



**CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS**

**For the three months ended
March 31, 2025**

In Canadian Dollars

Unaudited

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of Niobay Metals Inc. have been prepared by and are the responsibility of the Company's management. The Company's independent auditor has not performed a review of these unaudited condensed interim consolidated financial statements.

Niobay Metals Inc.
Consolidated Statements of Financial Position
(Unaudited)

| <i>(in Canadian dollars)</i> | March 31, 2025 | December 31, 2024 |
|--|---------------------------|----------------------|
| | \$ | \$ |
| ASSETS | | |
| Current | | |
| Cash and cash equivalents (Note 3) | 2,264,761 | 2,679,722 |
| Amounts receivable | 122,095 | 274,907 |
| Grant receivable (Note 5) | 141,673 | 10,569 |
| Prepaid expenses and deposits | 90,639 | 82,683 |
| | 2,619,168 | 3,047,881 |
| Non-current | | |
| Property and equipment | 365,892 | 384,590 |
| Exploration and evaluation assets (Note 4) | 115,000 | 115,000 |
| Investments | 7,268 | 4,845 |
| TOTAL ASSETS | 3,107,328 | 3,552,316 |
| LIABILITIES | | |
| Current | | |
| Accounts payable and accrued liabilities | 479,633 | 298,964 |
| Deferred premium on flow-through shares (Note 6) | 73,589 | 83,610 |
| TOTAL LIABILITIES | 553,222 | 382,574 |
| EQUITY | | |
| Share capital (Note 7) | 87,427,981 | 87,427,981 |
| Contributed surplus | 8,897,805 | 8,890,007 |
| Deficit | (92,995,237) | (92,397,344) |
| Equity attributable to shareholders of the Company | 3,330,549 | 3,920,644 |
| Non-controlling interests | (776,443) | (750,902) |
| TOTAL EQUITY | 2,554,106 | 3,169,742 |
| TOTAL LIABILITIES AND EQUITY | 3,107,328 | 3,552,316 |

COMMITMENTS AND CONTINGENCIES (NOTE 14)
SUBSEQUENT EVENT (NOTE 15)

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

/s/ Jean-Sébastien David
Jean-Sébastien David, President and
Chief Executive Officer

/s/ Raymond Legault
Raymond Legault, Director

Niobay Metals Inc.
Consolidated Statements of Loss and Comprehensive Loss
(Unaudited)

| <i>(in Canadian dollars)</i> | Three-months ended March 31, | |
|--|-------------------------------------|-------------|
| | 2025 | 2024 |
| | \$ | \$ |
| Exploration and evaluation expenses (Note 9) | 476,575 | 236,100 |
| Management and administration expenses (Note 10) | 281,900 | 264,755 |
| Share-based compensation costs | 7,798 | 5,168 |
| Depreciation of property and equipment | 18,698 | 22,641 |
| Operating loss | (784,971) | (528,664) |
| Income related to flow-through shares (Note 6) | 10,021 | - |
| Other income (Note 5) | 131,104 | - |
| Finance income | 18,005 | 34,766 |
| Loss on foreign exchange | (16) | (357) |
| Change in fair value of investments | 2,423 | - |
| Net loss and comprehensive loss | (623,434) | (494,255) |
| Net loss and comprehensive loss attributable to: | | |
| Shareholders of the Company | (597,893) | (470,145) |
| Non-controlling interests | (25,541) | (24,110) |
| Basic and fully diluted loss per common share (Note 11) | (0.01) | (0.01) |
| Weighted average number of common shares - basic and diluted (Note 11) | 107,277,572 | 79,651,856 |

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

Niobay Metals Inc.
Consolidated Statements of Shareholders' Equity
(Unaudited)

| <i>(in Canadian dollars, except for number of shares)</i> | Number of issued and outstanding common shares | Share capital | Contributed surplus | Deficit | Equity attributable to shareholders of the Company | Non- controlling interests | Total shareholders' equity |
|---|---|-------------------|------------------------|---------------------|---|----------------------------------|----------------------------------|
| | | \$ | \$ | \$ | \$ | \$ | \$ |
| Balance at December 31, 2024 | 107,277,572 | 87,427,981 | 8,890,007 | (92,397,344) | 3,920,644 | (750,902) | 3,169,742 |
| Share-based compensation | - | - | 7,798 | - | 7,798 | - | 7,798 |
| Net loss and comprehensive loss | - | - | - | (597,893) | (597,893) | (25,541) | (623,434) |
| Balance at March 31, 2025 | 107,277,572 | 87,427,981 | 8,897,805 | (92,995,237) | 3,330,549 | (776,443) | 2,554,106 |
| Balance at December 31, 2023 | 79,068,523 | 85,608,698 | 8,805,014 | (89,801,991) | 4,611,721 | (710,409) | 3,901,312 |
| Acquisition of exploration and evaluation assets (Note 4) | 1,250,000 | 75,000 | - | - | 75,000 | - | 75,000 |
| Share-based compensation | - | - | 5,168 | - | 5,168 | - | 5,168 |
| Net loss and comprehensive loss | - | - | - | (470,145) | (470,145) | (24,110) | (494,255) |
| Balance at March 31, 2024 | 80,318,523 | 85,683,698 | 8,810,182 | (90,272,136) | 4,221,744 | (734,519) | 3,487,225 |

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

Niobay Metals Inc.
Consolidated Statements of Cash Flows
(Unaudited)

| | Three months ended | |
|--|--------------------|-----------|
| | March 31, | |
| <i>(in Canadian dollars)</i> | 2025 | 2024 |
| | \$ | \$ |
| Operating activities | | |
| Net loss | (623,434) | (494,255) |
| Adjustments | | |
| Share-based compensation | 7,798 | 5,168 |
| Depreciation of property and equipment | 18,698 | 22,641 |
| Income related to flow-through shares (Note 6) | (10,021) | - |
| Other income (Note 5) | (131,104) | - |
| Change in fair value of investments | (2,423) | - |
| Foreign exchange loss | 16 | 357 |
| Changes in working capital items | | |
| Amounts receivable | 152,812 | 110,473 |
| Prepaid expenses and deposits | (7,956) | 25,551 |
| Accounts payable and accrued liabilities | 180,669 | 13,150 |
| Net cash flows used in operating activities | (414,945) | (316,915) |
| Investing activities | | |
| Additions to exploration and evaluation assets | - | (40,000) |
| Net cash flows used in investing activities | - | (40,000) |
| Effect of exchange rate changes on cash held in foreign currency | (16) | (357) |
| Net change in cash and cash equivalents | (414,961) | (357,272) |
| Cash and cash equivalents, beginning of period | 2,679,722 | 3,089,859 |
| Cash and cash equivalents, end of period | 2,264,761 | 2,732,587 |

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

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

March 31, 2025 (Unaudited, in Canadian dollars)

1. NATURE OF ACTIVITIES

Niobay Metals Inc. (“NioBay” or the “Company”) is primarily engaged in the acquisition and exploration of mineral properties. NioBay is domiciled in Canada and was incorporated under Part 1A of the *Companies Act* (Québec) and is now governed by the *Business Corporations Act* (Québec). The address of the Company’s registered office is 1 Place Ville-Marie, Suite 4000, Montréal, Québec, Canada.

The Company holds a 100% interest in the James Bay niobium property (the “James Bay Project”), located in northern Ontario, Canada and holds, through its 72.5%-owned subsidiary Crevier Minerals Inc. (“CMI”), the Crevier niobium and tantalum project, located in Québec, Canada. In addition, on February 21, 2024, the Company closed an option agreement to acquire an 80% undivided interest in the Foothills Project (see Note 6) located north of St. Urbain, 100 km north of Québec City and 90 km south of Saguenay, Québec, Canada.

NioBay’s common shares are listed on the TSX Venture Exchange under the symbol “NBY” and on the OTCQB Venture Market, a U.S. market operated by OTC Markets Group Inc. (“OTC”) in New York, under the symbol “NBYCF”.

The Board of Directors approved and authorized for issuance these consolidated financial statements on May 21, 2025.

These interim consolidated financial statements have been prepared using International Financial Reporting Standards (“IFRS Accounting Standard”) applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of operations as they come due.

2. BASIS OF PRESENTATION

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IAS 34, *Interim Financial Reporting* using the same accounting policies and methods of computation as the Company’s most recent annual consolidated financial statements.

These unaudited condensed interim consolidated financial statements do not contain all of the information and disclosures required for annual financial statements, and should be read in conjunction with the Company’s audited annual consolidated financial statements for the years ended December 31, 2024 and 2023 which have been prepared in accordance with IFRS Accounting Standard as issued by the International Accounting Standards Board.

3. CASH AND CASH EQUIVALENTS

| | March 31, 2025 | December 31, 2024 |
|------------------|---------------------------|----------------------|
| | \$ | \$ |
| Cash | 624,761 | 839,722 |
| Cash equivalents | 1,640,000 | 1,840,000 |
| | 2,264,761 | 2,679,722 |

Cash equivalents at March 31, 2025 are comprised of redeemable term deposits bearing a weighted-average interest rate of 3.1%, redeemable without penalty, and having various maturity dates until May 2025.

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

March 31, 2025 (Unaudited, in Canadian dollars)

4. EXPLORATION AND EVALUATION ASSETS

The Company's evaluation and exploration properties are as follows:

James Bay, Ontario

In June 2016, the Company completed the acquisition of the James Bay Project, from Barrick Gold Inc., James Bay Columbian Ltd. and Goldcorp Inc. (the "Sellers"). In exchange for a 100% interest in this property, the Company issued to the Sellers 1,000,000 common shares of the Company ("Common Shares") and paid a cash consideration of \$25,000. The Sellers retained a 2% net smelter returns ("NSR") royalty (the "Royalty") over all metals produced from this property. The Company has the right to buy-back 1% of the Royalty for an amount of \$2,000,000 (in constant 2016 dollars, subject to a cap of \$3,000,000) at any time. Moreover, the Sellers have the right to re-acquire a 51% interest in the property (the "Back-in Right"), in case of the establishment on the property of one or more deposits containing no less than 2 million gold ounces and/or gold equivalent ounces of resources in aggregate, upon payment by the Sellers to the Company of 2.5 times the Company's expenditures incurred on this property. The Back-in Right does not apply to the niobium content. The mining lease on the James Bay Project was renewed for a term of ten years as of March 1, 2018.

On March 28, 2018, OR Royalties Inc ("ORR") and NioBay (collectively, the "Parties") completed a private placement. ORR was granted an option to purchase a 1.0% royalty on all products to be produced from the James Bay Project. This option was exercisable by paying \$2,000,000 to NioBay at any time within 90 days following the delivery by NioBay to ORR of a bankable feasibility study on the James Bay Project. On December 17, 2020, ORR exercised its option.

As at March 31, 2025 and December 31, 2024, the net book value attributed to the James Bay Project is nil.

Crevier, Québec

The Company holds through its 72.5%-owned subsidiary CMI, the Crevier niobium and tantalum project, located in Québec, Canada. As at March 31, 2025 and December 31, 2024, the net book value attributed to this project is nil.

Foothills Project, Québec

On February 21, 2024 (the "Effective Date"), the Company closed a definitive option agreement (the "Option Agreement"), with Vior Inc. ("Vior") to acquire an 80% undivided interest in Vior's Foothills Project. The Option Agreement was amended on December 23, 2024 (the "Amended Agreement"). The Amended Agreement provides for the following terms and schedule:

| Period | Cash Payments | Share Payments | Minimum Work Expenditures |
|---------------|---------------|--|---------------------------|
| Closing Date | \$40,000 | 1,250,000 Common Shares | N/A |
| June 30, 2025 | \$40,000 | 1,250,000 Common Shares | \$400,000 |
| June 30, 2026 | \$60,000 | \$150,000 in Common Shares, subject to a minimum of 1,000,000 Common Shares | \$1,100,000 |
| June 30, 2027 | \$60,000 | \$250,000 in Common Shares, subject to a minimum of 1,000,000 Common Shares. | - |
| June 30, 2028 | \$200,000 | \$500,000 in Common Shares, subject to a minimum of 1,000,000 Common Shares | \$2,500,000 |

Installments are payable in Common Shares at a price per share equal to a 10-day VWAP, subject to a minimum issue price of \$0.055 per Common Shares.

In accordance with the Option Agreement, NioBay Metals has made the initial \$40,000 cash payment and issued 1,250,000 Common Shares (fair value of \$75,000).

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

March 31, 2025 (Unaudited, in Canadian dollars)

5. GOVERNMENT GRANT

In 2024, the Company entered into a grant agreement with the “*Consortium de recherche et d’innovation en transformation métallique*” (“CRITM”) for an amount up to \$500,000. Over a two-year period, the Company will be reimbursed for approximately 61% for costs incurred on the study entitled “*Demonstration of the niobium-tantalum concentration process on a pilot scale and production of niobium and tantalum oxides from the Crevier Project deposit located in the Lac St-Jean region*” (the “Study”).

During the three month period ended March 31, 2025, the Company incurred \$215,000 in eligible costs related to the Study (\$ nil in the three month period ended March 31, 2024), recognizing \$131,104 as other income in the consolidated statement of loss and comprehensive loss for this period (\$ nil in the three month period ended March 31, 2024). As at March 31, 2025, \$141,673 is recorded as a grant receivable (\$10,569 as at December 31, 2024).

6. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

| | December 31, 2024 | December 31, 2024 |
|---|----------------------|----------------------|
| | \$ | \$ |
| Balance – beginning of year | - | - |
| Liability on flow-through shares issued | 83,610 | 182,822 |
| Recognition of liability related to flow-through shares | (10,021) | (99,212) |
| Balance – end of year | <u>73,589</u> | <u>83,610</u> |

7. SHARE CAPITAL AND WARRANTS

Share capital

The Company is authorized to issue an unlimited number of common voting shares without par value.

Share purchase warrants (“Warrants”)

The following table sets out the activity in Warrants:

| | Number of Warrants | Price per share (\$) |
|-----------------------------|-----------------------|-------------------------|
| Balance – January 1, 2024 | 4,783,499 | 0.14 |
| Issued | 14,871,596 | 0.12 |
| Expired | - | - |
| Balance – December 31, 2024 | <u>19,655,095</u> | <u>0.12</u> |
| Balance – March 31, 2025 | <u>19,655,095</u> | <u>0.12</u> |

8. STOCK OPTIONS

The following table sets out the activity in stock options:

| | Number | Weighted average exercise price (\$) |
|--------------------------------------|------------------|--|
| Balance – January 1, 2024 | 3,140,000 | 0.31 |
| Grant | 1,310,000 | 0.06 |
| Expired | (180,000) | 0.18 |
| Balance – December 31, 2024 | <u>4,270,000</u> | <u>0.24</u> |
| Grant | 50,000 | 0.055 |
| Forfeited | (75,000) | 0.27 |
| Expired | (100,000) | 0.40 |
| Balance – March 31, 2025 | <u>4,145,000</u> | <u>0.23</u> |
| Exercisable options – March 31, 2025 | <u>3,221,667</u> | <u>0.28</u> |

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

March 31, 2025 (Unaudited, in Canadian dollars)

8. STOCK OPTIONS (continued)

Options, when granted, are accounted for at their fair value determined by the Black-Scholes option pricing model based on the following weighted average assumptions:

| | |
|--|-----------|
| Share price as at date of grant | \$0.055 |
| Exercise price as at date of grant | \$0.055 |
| Risk-free interest rate | 2.85% |
| Expected life of Options | 6.0 years |
| Annualized expected volatility | 90% |
| Dividend rate | 0% |
| Weighted average fair value per Option | \$0.04 |

The expected volatility was determined by calculating the "historical" volatility of the Company's Common Share price back from the date of the grant and for a period corresponding to the expected life of the Options. When computing historical volatility, Management may disregard an identifiable period of time in which it considers that the share price was extraordinarily volatile because of a specific event that is not expected to recur during the expected life of the Option.

9. EXPLORATION AND EVALUATION EXPENSES

The Company incurred the following exploration and evaluation expenses:

| | Three months ended March 31, | |
|---------------------------|------------------------------|---------|
| | 2025 | 2024 |
| | \$ | \$ |
| Wages and consulting | 15,894 | 16,879 |
| Drilling | 99,873 | - |
| Studies | 336,654 | 192,449 |
| Mineral claims | 8,558 | 15,419 |
| Administrative and others | 15,596 | 11,353 |
| Total | 476,575 | 236,100 |

10. MANAGEMENT AND ADMINISTRATION EXPENSES

The Company incurred the following management and administration expenses:

| | Three months ended March 31, | |
|-------------------------------|------------------------------|---------|
| | 2025 | 2024 |
| | \$ | \$ |
| Wages and fees | 128,511 | 116,193 |
| Legal, audit and tax | 39,480 | 42,951 |
| Office | 18,282 | 36,403 |
| Investor relations and travel | 81,025 | 58,446 |
| Reporting issuer costs | 14,602 | 10,762 |
| Total | 281,900 | 264,755 |

11. NET LOSS PER SHARE

As a result of the net loss for the three-month periods ended March 31, 2025 and 2024, all potentially dilutive common shares (Notes 8 and 9) are deemed to be antidilutive and thus diluted net loss per share is equal to the basic net loss per share for these periods.

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

March 31, 2025 (Unaudited, in Canadian dollars)

12. RELATED PARTIES

The remuneration awarded to directors and to key management personnel, including the President and Chief Executive Officer and the Chief Financial Officer, is as follows:

| | Three months ended March 31, | |
|---|------------------------------|---------|
| | 2025 | 2024 |
| | \$ | \$ |
| Salaries, professional fees and other short-term benefits | 105,680 | 95,000 |
| Share-based compensation | 5,320 | 5,168 |
| | 111,000 | 100,168 |

13. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition, exploration and evaluation of mineral properties. At March 31, 2025 and December 31, 2024, all assets are located in Canada.

14. COMMITMENTS AND CONTINGENCIES

Flow-through shares

The Company is partially financed through the issuance of flow-through shares, and accordingly, the Company is engaged to complete mining exploration activities. These tax rules also set deadlines for carrying out the exploration work no later than the first of the following dates:

- Two years following the flow-through placements;
- One year after the Company has renounced the tax deductions relating to the exploration work.

In 2024, the Company received \$1,949,074 following the issuances of flow-through shares for which the Company renounced tax deductions as at December 31, 2024. As at March 31, 2025, \$545,000 remains to be incurred prior to December 31, 2025.

15. SUBSEQUENT EVENT

On April 8, 2025, the Company announced the award of a grant for up to \$400,000 under the Mining Exploration Support Program for Critical and Strategic Minerals of the Ministry of Natural Resources and Forests ("MRNF") for its Crevier 2 niobium & tantalum project, which is the southern and northern extension of the Crevier Project. This grant was awarded by the MNRF for the study entitled: "*Conduct mineral processing tests on peripheral facies and host rocks at the Crevier deposit.*" An advance of \$240,000 was received in April 2025.