



**CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS**

**For the three-month and six-month periods ended
June 30, 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>	June 30, 2025	December 31, 2024
	\$	\$
ASSETS		
Current		
Cash and cash equivalents (Note 3)	1,350,096	2,679,722
Amounts receivable	162,460	274,907
Grant receivable (Note 5)	153,538	10,569
Prepaid expenses and deposits	75,143	82,683
	1,741,237	3,047,881
Non-current		
Property and equipment	346,096	384,590
Exploration and evaluation assets (Note 4)	202,500	115,000
Investments	7,268	4,845
TOTAL ASSETS	2,297,101	3,552,316
LIABILITIES		
Current		
Accounts payable and accrued liabilities	415,574	298,964
Grant payable (Note 5)	81,146	-
Deferred premium on flow-through shares (Note 6)	23,659	83,610
TOTAL LIABILITIES	520,379	382,574
EQUITY		
Share capital (Note 7)	87,515,481	87,427,981
Contributed surplus	8,923,051	8,890,007
Deficit	(93,879,158)	(92,397,344)
Equity attributable to shareholders of the Company	2,559,374	3,920,644
Non-controlling interests	(782,652)	(750,902)
TOTAL EQUITY	1,776,722	3,169,742
TOTAL LIABILITIES AND EQUITY	2,297,101	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-month periods ended June 30,		Six-month periods ended June 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Exploration and evaluation expenses (Note 9)	859,856	394,778	1,336,431	630,878
Management and administration expenses (Note 10)	342,411	294,481	624,311	559,236
Share-based compensation costs	25,246	22,695	33,044	27,863
Depreciation of property and equipment	19,796	23,986	38,494	46,627
Operating loss	1,247,309	735,940	2,032,280	1,264,604
Finance income	(9,834)	(28,827)	(27,839)	(63,593)
(Gain) loss on foreign exchange	(133)	257	(117)	614
Change in fair value of investments	-	-	(2,423)	-
Other income (Note 5)	(297,282)	-	(428,386)	-
Income related to flow-through shares (Note 6)	(49,930)	(32,987)	(59,951)	(32,987)
Net loss and comprehensive loss	(890,130)	(674,383)	(1,513,564)	(1,168,638)
Net loss and comprehensive loss attributable to:				
Shareholders of the Company	(883,921)	(662,363)	(1,481,814)	(1,132,508)
Non-controlling interests	(6,209)	(12,020)	(31,750)	(36,130)
Basic and diluted loss per common share (Note 11)	(0.01)	(0.01)	(0.01)	(0.01)
Weighted average number of common shares – basic and diluted (Note 11)	107,291,308	82,427,723	107,284,478	85,173,085

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
Acquisition of exploration and evaluation assets (Note 4)	1,250,000	87,500	-	-	87,500	-	87,500
Share-based compensation	-	-	33,044	-	33,044	-	33,044
Net loss and comprehensive loss	-	-	-	(1,481,814)	(1,481,814)	(31,750)	(1,513,564)
Balance at June 30, 2025	108,527,572	87,515,481	8,923,051	(93,879,158)	2,559,374	(782,652)	1,776,722
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
Issuance of flow-through share units	8,807,501	616,525	-	-	616,525	-	616,525
Liability related to flow-through shares	-	(60,348)	-	-	(60,348)	-	(60,348)
Share issue expenses	-	-	8,965	(60,028)	(51,063)	-	(51,063)
Share-based compensation	-	-	27,863	-	27,863	-	27,863
Net loss and comprehensive loss	-	-	-	(1,132,508)	(1,132,508)	(36,130)	(1,168,638)
Balance at June 30, 2024	89,126,024	86,239,875	8,841,842	(90,994,527)	4,087,190	(746,539)	3,340,651

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

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

	Six months ended	
	June 30,	
<i>(in Canadian dollars)</i>	2025	2024
	\$	\$
Operating activities		
Net loss	(1,513,564)	(1,168,638)
Adjustments		
Share-based compensation	33,044	27,863
Depreciation of property and equipment	38,494	46,627
Income related to flow-through shares (Note 6)	(59,951)	(32,987)
Other income (Note 5)	(428,386)	-
Change in fair value of investments	(2,423)	-
Foreign exchange loss	(117)	614
Changes in working capital items		
Amounts receivable	112,447	22,996
Prepaid expenses and deposits	7,540	45,989
Accounts payable and accrued liabilities	116,610	164,672
Net cash flows used in operating activities	(1,696,306)	(892,864)
Investing activities		
Additions to exploration and evaluation assets	-	(40,000)
Net cash flows used in investing activities	-	(40,000)
Financing activities		
Issuance of flow-through share units	-	616,525
Proceeds from government grants (Note 5)	366,563	-
Share issue costs	-	(51,063)
Net cash flows from financing activities	366,563	565,462
Effect of exchange rate changes on cash held in foreign currency	117	(614)
Net change in cash and cash equivalents	(1,329,626)	(368,016)
Cash and cash equivalents, beginning of period	2,679,722	3,089,859
Cash and cash equivalents, end of period	1,350,096	2,721,843

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

June 30, 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 4) 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, under the symbol “NBYCF”.

The Board of Directors approved and authorized for issuance these consolidated financial statements on August 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

	June 30, 2025	December 31, 2024
	\$	\$
Cash	670,096	839,722
Cash equivalents	680,000	1,840,000
	1,350,096	2,679,722

Cash equivalents at June 30, 2025 are comprised of redeemable term deposits bearing a weighted-average interest rate of 3.0%, redeemable without penalty, and having various maturity dates until July 2025.

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements
June 30, 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 June 30, 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 June 30, 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 and June 30, 2025 (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	-	1,250,000 Common Shares	-
October 31, 2025	\$40,000	-	\$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 2,500,000 Common Shares (fair value of \$162,500).

As at June 30, 2025, the Company has incurred \$1,200,000 in work expenditures.

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

June 30, 2025 (Unaudited, in Canadian dollars)

5. GOVERNMENT GRANTS

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 six month period ended June 30, 2025, the Company incurred \$440,000 in eligible costs related to the Study, recognizing \$269,532 as other income in the consolidated statement of loss and comprehensive loss for this period. As at June 30, 2025, the Company has been reimbursed \$176,563 for the costs incurred and has recorded \$153,538 as a grant receivable (\$10,569 as at December 31, 2024).

On April 8, 2025, the Company was awarded a grant (the “Grant”) for up to \$400,000 from the Ministry of Natural Resources and Forests (“MRNF”). The Grant was awarded by the MRNF for the study entitled: “*Conduct mineral processing tests on peripheral facies and host rocks at the Crevier deposit.*” During the six month period ended June 30, 2025, the Company incurred \$340,000 in eligible costs related to the Grant, recognizing \$158,854 as other income in the consolidated statement of loss and comprehensive loss for this period. As at June 30, 2025, the Company has received \$240,000 for the costs incurred and has recorded a grant liability of \$81,146 at June 30, 2025.

6. DEFERRED PREMIUM ON FLOW-THROUGH SHARES

	June 30, 2025	December 31, 2024
	\$	\$
Balance – beginning of period	83,610	-
Liability on flow-through shares issued	-	182,822
Recognition of liability related to flow-through shares	(59,951)	(99,212)
Balance – end of period	23,659	83,610

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	19,655,095	0.12
Balance – June 30, 2025	19,655,095	0.12

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements
June 30, 2025 (Unaudited, in Canadian dollars)

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	4,270,000	0.24
Grant	1,265,000	0.06
Expired	(560,000)	0.30
Balance – June 30, 2025	4,975,000	0.18
Exercisable options – June 30, 2025	3,644,999	0.23

On March 26, 2025, the Company granted stock options to a director to purchase up to an aggregate of 50,000 Common Shares. One third of such stock options will vest immediately and the remaining stock options are subject to a two-year vesting period. The stock options have a seven-year term at an exercise price of \$0.055 per Common Share.

On June 12, 2025, the Company granted stock options to directors, officers, employees and consultants to purchase up to an aggregate of 1,215,000 Common Shares. One third of such stock options will vest immediately and the remaining stock options are subject to a two-year vesting period. The stock options have a seven-year term at an exercise price of \$0.06 per Common Share.

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	\$0.06
Exercise price as at date of grant	\$0.06
Risk-free interest rate	3.00%
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 June 30,		Six-months ended June 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Wages and consulting	18,118	15,559	34,012	32,438
Contractors	5,000	20,000	5,000	20,000
Drilling	347,609	20,736	447,482	36,590
Studies and analysis	458,835	325,423	795,489	503,149
Mineral claims	23,489	3,326	32,047	17,613
Others	6,805	9,734	22,401	21,088
Total	859,856	394,778	1,336,431	630,878

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements
June 30, 2025 (Unaudited, in Canadian dollars)

10. MANAGEMENT AND ADMINISTRATION EXPENSES

The Company incurred the following management and administration expenses:

	Three-months ended June 30,		Six-months ended June 30,	
	2025	2024	2025	2024
	\$	\$	\$	\$
Wages and fees	124,223	122,839	252,734	239,032
Legal, audit and tax	63,056	56,294	102,536	99,245
Investor relations and travel	113,244	78,086	194,269	136,532
Office	16,426	18,535	34,708	54,938
Reporting issuer costs	25,462	18,727	40,064	29,489
Total	342,411	294,481	624,311	559,236

11. NET LOSS PER SHARE

As a result of the net loss for the three-month and six-month periods ended June 30, 2025 and 2024, all potentially dilutive common shares (Notes 7 and 8) are deemed to be antidilutive and thus diluted net loss per share is equal to the basic net loss per share for these periods.

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 June 30,		Six-months ended June 30,	
	2025	2024	2025	2024
			\$	\$
Salaries, professional fees and other short-term benefits	108,320	108,000	214,000	203,000
Share-based compensation	23,680	18,832	29,000	24,000
	132,000	126,832	243,000	227,000

13. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition, exploration and evaluation of mineral properties. At June 30, 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 June 30, 2025, \$150,000 remains to be incurred prior to December 31, 2025.

Niobay Metals Inc.

Notes to Condensed Interim Consolidated Financial Statements

June 30, 2025 (Unaudited, in Canadian dollars)

15. SUBSEQUENT EVENT

On July 29, 2025, NioBay closed a non-brokered private placement financing for total gross proceeds of \$2,238,232 (the "Offering"). Under the Offering, NioBay issued 23,808,846 units of the Company on a charity flow-through basis (the "Charity FT Units") at a price of \$0.094 per Charity FT Unit. Each Charity FT Unit consists of one Common Share that qualifies as a "flow-through share" pursuant to subsection 66(15) of the Income Tax Act (Canada) and section 359.1 of the Taxation Act (Québec) and one Warrant. Each Warrant entitles the holder thereof to purchase one Common Share on a non flow-through basis at an exercise price of \$0.10 for a period of 24 months.

Upon closing, the Company paid cash finder's fee of \$75,154 and issued 675,446 finder's warrants (the "Compensation Warrants"). Each Compensation Warrant is exercisable to purchase one Common Share at an exercise price of \$0.10 per share for a period of 24 months.