



## **TALON METALS CORP.**

### **Condensed Interim Consolidated Financial Statements**

**For the three and six months ended June 30, 2025 and 2024**

*(Expressed in Canadian dollars)*

*These unaudited Condensed Interim Consolidated Financial Statements of Talon Metals Corp. (the "Company") have not been reviewed by the auditors of the Company. This notice is being provided in accordance with Section 4.3(3)(a) of National Instrument 51-102 (Continuous Disclosure Obligations).*

**Talon Metals Corp.**
**Condensed Interim Consolidated Statements of Financial Position**
*(Expressed in Canadian dollars)*
*(Unaudited)*

	<b>Notes</b>	<b>June 30, 2025</b>	<b>December 31, 2024</b>
<b>Assets</b>			
<b>Current assets</b>			
Cash and cash equivalents		\$ 32,244,019	\$ 5,390,841
Treasury bills and term deposits	4	8,953,331	44,312
Accounts and other receivables		22,387	986
Prepayments		83,495	88,964
Deferred financing costs		-	95,557
		41,303,232	5,620,660
<b>Non-current assets</b>			
Prepayments - long term	6d	1,546,485	1,818,514
Property, plant and equipment	5	3,137,244	3,974,095
Resource properties and deferred expenditures	6, 10, 14	246,546,700	247,076,933
Total assets		\$ 292,533,661	\$ 258,490,202
<b>Liabilities</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities	14	\$ 4,393,354	\$ 2,479,579
Current portion of mortgage payable	7	21,347	22,514
Government grant advance payments	6c(iv)	936,413	-
Convertible advance payment	6b	6,821,500	-
Contingencies	15	25,030	23,270
		12,197,644	2,525,363
<b>Non-current liabilities</b>			
Mortgage payable	7	154,570	168,783
Land contract payable		90,044	94,967
Asset retirement obligation	8	1,646,020	1,605,434
Total liabilities		\$ 14,088,278	\$ 4,394,547
<b>Shareholders' equity</b>			
Share capital	9a	\$ 324,785,261	\$ 292,434,050
Warrants	9b	6,089,939	194,889
Contributed surplus		49,773,518	48,622,629
Accumulated other comprehensive income		8,973,403	22,017,090
Deficit		(111,176,738)	(109,173,003)
Total shareholders' equity		278,445,383	254,095,655
Total liabilities and shareholders' equity		\$ 292,533,661	\$ 258,490,202

**Nature of Operations and Going Concern - Note 1**
*The accompanying notes are an integral part of these consolidated financial statements.*

Approved by the audit committee of the board of directors on August 13, 2025

Signed: "Gregory S. Kinross"

"David E. Singer"

**Talon Metals Corp.**
**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**
*(Expressed in Canadian dollars)*
*(Unaudited)*

			Three months ended June 30, 2025	Three months ended June 30, 2024	Six months ended June 30, 2025	Six months ended June 30, 2024
	Notes					
<b>Expenses</b>						
Salaries, benefits, consulting and board fees	14	\$	206,878	\$ 269,303	\$ 620,893	\$ 584,627
Professional fees			419,717	87,639	577,691	152,411
Office and general			15,133	8,689	26,844	24,571
Insurance			21,338	23,373	42,675	46,747
Marketing and travel			11,982	51,624	34,183	140,066
Listing, filing and shareholder communications			101,218	65,136	165,153	183,332
Stock option compensation	10		71,475	319,239	174,232	534,142
Gain on accounts payable settled with shares	9a		-	-	-	(23,010)
Accretion on asset retirement obligation	8		17,316	15,891	34,324	30,654
Foreign currency (gain) loss			321,727	(88,176)	365,818	(476,270)
			1,186,784	752,718	2,041,813	1,197,270
Interest income			32,075	78,887	38,078	238,370
<b>Net loss</b>			(1,154,709)	(673,831)	(2,003,735)	(958,900)
Other comprehensive income (loss)						
Currency translation differences			(12,856,840)	2,278,535	(13,043,687)	7,458,072
<b>Comprehensive income (loss)</b>		\$	(14,011,549)	\$ 1,604,704	\$ (15,047,422)	\$ 6,499,172
<b>Basic and diluted net loss per share</b>		\$	(0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Weighted average shares outstanding			962,464,787	934,718,967	948,668,523	934,606,990

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

**Talon Metals Corp.**

**Condensed Interim Consolidated Statements of Changes in Equity**

**For the period ended June 30, 2025 and 2024**

*(Expressed in Canadian dollars)*

*(Unaudited)*

	<i>Notes</i>	<b>Common shares</b>		<b>Warrants</b>	<b>Contributed surplus</b>	<b>Deficit</b>	<b>Accumulated other comprehensive income</b>	<b>Shareholders' equity</b>
		<b>Number</b>	<b>Amount</b>					
Balance at January 1, 2025		934,718,967	\$ 292,434,050	\$ 194,889	\$ 48,622,629	\$ (109,173,003)	\$ 22,017,090	\$ 254,095,655
June 2025 private placement	9a	186,318,184	\$ 32,049,132	\$ 5,895,050	-	-	-	37,944,182
Shares issued for accounts payable	9a	4,314,200	\$ 302,079	-	-	-	-	302,079
Stock option compensation payments	10	-	-	-	1,150,889	-	-	1,150,889
Net loss and comprehensive income		-	-	-	-	(2,003,735)	(13,043,687)	(15,047,422)
<b>Balance at June 30, 2025</b>		<b>1,125,351,351</b>	<b>\$ 324,785,261</b>	<b>\$ 6,089,939</b>	<b>\$ 49,773,518</b>	<b>\$ (111,176,738)</b>	<b>\$ 8,973,403</b>	<b>\$ 278,445,383</b>
Balance at January 1, 2024		934,061,553	\$ 292,368,637	\$ -	\$ 43,304,605	\$ (106,852,072)	\$ 2,453,111	\$ 231,274,281
Shares issued for accounts payable	9a	657,414	\$ 65,413	-	-	-	-	65,413
Stock option compensation payments	10	-	-	-	2,078,421	-	-	2,078,421
Net loss and comprehensive loss		-	-	-	-	(958,900)	7,458,072	6,499,172
<b>Balance at June 30, 2024</b>		<b>934,718,967</b>	<b>\$ 292,434,050</b>	<b>\$ -</b>	<b>\$ 45,383,026</b>	<b>\$ (107,810,972)</b>	<b>\$ 9,911,183</b>	<b>\$ 239,917,287</b>

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

**Talon Metals Corp.**

**Condensed Interim Consolidated Statements of Cash Flows**

(Expressed in Canadian dollars)

(Unaudited)

		<b>Six months ended June 30, 2025</b>	<b>Six months ended June 30, 2024</b>
<b>Notes</b>			
<b>Cash flows used in operating activities</b>			
	Net loss	\$ (2,003,735)	\$ (958,900)
	<b>Non-cash adjustments:</b>		
	Stock option compensation	174,232	534,142
	Accretion on asset retirement obligation	34,324	30,655
	Interest income	(6,137)	(155,283)
	Reduction on contingencies gain	-	(496,792)
	Foreign exchange gain on treasury bills and term deposits	6,009	-
	Foreign exchange loss on contingencies	1,760	(2,952)
		<u>\$ (1,793,547)</u>	<u>\$ (1,049,130)</u>
	<b>Working capital adjustments:</b>		
	Increase in advance payments	\$ 7,757,913	\$ -
	Decrease in prepayments	46,165	46,454
	(Increase) in deferred financing costs	95,557	(88,534)
	Decrease in accounts and other receivables	(21,401)	-
	Decrease in accounts payables and accrued liabilities	1,299,356	115,515
	Decrease in Mortgage Payable	(1,167)	-
	<b>Net cash flows used in operating activities</b>	<u>\$ 7,382,876</u>	<u>\$ (975,694)</u>
<b>Cash flows used in investing activities</b>			
	Acquisition of property, plant and equipment	5 \$ (58,000)	\$ (918,716)
	Disposal of plant and equipment	5 -	18,009
	Acquisition of resource properties and deferred expenditures	(11,368,008)	(14,925,669)
	Proceeds from Grants	6c 1,687,227	-
	Cash flows used in investing activities excluding purchases of and proceeds from treasury bills and term deposits	<u>\$ (9,738,781)</u>	<u>\$ (15,826,376)</u>
	Purchases of treasury bills and term deposits	(8,908,891)	(44,000)
	Proceeds from sale of treasury bills and term deposits	-	11,722,471
	<b>Net cash flows used in investing activities</b>	<u>\$ (18,647,672)</u>	<u>\$ (4,147,905)</u>
<b>Cash flows provided by (used in) financing activities</b>			
	Proceeds from June 2025 Private Placement	\$ 37,944,182	\$ -
	Proceeds from Mortgage payable	-	186,641
	Reduction in Mortgage payable from payments	7 (14,213)	-
	<b>Net cash flows provided by financing activities</b>	<u>\$ 37,929,969</u>	<u>\$ 186,641</u>
	<b>Net increase (decrease) in cash and cash equivalents</b>	<u>\$ 26,665,173</u>	<u>\$ (4,936,958)</u>
	Effect of foreign exchange on consolidation	188,005	37,419
	Cash and cash equivalents, beginning of the year	5,390,841	6,986,351
	<b>Cash and cash equivalents, end of the period</b>	<u>\$ 32,244,019</u>	<u>\$ 2,086,812</u>
<b>Supplemental cash flow information</b>			
	Stock based compensation included in resource properties	\$ 976,657	\$ 1,544,279
	Plant and equipment depreciation included in resource properties	1,335,748	646,024
	Shares issued for accounts payable	-	65,413
	Increase (decrease) in asset retirement obligation related to resource properties	6,262	68,885
	Cash equivalents, end of the period	2,318,667	2,324,601

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

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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### 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-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 6(a) for further information.

On August 9, 2022, Talon entered into an option and earn-in agreement with UPX Minerals Inc. to acquire an interest in mineral rights in the State of Michigan. Houghton Battery Minerals LLC ("Houghton"), an indirect 100% owned Delaware, USA subsidiary of the Company is earning into the UPX Minerals Inc. mineral rights. See Note 6(b) for further information.

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

These Condensed Interim Consolidated Financial Statements have been prepared on a going concern basis which presumes that the Company will continue 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, reduce expenditures or certain activities, sell non-core assets, receive government grant funding, generate revenue and profit from contracts for drilling and exploration services, and/or develop the Tamarack Project into a profitable mine. The Company is taking several steps to manage going concern risk or reduce expenditures, including performing drilling and geophysics in-house instead of hiring contractors, hiring employees instead of using consultants when feasible, and carefully managing the timing and nature of engineering work. The Company also focuses efforts on achieving milestones and value-added activities, such as a feasibility study and exploration of new resource zones, to support raising capital that can be used to continue the development of the Tamarack Project. There can be no assurance that the Company will be successful in carrying out any of these activities to meet the Company's future working capital requirements and commitments and continue operations for the foreseeable future.

As of June 30, 2025, the Company had working capital of \$29.1 million (December 31, 2024 – working capital \$3.1 million). The working capital amount does not include government cost-share payments expected to be received by the Company as a result of expenditures made by the Company which are eligible for cost-share pursuant to the Company's government grants (see Note 6(c) for further information).

Working capital is defined as current assets less current liabilities. The Company has incurred losses and negative cashflows from operations and has an accumulated deficit of \$111.2 million (December 31, 2024 – \$109.2 million).

These circumstances create a material uncertainty that may 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.

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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These Condensed Interim 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.

### **2. SUMMARY OF MATERIAL ACCOUNTING POLICIES**

#### **Statement of compliance**

These Condensed Interim Consolidated Financial Statements have been prepared in accordance IFRS® Accounting Standards 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 August 13, 2025.

#### **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. In addition, these Condensed Interim Consolidated Financial Statements have been prepared using the accrual basis of accounting except for cash flow information.

In the preparation of these Condensed Interim Consolidated Financial Statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the Condensed Interim Consolidated Financial Statements and the reported amounts of expenses during the period. Actual results could differ from these estimates.

#### **Basis of consolidation**

These Condensed Interim Consolidated Financial Statements include the accounts of Talon and its wholly-owned subsidiaries, of which the material subsidiaries are Talon Metals Services Inc., Talon Nickel, Talon Michigan LLC ("Talon Michigan"), and 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

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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component of equity. The Company has recorded the foreign exchange gains and losses associated with the net investment in the U.S. subsidiaries in other comprehensive income (loss) because the intercompany loans are not expected to be repaid in the foreseeable future.

The Canadian dollar/United States dollar exchange rate used as of June 30, 2025 was 1.3643 (December 31, 2024 – 1.4389).

### **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 June 30, 2025, and at December 31, 2024, the Company held both cash and cash equivalents.

### **Government Grants**

Government grants are recognised when there is reasonable assurance that (a) the Company will comply with the conditions attaching to the grants; and (b) the grants will be received. Since the government grants received are cost-share agreements related to Resource properties and deferred expenditures, no amount is recorded in income at the time of recognition, but rather the Resource properties and deferred expenditures is reduced by the amount of the grant.

### **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 using the following depreciation lives:

Equipment including machinery and vehicles	3 to 5 years
Core storage and other buildings	5 to 10 years

### **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 resource properties and deferred expenditures represents cost to date less

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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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 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. 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.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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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.

### Uncertainty over Income Tax Treatments ("IFRIC 23")

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, treasury bills and term deposits 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

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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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, accrued liabilities, mortgage payable and land contract payable, 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 categories detailed above.

### 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.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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### 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.

### New standards and interpretations adopted January 1, 2024

#### Classification of Liabilities as Current or Non-Current (Amendments to IAS 1)

In January 2020 and October 2022, the IASB issued amendments to IAS 1 Presentation of Financial Statements. The amendments clarify the requirements for classifying liabilities as either current or non-current by clarifying that:

- Liabilities are classified as either current or non-current depending on the existence at the end of the reporting period of a right to defer settlement of the liability for at least twelve months after the reporting period. The amendments also clarify that only covenants that an entity must comply with on or before the reporting date would affect a liability's classification as current or non-current, even if compliance with the covenant is only assessed after the entity's reporting date. Classification is unaffected by the likelihood that an entity will settle the liability within 12 months after the reporting date; and
- How an entity classifies debt an entity may settle by converting it into equity.

Additionally, the amendments added new disclosure requirements for situations where a liability is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months after the reporting date. The disclosure should enable users of financial statements to understand the risk that the liability classified as non-current could become repayable within 12 months after the reporting period. Both the January 2020 and October 2022 amendments are effective for annual reporting periods beginning on or after January 1, 2024. The Company has assessed the impact of this new standard and determined that there is no impact to the Condensed Interim Consolidated Financial Statements.

### New standards and interpretations adopted January 1, 2025

The Company has determined that there have been no new standards and interpretations that come into effect on January 1, 2025 that if adopted would have a material effect on the Condensed Interim

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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Consolidated Financial Statements.

### 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, and tax provisions.

The uncertainty regarding the valuation of resource properties arises because 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 because 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 because 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.

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 taxation 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.

### 4. TREASURY BILLS AND TERM DEPOSITS

As of June 30, 2025 and December 31, 2024, the Company held U.S. government treasury bills and term deposits with Canadian Schedule I banks with weighted average terms and yields to maturity at acquisition and at the reporting date as follows:

	At the date of acquisition		At the reporting date	
	June 30, 2025	December 31, 2024	June 30, 2025	December 31, 2024
Weighted average term to maturity in months	11.7	12.0	11.5	9.5
Weighted average yield to maturity	2.88%	3.50%	3.81%	3.50%

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

### 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	Six months ended June 30, 2025	Year ended December 31, 2024
Beginning of the year	\$ 7,295,020	\$ 5,825,192
Additions	58,000	1,208,655
Disposals	-	(55,057)
Effects of foreign exchange	(135,018)	316,230
End of the period or year	\$ 7,218,002	\$ 7,295,020

  

Accumulated Depreciation	Six months ended June 30, 2025	Year ended December 31, 2024
Beginning of the year	\$ 3,320,925	\$ 1,998,612
Depreciation	711,752	1,335,748
Disposals and transfers	-	-
Effects of foreign exchange	48,081	(13,435)
End of the period or year	\$ 4,080,758	\$ 3,320,925

  

Net book value - beginning of the year	3,974,095	3,826,580
Net book value - end of the period or year	3,137,244	3,974,095

As of June 30, 2025, the total cost of the Company's five drill rigs was \$3.6 million (December 31, 2024 – \$3.7 million) and the net book value was \$1.6 million (December 31, 2024 – \$2.1 million). As of June 30, 2025, the total cost of land was \$0.3 million (December 31, 2024 – \$0.3 million).

### 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 in the USA (the Tamarack Project and the Michigan Properties, defined below). Details of the change for the year ended December 31, 2024 and the six months ended June 30, 2025 are as follows:

	Tamarack Project	Michigan Properties	Total
<b>Balance at December 31, 2023</b>	<b>\$ 200,001,325</b>	<b>\$ 9,853,098</b>	<b>\$ 209,854,423</b>
Gross additions	29,050,232	5,178,807	34,229,039
Government grants received	(4,627,070)	(1,140,453)	(5,767,523)
Sale of Triple Flag Royalty	(10,520,570)	-	(10,520,570)
Net additions	13,902,592	4,038,354	17,940,946
Foreign exchange	18,222,934	1,058,630	19,281,564
<b>Balance at December 31, 2024</b>	<b>232,126,851</b>	<b>14,950,082</b>	<b>247,076,933</b>
Gross additions	12,141,714	2,202,383	14,344,097
Government grants received	(1,393,372)	(293,855)	(1,687,227)
Net additions	10,748,342	1,908,528	12,656,870
Foreign exchange	(12,393,753)	(793,350)	(13,187,103)
<b>Balance at June 30, 2025</b>	<b>\$ 230,481,440</b>	<b>\$ 16,065,260</b>	<b>\$ 246,546,700</b>

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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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 an 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% which in 2018 was diluted 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).

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 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 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

## Talon Metals Corp.

### Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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(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.

As a result of various agreements entered into on March 7, 2019 and February 15, 2022, Talon Nickel granted a net smelter returns royalty to TF R&S Canada Ltd (formerly 10782343 Canada Limited), a subsidiary of Triple Flag Precious Metals Corp. 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) 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 51%, in which case it will be paid assuming Talon Nickel's interest is unchanged at 51%; or (ii) 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%.

On October 19, 2022, Talon Nickel was selected as a recipient of the first set of projects funded by the *Bipartisan Infrastructure Law*. Under its application for funding, Talon Nickel proposed an ore processing and tailings management facility (the "Battery Minerals Processing Facility" or "BMPF") located at an existing industrial brownfields site in Mercer County, North Dakota, receiving feedstock from a future underground Tamarack Project mine and other potential sources in North America. 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. For more information, see Note 6(c).

On July 5, 2024, Talon Nickel sold a royalty to a subsidiary of Triple Flag Precious Metals Corp., Triple Flag USA Royalties Ltd. ("Triple Flag US") and warrants to TF R&S Canada Ltd. for gross proceeds of US\$8.0 million or C\$10.9 million. After deducting transaction costs of \$0.2 million, the net proceeds were C\$10.7 million, which was allocated C\$10.5 million to the royalty and \$0.2 million to the warrants. The Company issued 8 million common share purchase warrants on July 5, 2024, each exercisable to acquire one common share of the Company for a period of two years expiring July 5, 2026 at an exercise price of C\$0.20 per share.

The royalty component was accounted for as a reduction to resource properties and deferred expenditures. The royalty is a 1.67% net smelter returns royalty on the Company's interest in the Tamarack Project subject to the Talon Buy-Back Right further described below (the "New Royalty"). Exercisable for a period of up to two years following the closing date of the Triple Flag US Transaction, subject to acceleration in certain circumstances, Talon has a buy-back right (the "Talon Buy-Back Right") of 0.67% of the New Royalty for US\$5.0 million, which would thereby reduce the New Royalty to 1.0%. The exercise of the Talon Buy-Back Right is at the Company's discretion. In the event of a change of control transaction with respect to Talon during the two-year period, to the extent not exercised, the Talon Buy-Back Right will terminate early on the date which is 25 days after the completion of such change of control transaction. Triple Flag US has a right to increase the designated percentage of the New Royalty by an additional 0.50% on the payment of an additional US\$2.0 million in the event that the Company's cash balance decreases to an amount that is less than US\$2.0 million and such decrease is not cured within a period of 60 days. The Talon Buy-Back Right would also terminate in these circumstances. The right of Triple Flag US to increase the designated percentage terminates with respect to an applicable cash balance reduction if such right is not exercised within a further period of 60 days after the expiry of the Company's cure period.

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

**For the three and six months ended June 30, 2025 and 2024**

***(Expressed in Canadian dollars)***

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In May 2025, Talon Nickel and Westmoreland Mining LLC (“Westmoreland”) signed an option agreement for Talon Nickel to secure an approximately 256 acre portion of the former Westmoreland coal mine site near Beulah, North Dakota and the associated 7-mile rail spur (the “Westmoreland Property”) for the development of the BMPF. Subject to an initial 3 month due diligence period for Talon Nickel, Westmoreland granted Talon Nickel the sole and exclusive right and option to purchase (the “Purchase Option”) the Westmoreland Property. Talon Nickel may exercise the Purchase Option at anytime at its sole discretion over the ensuing 3 year period (the “Option Period”).

In consideration for the Purchase Option, Talon will issue Westmoreland 15,000,000 consideration options (the “Consideration Options”) to purchase common shares of Talon with a 3 year term from the date of issuance and at an exercise price equal to the volume weighted average trading price of the common shares of Talon on the TSX for the five trading days immediately preceding the date the Consideration Options are issued.

**Purchase Option** - Subject to the terms and conditions of the Consideration Options, one-third of the Consideration Options will vest immediately on the date of issuance; an additional one-third of the Consideration Options will vest on the one year anniversary of the date of issuance; and the last one-third of the Consideration Options will vest on the two year anniversary of the date of issuance. In the event that at any time during the Option Period Talon Nickel shall elect to terminate the Purchase Option, Westmoreland shall retain any Consideration Options which shall at such time have vested in accordance with the vesting schedule set out above, and all such vested Consideration Options shall remain outstanding and exercisable and any unvested Consideration Options at such time shall be deemed to be cancelled. In the event that at any time during the Option Period the Company shall elect to exercise the Purchase Option, any Consideration Options which at such time shall not yet have vested in accordance with the vesting schedule set out above shall automatically vest upon the exercise of the Purchase Option and all such Consideration Options shall be exercisable. The issuance of the Consideration Options remains subject to the final approval of the TSX.

**Purchase Price** - Upon the exercise of the Purchase Option by Talon Nickel, title to the Westmoreland Property will be transferred to Talon Nickel in consideration for Talon Nickel making future ore delivery payments to Westmoreland (the “Purchase Price”). Effective as of the first delivery of nickel bearing ore to the BMPF, Talon Nickel will pay Westmoreland \$0.50 per metric ton of ore delivered to the BMPF (based on the nickel bearing ore having a grade between 1% and 5%). Any ore delivered that has a nickel grade of 1% or less will not be subject to any payment to Westmoreland in respect of such ore. Any ore delivered that has a nickel grade greater than 5% will be subject to a pro-rata increased payment relative to 5%. The Purchase Price is capped at \$10 million.

### **(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

## **Talon Metals Corp.**

### **Notes to the Condensed Interim Consolidated Financial Statements**

**For the three and six months ended June 30, 2025 and 2024**

***(Expressed in Canadian dollars)***

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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 UPX 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 UPX Properties.

In addition to the Michigan UPX properties, on June 26, 2024, the Michigan Department of Natural Resources issued leases for approximately 23,000 acres of additional mineral leases in the Upper Peninsula of Michigan to Talon Michigan LLC (the "Michigan State Leases"). The Company also has rights to explore certain other properties in Michigan that are not subject to the UPX Option Agreement (together with the Michigan State Leases, the "Michigan Talon Properties"). To the extent the Michigan Talon Properties are within an area of interest defined in the UPX Option Agreement, a royalty of 0.25% is payable to UPX.

Collectively, the Michigan UPX Properties and the Michigan Talon Properties are referred to as the "Michigan Properties".

On March 5, 2025 Talon entered into an exclusivity agreement with Lundin Mining Corporation ("Lundin Mining") as the parties negotiate an earn-in agreement (the "Lundin Option Agreement") pursuant to which Lundin Mining may acquire up to a 70% ownership interest in an area of interest that includes the Boulderdash and Roland exploration targets (the "Lundin Optioned Properties"), which are in close proximity to Lundin Mining's Eagle Mine. The Lundin Optioned Properties form part of the Michigan Properties.

Lundin Mining has advanced Talon US\$5 million (C\$6.8 million) (the "Advance Payment") to, among other things, commence drilling on the Lundin Optioned Properties as soon as the Lundin Option Agreement is entered into.

In the event that Talon and Lundin Mining do not enter into the Lundin Option Agreement for any reason by August 31, 2025 (which date has been extended from March 31, 2025 and may be further extended as agreed between the parties), Talon will at its sole election either, (i) repay the Advance Payment in cash, or (ii) issue Lundin Mining that number of common shares of Talon (the "Talon Shares") equal to the Advance Payment at a deemed price per Talon Share based on the 5-day volume weighted average trading price of the Talon Shares on the TSX at such time.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

### (c) Government Grants

The Company has been awarded four U.S. federal government grants as discussed in further detail below. The tables that follow summarize the total potential amount of the grants, the amount received to date and the balance of the grant that may be received, presented in both U.S. and Canadian dollars. There is no guarantee that the full amount of the grants will be received.

Canadian dollars	DOE BMPF Grant - Note 6(c)(i)	DOD Exploration Grant - Note 6(c)(ii)	Columbia Grant - Note 6(c)(iii)	DLA Grant - Note 6(c)(iv)	Total
Total amount of grant	\$ 156,684,867	\$ 28,114,329	\$ 984,296	\$ 3,368,698	\$ 189,152,190
Government grant received as of Dec 31, 2022	-	-	-	-	-
Received in 2023	-	-	195,388	-	195,388
Government grant received as of Dec 31, 2023	\$ -	\$ -	\$ 195,388	\$ -	\$ 195,388
Received in 2024	494,735	4,520,075	752,713	-	5,767,523
Government grant received as of Dec 31, 2024	\$ 494,735	\$ 4,520,075	\$ 948,101	\$ -	\$ 5,962,911
Received in 2025	759,577	722,669	16,187	188,794	1,687,227
Government grant received as of Jun 30, 2025	\$ 1,254,312	\$ 5,242,744	\$ 964,288	\$ 188,794	\$ 7,650,138
Balance of grant to be received	\$ 155,430,555	\$ 22,871,585	\$ 20,008	\$ 3,179,904	\$ 181,502,052
Note: Totals may not balance due to rounding					
U.S. dollars	DOE BMPF Grant - Note 6(c)(i)	DOD Exploration Grant - Note 6(c)(ii)	Columbia Grant - Note 6(c)(iii)	DLA Grant - Note 6(c)(iv)	Total
Total amount of grant	\$ 114,846,344	\$ 20,607,146	\$ 721,466	\$ 2,469,177	\$ 138,644,133
Government grant received as of Dec 31, 2022	-	-	-	-	-
Received in 2023	-	-	142,100	-	142,100
Government grant received as of Dec 31, 2023	\$ -	\$ -	\$ 142,100	\$ -	\$ 142,100
Received in 2024	362,430	3,237,333	555,964	-	4,155,727
Government grant received as of Dec 31, 2024	\$ 362,430	\$ 3,237,333	\$ 698,064	\$ -	\$ 4,297,827
Received in 2025	529,086	513,425	11,219	136,689	1,190,419
Government grant received as of Jun 30, 2025	\$ 891,516	\$ 3,750,758	\$ 709,283	\$ 136,689	\$ 5,488,246
Balance of grant to be received	\$ 113,954,828	\$ 16,856,388	\$ 12,183	\$ 2,332,488	\$ 133,155,887

### (i) US Department of Energy – Battery Minerals Processing Facility (North Dakota) (“DOE BMPF Grant”)

Effective November 1, 2023, Talon Nickel (as operator of the Tamarack Project) entered into an agreement with the US Department of Energy setting the terms, conditions, and performance milestones for \$156.7 million (US\$114.85 million) in grant funding on a cost-share basis towards project development, including engineering and permitting, construction and execution costs, as well as operational readiness of the Battery Minerals Processing Facility.

### (ii) US Department of Defense – Nickel Exploration in Minnesota and Michigan (“DOD Exploration Grant”)

Effective September 11, 2023, Talon Nickel entered into an agreement with the US Department of Defense’s Office of Manufacturing Capability Expansion and Investment Prioritization to accelerate and expand the Company’s efforts to discover and secure additional domestic supply of nickel for the growing US battery manufacturing base and defense related supply chains. As part of the agreement, the US Department of Defense will contribute \$28.1 million (US\$20.6 million) on a cost-share basis by December 31, 2027 for exploration in Minnesota and Michigan.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

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### (iii) US Department of Energy – Columbia University Processing (“Columbia Grant”)

On February 24, 2023, Talon Nickel was selected as a subrecipient under a project lead by Columbia University. Talon Nickel's role in the project is to provide nickel concentrate so that Columbia University can research and test its novel hydrometallurgical process for recovering and refining metals from the nickel concentrate.

The maximum amount receivable under this grant is \$1.0 million (US\$0.7 million) on a cost-share basis over a 3-year period. Substantially all of this grant has been received.

### (iv) US Department of Defense – Defense Logistics Agency (“DLA Grant”)

On December 11, 2024, Talon Nickel was awarded a research and development contract from the Department of Defense's Defense Logistics Agency (“DLA”) to fund scientific research on new approaches for extracting nickel, cobalt and iron from domestic nickel sulphide ores and tailings. As part of this agreement, the DLA will provide funding in the fixed amount of \$3.4 million (US\$2.47 million).

As of June 30, 2025, the DLA had advanced \$1,122,900 (US\$823,059) of which \$936,413 (US\$686,369) is being held to cover future expenditures associated with the contract.

### (d) Prepayment – long term

In connection with the Tamarack Project, the Company has deposited \$1.5 million with the Minnesota Department of Natural Resources (“MNDNR”) to pay for certain environmental review costs incurred by the MNDNR and other Minnesota state agencies. As the deposit is spent, the Company reclassifies the spent amount from prepayment to Resource properties and deferred expenditures.

## 7. MORTGAGE PAYABLE

On March 8, 2024, a subsidiary of the Company purchased a property in L'Anse, Michigan to be used as a core shed and office for operations in Michigan. The down payment was 50% of the purchase with the remainder financed with a mortgage. The terms of the mortgage included an initial principal amount of \$185,226 (US\$137,500), a fixed interest rate of 7.75%, an amortization period of 15 years and an initial mortgage term of five years. As of June 30, 2025, the outstanding mortgage is \$175,917 (US\$128,943), comprising a current portion of \$ 21,347 (US\$15,647) and a long-term portion of \$ 168,783 (US\$113,296).

## 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. The Company has recorded this obligation separately for the Tamarack Project and Michigan properties. 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.

### (a) Tamarack Project

As of June 30, 2025, the Company estimated the asset retirement obligation to be \$1,493,936 (December 31, 2024 – \$1,503,613). Key assumptions include total undiscounted pre-inflation estimated costs of \$1,659,262 (December 31, 2024 – \$1,729,270), inflation of 3.0% (December 31, 2024 – 3.0%) and a

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

discount rate of 4.25% (December 31, 2024 – 4.60%) based on the yield on U.S. government bonds with a similar term to maturity of the total expected costs.

The obligation is expected to be paid primarily over the years 2026 to 2037. The estimated change during the period or year was included in Resource properties and deferred expenditures.

	Six months ended June 30, 2025	Year ended December 31, 2024
Beginning of the year	\$ 1,503,613	\$ 1,372,140
Changes in the estimate	96,493	188,731
Amounts incurred	(101,498)	(156,169)
Interest rate accretion	32,315	63,682
Change in the discount rate	43,241	(85,947)
Foreign exchange translation	(80,228)	121,176
End of the year or period	\$ 1,493,936	\$ 1,503,613

Sensitivity analysis: If certain variables were changed, the balance of the asset retirement obligation on June 30, 2025 would change as follows:

Variable changed	Result - low	Result - high
Cost - 5% decrease and increase	\$ 1,420,000	\$ 1,570,000
Inflation rate - 1% decrease and increase	\$ 1,380,000	\$ 1,620,000
Discount rate - 1% decrease and increase	\$ 1,380,000	\$ 1,620,000

### (b) Michigan Properties

As of June 30, 2025, the Company estimated the asset retirement obligation to be \$152,085 (December 31, 2024 – \$101,821). Key assumptions include total undiscounted pre-inflation estimated costs of \$155,530 (December 31, 2024 – \$103,601), inflation of 3.0% (December 31, 2024 – 3%) and a discount rate of 3.69% (December 31, 2024 – 4.20%) based on the yield on U.S. government bonds with a similar term to maturity of the total expected costs.

The obligation is expected to be paid primarily over the years 2028 to 2039. The estimated change during the period or year was included in Resource properties and deferred expenditures.

	Six months ended June 30, 2025	Year ended December 31, 2024
Beginning of the year	\$ 101,821	\$ -
Changes in the estimate	51,090	104,480
Amounts incurred	-	(8,220)
Interest rate accretion	1,944	681
Change in the discount rate	2,508	-
Foreign exchange translation	(5,278)	4,881
End of the year or period	\$ 152,085	\$ 101,821

Sensitivity analysis: If certain variables were changed, the balance of the asset retirement obligation on June 30, 2025 would change as follows:

Variable changed	Result - low	Result - high
Cost - 5% decrease and increase	\$ 197,500	\$ 218,300
Inflation rate - 1% decrease and increase	\$ 200,800	\$ 215,100
Discount rate - 1% decrease and increase	\$ 200,900	\$ 215,100

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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### **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 – 934,718,967 at December 31, 2024 and 1,125,351,351 at June 30, 2025.

#### **Common share financings**

There were no common share financings during 2024.

On June 18, 2025, the Company completed a LIFE offering private placement of 115,000,000 units and a concurrent private placement of 71,318,184 units for a total of 186,318,184 units at a price of \$0.22 per unit, for aggregate gross proceeds of \$40,990,000 (the “June 2025 Private Placement”). Each unit consisted of one common share and one-half of a share purchase warrant of the Company, resulting in the issuance of 186,318,184 common shares and 93,159,092 warrants (the “June 2025 Investor Warrants”). Each whole June 2025 Investor Warrant entitles the holder to acquire one common share at a price of \$0.28 for a period of three years following the closing of the June 2025 Private Placement. In connection with the LIFE offering private placement, the Company issued 5,750,000 broker warrants (the “June 2025 Broker Warrants”) with an exercise price of \$0.22 expiring three years following the closing of the June 2025 Private Placement. Issuance costs were \$3,045,818 for items such as legal fees and commissions resulting in net proceeds before the June 2025 Broker Warrants of \$37,944,182. The June 2025 Broker Warrants were valued at \$415,381 using the estimates provided in Note 9(b).

The net proceeds of the June 2025 Private Placement of \$37,528,801 were allocated \$32,049,132 to the Common Shares and \$5,479,669 to the June 2025 Investor Warrants. The June 2025 Investor Warrants were valued at \$5,479,669 using the estimates provided in Note 9(b).

#### **Shares issued for accounts payable**

On January 31, 2024, the Company issued 657,414 common shares of the Company valued at \$0.14 per common share to settle accounts payable of \$115,048 resulting in a gain of \$23,010. Issuance costs were \$26,626 for legal and listing fees.

On April 24, 2025, the Company issued 4,314,200 common shares of the Company valued at \$0.07 per common share to settle accounts payable of \$302,079. Issuance costs were \$37,627 for legal and listing fees which have been expensed.

#### **Shares issued in connection with the exercise of stock options**

During the year ended December 31, 2024 and during the three and six months ended June 30, 2025, no options have been exercised.

#### **(b) Warrants**

Warrant transactions for the six months ended June 30, 2025 and the year ended December 31, 2024 are as follows:

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

	Six months ended June 30, 2025			Year ended December 31, 2024		
	Number of warrants	Exercise price	Fair value net of costs	Number of warrants	Exercise price	Fair value net of costs
Outstanding – beginning of the year	8,000,000	\$ 0.20	\$ 194,889	-	\$ -	\$ -
Issued	93,159,092	0.28	5,479,669	8,000,000	0.20	194,889
Issued	5,750,000	0.22	415,381			
Exercised	-	-	-	-	-	-
Expired	-	-	-	-	-	-
Outstanding – end of the year or period	106,909,092	\$ 0.27	\$ 6,089,939	8,000,000	\$ 0.20	\$ 194,889

On July 5, 2024, in connection with the issuance of the New Royalty, 8,000,000 warrants were issued to TF R&S Canada Ltd. having a contractual life of two years and an exercise price of \$0.20. These warrants were valued using the following estimates: share price of \$0.14, risk-free interest rate – 3.5%, expected life – two years, expected volatility – 60% and dividend yield – 0%

The June 2025 Investor Warrants issued June 18, 2025 have a contractual life of 3 years and an exercise price of \$0.28. The Investor Warrants were valued using the following estimates: share price of \$0.28, risk-free interest rate – 2.85%, expected life – 3 years, expected volatility – 60% and dividend yield – 0%.

The June 2025 Broker Warrants issued June 18, 2025 have a contractual life of 3 years and an exercise price of \$0.22. The Broker Warrants were valued using the following estimates: share price of \$0.28, risk-free interest rate – 2.85%, expected life – 3 years, expected volatility – 60% and dividend yield – 0%.

As at June 30, 2025 and December 31, 2024 warrants outstanding were as follows:

June 30, 2025			December 31, 2024		
Outstanding	Exercise price	Expiration date	Outstanding	Exercise price	Expiration date
8,000,000	\$ 0.20	July 5, 2026	8,000,000	\$ 0.20	July 5, 2026
93,159,092	0.28	June 18, 2028	-	-	
5,750,000	0.22	June 18, 2028	-	-	
106,909,092	\$ 0.27		8,000,000	\$ 0.20	

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

### 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 the Company 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 six months ended June 30, 2025 and the year ended December 31, 2024 is as follows:

	Six months ended June 30, 2025			Year ended December 31, 2024		
	Number of stock options	Exercise price	Proceeds from exercise	Number of stock options	Exercise price	Proceeds from exercise
Outstanding – beginning of the year	136,454,497	\$ 0.17	\$ -	124,267,682	\$ 0.37	\$ -
Granted	9,524,000	0.10	-	33,005,965	0.15	-
Exercised	-	-	-	-	-	-
Cancelled	(4,125,000)	0.19	-	(18,650,000)	0.37	-
Expired	(3,250,000)	0.10	-	(2,169,150)	0.10	-
Amended	-	-	-	(107,483,532)	0.36	-
Amended - change in exercise price and expiry date	-	-	-	17,515,000	0.22	-
Amended - change in exercise price only	-	-	-	47,307,736	0.21	-
Amended - change in expiry date only	-	-	-	42,660,796	0.12	-
Outstanding – end of the period	138,603,497	\$ 0.16	\$ -	136,454,497	\$ 0.17	\$ -

As detailed in the table above, on February 27, 2024, after receiving shareholder and TSX approval, 107,483,532 stock options were amended by (i) reducing the exercise price to \$0.20, and in the case of stock options held by the directors, the CEO, the former President and the CFO, reducing the exercise price to \$0.25; and/or (ii) extending the expiration date by five years from the date of their original expiration date (only if the stock options were expiring on or before December 28, 2025). All stock options that were amended are subject to a new vesting schedule: 50% of the stock options vest on February 27, 2025 and 50% vest on August 27, 2025. The additional stock-based compensation as a result of the amendments was \$4.3 million which will be amortized to the Consolidated Statements of Loss and Comprehensive Loss, and resource properties and deferred expenditures over the period February 27, 2024, to August 27, 2025.

No options were exercised during the six months ended June 30, 2025 and for the year ended December 31, 2024.

Except as noted below, all options issued during the six months ended June 30, 2025 and for the year ended December 31, 2024 vest over one year and have an expiration date that is five years from the date of grant.

On April 15, 2024, the Company issued 1,000,000 stock options with an exercise price of \$0.20 to a new consultant which vest over 18 months.

On November 1, 2024, the Company issued 4,200,000 stock options with an exercise price of \$0.10 to consultants which vest over 6 months.

On November 20, 2024, the Company issued 500,000 stock options with an exercise price of \$0.10 to an officer which vested on the date of grant.

On November 26, 2024, the Company issued 3,855,865 stock options with an exercise price of \$0.085 to officers which vested on the date of grant.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

On April 10, 2025, the Company issued 5,324,000 stock options with an exercise price of \$0.10 to officers and directors which vested on the date of grant.

On April 10, 2025, the Company issued 1,000,000 stock options with an exercise price of \$0.10 to a consultant which vest in 6 months.

On June 30, 2025, the Company had the following stock options outstanding:

Date of grant or amendment	Number of options	Exercise price	Exercisable	Exercise price	Expiration Date
August 14, 2020	625,000	0.26	625,000	0.26	August 14, 2025
December 28, 2020	740,000	0.51	740,000	0.51	December 28, 2025
February 27, 2024	3,557,736	0.20	2,082,736	0.20	March 19, 2026
February 27, 2024	450,000	0.20	350,000	0.20	May 28, 2026
February 27, 2024	3,750,000	0.25	2,500,000	0.25	May 28, 2026
February 27, 2024	8,050,000	0.20	7,525,000	0.20	June 25, 2026
February 27, 2024	1,350,000	0.20	725,000	0.20	October 22, 2026
November 1, 2024	4,200,000	0.10	4,200,000	0.10	November 1, 2026
February 27, 2024	1,600,000	0.25	800,000	0.25	January 13, 2027
February 27, 2024	4,600,000	0.20	3,050,000	0.20	February 3, 2027
February 27, 2024	1,200,000	0.20	650,000	0.20	February 18, 2027
February 27, 2024	1,550,000	0.20	775,000	0.20	March 9, 2027
February 27, 2024	200,000	0.20	100,000	0.20	April 14, 2027
February 27, 2024	200,000	0.20	100,000	0.20	May 16, 2027
February 27, 2024	100,000	0.20	100,000	0.20	September 15, 2027
February 27, 2024	100,000	0.20	50,000	0.20	September 29, 2027
February 27, 2024	4,350,000	0.20	2,800,000	0.20	December 20, 2027
February 27, 2024	1,500,000	0.25	1,500,000	0.25	December 20, 2027
February 27, 2024	1,100,000	0.20	550,000	0.20	January 16, 2028
February 27, 2024	100,000	0.20	50,000	0.20	February 15, 2028
February 27, 2024	200,000	0.20	100,000	0.20	March 15, 2028
February 27, 2024	3,400,000	0.20	1,750,000	0.20	May 23, 2028
February 27, 2024	950,000	0.20	525,000	0.20	June 15, 2028
February 27, 2024	600,000	0.20	300,000	0.20	November 1, 2028
December 21, 2023	200,000	0.205	200,000	0.205	December 21, 2028
February 27, 2024	200,000	0.20	100,000	0.20	December 21, 2028
November 20, 2024	500,000	0.10	500,000	0.10	December 31, 2028
January 15, 2024	1,750,000	0.20	1,750,000	0.20	January 15, 2029
February 27, 2024	26,218,061	0.095	23,735,054	0.095	March 22, 2029
April 15, 2024	1,700,000	0.20	700,000	0.20	April 15, 2029
May 21, 2024	600,000	0.20	600,000	0.20	May 21, 2029
May 30, 2024	10,825,000	0.20	10,825,000	0.20	May 30, 2029
February 27, 2024	4,962,735	0.18	4,962,735	0.18	June 6, 2029
February 27, 2024	1,000,000	0.18	500,000	0.18	October 2, 2029
February 27, 2024	6,000,000	0.165	3,000,000	0.165	October 28, 2029
October 28, 2024	700,000	0.10	525,000	0.10	October 28, 2029
November 26, 2024	3,855,965	0.085	3,855,965	0.085	November 26, 2029
February 27, 2024	900,000	0.145	450,000	0.145	December 12, 2029
December 19, 2024	6,550,000	0.09	3,275,000	0.09	December 19, 2029
February 27, 2024	1,980,000	0.10	990,000	0.10	March 13, 2030
February 27, 2024	350,000	0.145	175,000	0.145	July 22, 2030
February 27, 2024	500,000	0.145	250,000	0.145	July 23, 2030
February 27, 2024	350,000	0.20	175,000	0.20	August 7, 2030
February 27, 2024	150,000	0.20	75,000	0.20	August 14, 2030
February 27, 2024	200,000	0.20	100,000	0.20	August 15, 2030
February 27, 2024	200,000	0.20	100,000	0.20	October 28, 2030
February 27, 2024	7,000,000	0.20	3,700,000	0.20	December 28, 2030
February 27, 2024	7,915,000	0.25	6,875,000	0.25	December 28, 2030
April 9, 2025	200,000	0.085	-	0.085	April 9, 2030
April 10, 2025	6,324,000	0.10	5,324,000	0.10	April 10, 2030
April 25, 2025	3,000,000	0.105	-	0.105	April 25, 2030
Total / weighted average	138,603,497	\$ 0.16	104,690,490	\$ 0.16	

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

The Company determined the fair value of the stock options issued or amended during the three and six months ended June 30, 2025 and 2024 using the Black-Scholes option pricing model using the following assumptions:

	Three months ended June 30,		Six months ended June 30,	
	2025	2024	2025	2024
Share Price	Closing price on the day prior to the grant date		Closing price on the day prior to the grant date	
Risk-free interest rate	2.79% - 2.80%	3.66% - 3.75%	2.79% - 2.80%	1.52% - 3.56%
Expected life	5 years	5 years	5 years	5 years
Expected volatility	60%	60%	60%	60%
Dividend yield	0%	0%	0%	0%
Forfeiture rate	0%	0%	0%	0%

Stock option compensation expense for the three and six months ended June 30, 2025 and 2024, presented in the table below, was recognized in the 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 six months ended June 30, 2025 and 2024, also presented in the table below.

	Three months ended		Six months ended	
	June 30, 2025	June 30, 2024	June 30, 2025	June 30, 2024
Stock option compensation - expensed	\$ 71,475	\$ 319,239	\$ 174,232	\$ 534,142
Stock option compensation - capitalized	477,258	835,594	976,657	1,544,279
Stock option compensation - total	\$ 548,733	\$ 1,154,833	\$ 1,150,889	\$ 2,078,421

## 11. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash and cash equivalents, treasury bills and term deposits, accounts and other receivables excluding HST, accounts payable and accrued liabilities.

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:

	June 30, 2025	December 31, 2024
Level 1		
Cash and cash equivalents	\$ 32,244,019	\$ 5,390,841
Treasury bills and term deposits	\$ 8,953,331	\$ 44,312

## 12. 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. The cash deposits and term deposits are held with major international 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.

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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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.

On July 5, 2024, the Company received \$10.9 million (US\$8.0 million) related to the sale of a royalty to Triple Flag US and the sale of warrants to TF R&S Canada Ltd.

On June 18, 2025, the Company completed the June 2025 Private Placement.

Net proceeds from the issuance of common shares and warrants for the six months ended June 30, 2025 was \$37.9 million (year ended December 31, 2024 – nil).

Proceeds from the exercise of stock options for the six months ended June 30, 2025 was nil (year ended December 31, 2024 – nil).

As of June 30, 2025, the Company had a working capital of \$29.1 million (December 31, 2024 – \$3.1 million). The working capital amount does not include government cost-share payments expected to be received by the Company as a result of expenditures made by the Company which are eligible for cost-share pursuant to the Company's government grants (see Note 6(c) for further information).

Working capital is defined as current assets less current liabilities. The Company has incurred losses and negative cashflows from operations and has an accumulated deficit of \$111.2 million (December 31, 2024 – \$109.2 million).

To meet future working capital requirements, the Company will need to raise financing, reduce expenditures or certain activities, sell non-core assets, receive government grant funding, generate revenue and profit from contracts for drilling and exploration services and/or develop the Tamarack Project into a profitable mine. There can be no assurance that the Company will be successful in carrying out any of these activities to meet the Company's future working capital requirements and commitments and continue operations for the foreseeable future (see Note 1).

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.

World events, including the wars in Ukraine and Israel, increases in interest rates, high inflation, capital and stock market volatility and the decrease in global nickel prices have had a negative impact on the Company's ability to raise capital and/or operations.

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)**

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### **(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 June 30, 2025 and December 31, 2024, 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 June 30, 2025 and December 31, 2024, Talon is exposed to movements in the United States dollar primarily as a result of cash on hand, the asset retirement obligation, the majority of accounts payable and the majority of the costs associated with operating the Tamarack Project.

At June 30, 2025, the Company had net monetary asset in United States dollars of \$28.9 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 six months ended June 30, 2025 of approximately \$1.4 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 primarily 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.

## **13. CAPITAL RISK MANAGEMENT**

Capital is comprised of equity which at June 30, 2025 was \$278.5 million (December 31, 2024 – \$254.1 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 to pursue the exploration and development of its mineral properties and earn an appropriate risk-adjusted return on capital provided by shareholders and government. 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.

# Talon Metals Corp.

## Notes to the Condensed Interim Consolidated Financial Statements For the three and six months ended June 30, 2025 and 2024 (Expressed in Canadian dollars)

Management reviews its capital management approach on an ongoing basis. There were no changes in the Company's approach to capital management during the six months ended June 30, 2025 and the year ended December 31, 2024.

For further discussion related to Capital Risk Management, see Note 12(b) "Liquidity Risk".

### 14. 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.

Included in accounts payable is nil board and chairman fees payable to directors and the Chairman of the Company (December 31, 2024 – \$101,368) and nil (December 31, 2024 – \$168,233) of salaries payable to the CEO, former President and CFO.

The remuneration, including benefits, of directors and officers of the Company for the three and six months ended June 30, 2025 and 2024 was as follows:

	Six months ended June 30,		Three months ended June 30,	
	2025	2024	2025	2024
Salaries and benefits of officers	\$ 1,603,251	\$ 2,008,129	\$ 795,937	\$ 999,716
Board fees	111,250	41,250	\$ 88,125	20,625
Stock-based compensation	364,842	1,117,148	\$ 176,372	702,723
Total Aggregate Compensation	\$ 2,079,343	\$ 3,166,527	\$ 1,060,434	\$ 1,723,064
Capitalized portion included in Total Aggregate Compensation (capitalized to Resource properties and deferred expenditures):				
Salaries and benefits of officers	\$ 1,130,457	\$ 1,734,589	\$ 572,137	\$ 1,002,264
Stock-based compensation	251,516	634,513	\$ 140,866	413,668
Total	\$ 1,381,973	\$ 2,369,102	\$ 713,003	\$ 1,415,932

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".

By agreement, the fees earned by the Chairman of the Company during the year ended December 31, 2024 were reduced from \$100,000 to \$18,868.

In order to preserve cash, commencing November 1, 2024, the CEO, former President and CFO of the Company agreed to defer payment of their salaries until the earlier of certain conditions being met related to the Company being in a sufficiently strong financial position to pay these salaries or May 1, 2025 in exchange for the vesting of all stock options issued to these executives and an additional payment of 50% of the amount of the deferred salaries, if and when, the deferred salaries are paid. The CEO and CFO deferred four months of salaries for the period November 1, 2024 to February 28, 2025, which were paid on March 15, 2025. The former President deferred two months of salaries for the period November 1, 2024 to December 31, 2024, which was paid on April 10, 2025. The additional 50% payment related to the CEO and CFO deferring salary was settled by issuing stock options on April 10, 2025 (see below) while the additional 50% payment related to the former President deferring salary was paid in cash on June 27, 2025.

On February 27, 2024, after receiving shareholder and TSX approval, certain stock options issued to directors and officers were amended by (i) reducing the exercise price to \$0.20, and in the case of stock options held by the directors, the CEO, the former President and the CFO, reducing the exercise price to \$0.25; and/or (ii) extending the expiration date by five years from their original expiration date (only if the stock options were expiring on or before December 28, 2025). All stock options that were amended are subject to a new vesting schedule: 50% of the stock options vest on February 27, 2025 and 50% vest on August 27, 2025. A total of 22,507,736 stock options issued to directors and officers had a change in

# **Talon Metals Corp.**

## **Notes to the Condensed Interim Consolidated Financial Statements**

**For the three and six months ended June 30, 2025 and 2024**

***(Expressed in Canadian dollars)***

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exercise price only, a total of 12,365,000 stock options issued to directors and officers had a change in both the exercise price and the expiry date, and a total of 35,985,438 stock options issued to directors and officers had a change in the expiry date only.

In May 2024, 2,250,000 options were issued to officers with an exercise price of \$0.20 that vest over one year and have an expiration date that is five years from the date of grant.

In November 2024, 4,355,965 options were issued to officers which included 500,000 options with an exercise price of \$0.10 and 3,855,965 options with an exercise price of \$0.085. These options vested at the time of issuance and have an expiration date that is five years from the date of grant.

In December 2024, 1,250,000 options were issued to officers with an exercise price of \$0.09 that vest over one year and have an expiration date that is five years from the date of grant.

On April 10, 2025, 2,229,000 options were issued to the CEO and CFO with an exercise price of \$0.10 which vested on the date of grant and have an expiration date that is five years from the date of grant to settle accounts payable related to the additional payment associated with deferring their salaries as discussed above.

On April 10, 2025, 3,095,000 options were issued to directors with an exercise price of \$0.10 that vested on the date of grant and have an expiration date that is five years from the date of grant to settle deferred chairman and board fees payable related to the period from January 2024 to March 2025.

### **15. 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 June 30, 2025 was \$25,030 (December 31, 2024 - \$23,270). The change from December 31, 2024 to June 30, 2025 was the result foreign currency translation from Brazilian Real to Canadian dollars. The Company has been named a defendant in a legal action in Brazil related to a labour lawsuit involving a former employee (the Company has appealed the ruling). Legal counsel is of the opinion that some amount of loss is probable and thus a provision as noted above has been recognized.

### **16. GEOGRAPHIC INFORMATION**

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