting emergency measures to combat the spread of the virus. These measures, which include the implementation of travel bans, self-imposed quarantine periods and social distancing, have caused material disruption to business globally. Global equity markets have experienced significant volatility and periods of weakness. Governments and central banks have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The ultimate duration and impact of COVID-19 is unknown at this time, as is the efficacy of the government and central bank interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its subsidiaries in future periods.

Cumulatively, there has not been a significant impact to the Company's operations although the Company has had to adapt and implement new safety protocols. COVID-19 may have a negative impact on the ability of the Company to raise capital and on operations and therefore poses liquidity risk.

Other world events, including the war in Ukraine, increasing interest rates, high inflation and declining capital markets have resulted in increased volatility and may also have a significant negative impact on the Company's ability to raise capital and on operations.

(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. As at September 30, 2022 and December 31, 2021, the Company held cash and cash equivalents, treasury bills, and term deposits which management considers not to be materially susceptible to market risks

(d) Foreign exchange risk

The Company is exposed to movements in the United States dollar. Payments made to Kennecott and the majority of costs associated with the operatorship of the Tamarack Project are denominated in United States dollars. Talon's head office salaries, certain consulting costs and administrative costs are denominated in Canadian dollars. The Company provides loans to the US subsidiary to fund continuing operations. Foreign currency gains and losses on loans to the US subsidiary are recorded in other comprehensive income as the loans are part of a net investment in a foreign operation and repayment of the loans is not expected in the foreseeable future. Talon's financing activities have been primarily in

Canadian dollars.

As of September 30, 2022 and December 31, 2021, Talon is exposed to movements in the United States dollar as a result of cash on hand, the Royalty Put Option (December 31, 2021 only), the asset retirement obligation, certain accounts payable and the majority of costs associated with the operatorship of the Tamarack Project.

At September 30, 2022, the Company had net monetary assets in United States dollars of $15.3 million (Canadian dollar equivalent). 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 income or loss of the Company for the period ended September 30, 2022 of approximately $0.8 million.

(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 regard to its interest income on cash, Treasury Bills, term deposits and other short-term notes contained within money market funds.

The risk of investing cash equivalents into fixed interest rate investments is mitigated by having a term to maturity that is less than one year.

14. CAPITAL RISK MANAGEMENT

Capital is comprised of equity which at September 30, 2022 was $180.1 million (December 31, 2021 – $122.0 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/or 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.

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the three months ended September 30, 2022 and the year ended December 31, 2021.

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 spouse of the CEO provided recruiting services relating to new hires during the three and nine months ended September 30, 2022 for fees of $nil and $10,209, respectively (year ended December 31, 2021 – $25,672).

(Expressed in Canadian dollars)

The remuneration, including benefits, of directors and officers of the Company for the three and nine months ended September 30, 2022 and 2021 was as follows:

	Nine months ended September 30, 2022	Nine months ended September 30, 2021	Three months ended September 30, 2022	Three months ended September 30, 2021
Salaries and benefits of officers	$ 2,709,121	$ 1,895,649	$ 922,645	$ 495,488
Board fees	61,188	46,875	20,625	15,625
Stock-based compensation	3,525,752	4,990,294	778,289	2,426,292
Total Aggregate Compensation	$ 6,296,061	$ 6,932,818	$ 1,721,559	$ 2,937,405

Capitalized portion included in Total Aggregate Compensation (capitalized to Resource properties and deferred expenditures):

	Nine months ended September 30, 2022	Nine months ended September 30, 2021	Three months ended September 30, 2022	Three months ended September 30, 2021
Salaries and benefits of officers	$ 2,355,034	$ 1,211,332	$ 893,553	$ 213,601
Stock-based compensation	2,377,227	1,893,124	631,235	1,080,558
Total	$ 4,732,261	$ 3,104,456	$ 1,524,788	$ 1,294,159

Cash compensation and stock option compensation are recorded on the consolidated statements of loss and comprehensive loss in “Salaries, benefits, consulting and board fees” and on the consolidated statements of financial position in “Resource properties and deferred expenditures”.

During Q4 2020, the Corporate Governance and Compensation Committee approved the payment of certain deferred consulting fees to the Company’s Executive Chairman. These deferred consulting fees amounted to the sum of $483,000 and related to the years 2015 to 2020. Pursuant to a consulting agreement dated December 1, 2015 between the Company and the Executive Chairman, such consulting fees were initially to be paid out to the Executive Chairman upon the earlier of a termination of the Executive Chairman’s consulting agreement or a change of control. As of December 31, 2021, $115,829 of consulting fees remained outstanding. In March 2022, the Corporate Governance and Compensation Committee approved an amendment to the Executive Chairman’s consulting agreement which provided that all outstanding consulting fees be paid immediately and going forward his consulting fees would no longer be deferred but rather paid in the normal course. As of September 30, 2022, $nil (December 31, 2021 - $115,829) is payable to the Executive Chairman.

In Q2 2021, $150,000 in deferred salaries relating to the years 2016 to 2018 ($50,000 per year) were paid to each of the CEO and President of the Company. The CEO and President deferred their salaries during those years to preserve cash for the Company.

All options issued in 2021 and 2022 vest over one year and have an expiration date that is five years from the date of grant, except where noted.

In March 2021, 607,736 options were issued to an officer with an exercise price of $0.70.

In May 2021, 4,000,000 options were issued to officers and the board of directors with a term of 5 years, an exercise price of $0.59.

In June 2021, 7,000,000 options were issued to an officer of the company with a term of 5 years and an exercise price of $0.52 that vest 2,000,000 on September 2, 2021 and 5,000,000 over 2 years.

In January 2022, 1,600,000 options were issued to two new members of the board of directors with an exercise price of $0.72.

In February 2022, 5,000,000 options were issued to officers with an exercise price of $0.66 of which 2,500,000 options vest over one year and 2,500,000 options vest over two years.

In June 2022, 1,000,000 options were issued to an officer with an exercise price of $0.51.

16. CONTINGENCIES

In the normal course of business, the Company may be involved in legal proceedings, claims and assessments. Such matters are subject to many uncertainties, and outcomes are not predictable with assurance. Legal fees for such matters are expensed as incurred and the Company accrues for adverse outcomes as they become probable and estimable. The total amount accrued as of September 30, 2022 was $28,183 (December 31, 2021 - $25,253). The change from December 31, 2021 to September 30, 2022 was the result of foreign currency translation from Brazilian Real to Canadian dollars.

The Company has been named a defendant in two legal actions in Brazil, including a labour lawsuit involving a former employee (the Company has appealed the ruling) and a lawsuit related to the termination of a mineral assignment agreement. Legal counsel is of the opinion that some amount of loss is probable and thus a provision as noted above has been recognized.

17. GEOGRAPHIC INFORMATION

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

18. SUBSEQUENT EVENTS

(a) Battery Minerals Processing Facility Selected by US Department of Energy for $114 million in Bipartisan Infrastructure Law Funding

On October 19, 2022, Talon Nickel was selected as a recipient of the first set of projects funded by President Biden's Bipartisan Infrastructure Law. Under its application for funding, Talon Nickel proposed an ore processing and tailings management facility (the "Battery Minerals Processing Facility") located at an existing industrial brownfields site in Mercer County, North Dakota, receiving feedstock from a future underground Tamarack Nickel Project mine. The acquisition of the preferred site in North Dakota is actively under negotiations and the Company has not entered into any agreements in respect thereof. On a cost-share basis and subject to final negotiations, the US Department of Energy has agreed to provide a $114 million grant towards project construction and execution costs for the Battery Minerals Processing Facility in North Dakota.

(b) Announcement of $32.5 million bought deal public offering of common shares

On November 7, 2022, the Company entered into an agreement with a syndicate of underwriters pursuant to which the underwriters agreed to purchase, on a bought deal basis, 66,400,000 common shares of the Company (the "Shares") at a price of $0.49 per Share (the "Issue Price") for aggregate gross proceeds of approximately $32.5 million (the "Offering"). The Company has granted the underwriters an over-allotment option (the "Over-Allotment Option") to purchase up to an additional 9,960,000 Shares at the Issue Price, exercisable in whole or in part at any time up to 30 days after the closing of the Offering.

The Company intends to use the net proceeds from the Offering for advancing work related to its planned exploration and development program at the Tamarack North Project in Minnesota, and for general working capital purposes. The Offering is expected to close on or about November 16, 2022 and is subject to certain conditions including, but not limited to, the receipt of all necessary approvals, including the approval of the Toronto Stock Exchange (the "TSX").