



NICKEL 28 CAPITAL CORP.

**CONDENSED INTERIM CONSOLIDATED
FINANCIAL STATEMENTS**

**FOR THE THREE MONTHS ENDED
APRIL 30, 2025 AND 2024**

**(EXPRESSED IN UNITED STATES DOLLARS)
(UNAUDITED)**



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NICKEL 28 CAPITAL CORP.**Condensed Interim Consolidated Statements of Financial Position****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

	As at April 30, 2025	As at January 31, 2025
Assets		
Current Assets		
Cash	\$ 8,595,518	\$ 8,057,730
Amounts receivable and other assets (Note 4)	225,960	1,678,975
	8,821,478	9,736,705
Non-Current Assets		
Investment in Ramu Nickel Mine (Note 5)	94,966,340	95,706,529
Royalty contracts (Note 6)	25,457,821	25,457,821
Right-of-use assets	10,367	18,949
Property, plant and equipment	24,990	24,064
Total Assets	\$ 129,280,996	\$ 130,944,068
Liabilities and Shareholders' Equity		
Current Liabilities		
Accounts payable and accrued liabilities	\$ 50,930	\$ 401,616
Lease liability	11,652	20,252
Non-recourse debt (Note 7)	7,500,000	5,250,000
	7,562,582	5,671,868
Non-Current Liabilities		
Non-recourse debt (Note 7)	29,502,755	31,289,499
Deferred tax liabilities	11,229,943	11,483,795
Total Liabilities	48,295,280	48,445,162
Shareholders' Equity		
Share capital (Note 9)	67,431,000	68,114,272
Reserves	810,457	705,913
Retained earnings	12,744,259	13,678,721
Total Shareholders' Equity	80,985,716	82,498,906
Total Liabilities and Shareholders' Equity	\$ 129,280,996	\$ 130,944,068

Subsequent Events (Note 14)

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

NICKEL 28 CAPITAL CORP.**Condensed Interim Consolidated Statements of Net and Comprehensive Loss**
(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)

	Three Months Ended April 30,	
	2025	2024
Operating Expenses		
General and administrative	\$ 84,203	\$ 96,994
Salaries and fees (Note 11)	186,391	624,641
Marketing and promotion	4,033	25,262
Professional fees (recovery)	(224,200)	736,695
Regulatory fees	10,716	19,239
Share based compensation (Notes 10(a),(b) and 11)	42,733	155,489
Operating Loss	(103,876)	(1,658,320)
Other Income (Expenses)		
Interest income	93,302	99,413
Share of operating profit (loss) from Ramu Nickel Mine (Note 5(ii))	(740,189)	1,274,289
Unrealized loss on marketable securities	-	(758)
Financing costs (Note 5(iv))	(463,256)	(559,044)
Foreign exchange gain (loss)	25,679	(11,410)
Net Loss before Taxes	(1,188,340)	(855,830)
Deferred tax recovery	253,878	-
Net and Comprehensive Loss for the Period	\$ (934,462)	\$ (855,830)
Basic Loss per Share (Note 8)	\$ (0.01)	\$ (0.01)
Diluted Loss per Share (Note 8)	\$ (0.01)	\$ (0.01)
Weighted Average Number of Common Shares Outstanding - Basic (Note 8)	87,955,240	95,108,944
Weighted Average Number of Common Shares Outstanding - Diluted (Note 8)	87,955,240	95,108,944

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

NICKEL 28 CAPITAL CORP.**Condensed Interim Consolidated Statements of Cash Flows****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

	Three Months Ended April 30,	
	2025	2024
Operating Activities		
Net loss for the period	\$ (934,462)	\$ (855,830)
Adjustments for:		
Share of operating (profit) loss from Ramu Nickel Mine	740,189	(1,274,289)
Unrealized loss on marketable securities	-	758
Share based compensation	42,733	155,489
Deferred tax recovery	(253,878)	-
Financing costs	463,256	559,044
Other	7,958	11,666
Change in non-cash working capital items:		
Amounts receivable and other assets	296,072	(80,268)
Accounts payable and accrued liabilities	(350,686)	379,393
Net Cash Provided by (Used in) Operating Activities	11,182	(1,104,037)
Investing Activity		
Ramu Nickel Mine distributions	1,156,942	2,962,523
Net Cash Provided by Investing Activity	1,156,942	2,962,523
Financing Activities		
Repurchase of treasury shares	(621,461)	-
Repayment of lease liability	(8,875)	(8,875)
Net Cash Used in Financing Activities	(630,336)	(8,875)
Net change in Cash	537,788	1,849,611
Cash, Beginning of Period	8,057,730	7,833,594
Cash, End of Period	\$ 8,595,518	\$ 9,683,205
Supplemental Information		
Interest paid (received)	\$ (93,302)	\$ (99,413)
Income taxes paid	\$ -	\$ -
Repayment of non-recourse debt through deemed distributions	\$ -	\$ -

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

NICKEL 28 CAPITAL CORP.**Condensed Interim Consolidated Statements of Changes in Shareholders' Equity**
(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)

	Share Capital		Reserves	Retained Earnings	Total
	Number	Amount			
Balance, January 31, 2024	95,108,944	\$ 71,780,711	\$ 1,494,836	\$ 13,323,683	\$ 86,599,230
Share based compensation (Notes 10(b)(c) and 11)	-	-	155,489	-	155,489
Net and comprehensive loss for the period	-	-	-	(855,830)	(855,830)
Balance, April 30, 2024	95,108,944	\$ 71,780,711	\$ 1,650,325	\$ 12,467,853	\$ 85,898,889
Balance, January 31, 2025	88,735,055	\$ 68,114,272	\$ 705,913	\$ 13,678,721	\$ 82,498,906
Repurchase of treasury shares (Note 9(b)(i))	-	-	(621,461)	-	(621,461)
Treasury shares cancelled (Note 9(b)(i))	(1,205,500)	(683,272)	683,272	-	-
Share based compensation (Notes 10(b)(c) and 11)	-	-	42,733	-	42,733
Net and comprehensive loss for the period	-	-	-	(934,462)	(934,462)
Balance, April 30, 2025	87,529,555	\$ 67,431,000	\$ 810,457	\$ 12,744,259	\$ 80,985,716

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

NICKEL 28 CAPITAL CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Three months ended April 30, 2025 and 2024

(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)

1. Nature of Operations

Nickel 28 Capital Corp. (the "Company" or "Nickel 28") was incorporated pursuant to the *Business Corporations Act* (British Columbia) on June 25, 2019. The head office and registered office of the Company is 666 Burrard Street, Suite 1700, Vancouver, British Columbia, Canada, V6C 2X8.

The Company is a base metals company offering direct exposure to nickel and cobalt. Nickel 28 holds an 8.56% joint-venture interest in the producing, long-life Ramu Nickel-Cobalt Operation located in Papua New Guinea. In addition, Nickel 28 manages a portfolio of nickel and cobalt royalties in projects in Canada, Australia and Papua New Guinea, including a 1.75% NSR royalty in the Dumont nickel project in Quebec and a 2.0% NSR royalty in the Turnagain nickel project in British Columbia.

These condensed interim consolidated financial statements of the Company for the three months ended April 30, 2025 were approved and authorized for issue by the Board of Directors on June 18, 2025.

2. Basis of Presentation

The Company applies IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB"). These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Accounting Standard ("IAS") 34 - Interim Financial Reporting. Accordingly, they do not include all the information required for full annual financial statements and should be read in conjunction with the Company's most recent annual consolidated financial statements as at and for the year ended January 31, 2025.

The same accounting policies and methods of computation are followed in these condensed interim consolidated financial statements as those in the most recent annual consolidated financial statements as at and for the year ended January 31, 2025.

New accounting standards and interpretations

The Company considered the adoption of certain new standards, amendments and interpretations to existing standards, which have been published and are effective for accounting periods beginning on or after February 1, 2025 or later periods.

IFRS 18 Presentation and Disclosure in the Financial Statements

On April 9, 2024, the IASB issued IFRS 18 "Presentation and Disclosure in the Financial Statements" ("IFRS 18") replacing IAS 1. IFRS 18 introduces categories and defined subtotals in the statement of profit or loss, disclosures on management-defined performance measures, and requirements to improve the aggregation and disaggregation of information in the financial statements. As a result of IFRS 18, amendments to IAS 7 "Statements of Cash Flows" ("IAS 7") were also issued to require that entities use the operating profit subtotal as the starting point for the indirect method of reporting cash flows from operating activities and to remove presentation alternatives for interest and dividends paid and received. Similarly, amendments to IAS 33 "Earnings per Share" were issued to permit disclosure of additional earnings per share figures using any other component of the statement of profit or loss, provided the numerator is a total or subtotal defined under IFRS 18. IFRS 18 is effective for annual reporting periods beginning on or after February 1, 2027, and is to be applied retrospectively, with early adoption permitted. The Company is currently assessing the impact of the standard on its financial statements.

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

3. Key Sources of Estimation Uncertainty and Critical Accounting Judgments

The preparation of the Company's consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses and other income during the reporting period. Actual results could differ from these estimates. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

In particular, the areas which require management to make significant judgments, estimates and assumptions in determining carrying amounts are:

Judgments**Carrying amount of the Ramu Nickel Mine**

The Company, on each reporting date, considers whether there is any objective evidence that its net investment in the Ramu Nickel Mine has suffered any impairment as a result of one or more events that have occurred after initial recognition of the net investment and have an impact on the estimated cash flows of the investment that can be reliably estimated. In addition, management may elect to perform an assessment of the recoverable value in the absence of any specific indicators of impairment where other macro economic factors are occurring. The assessment of recoverable value requires estimates and assumptions such as discount rates, exchange rates, commodity prices, operating costs, capital costs and production rates.

Carrying amount of royalty contracts

At the end of each reporting period the Company assesses whether there are any indicators that give rise to the requirement to conduct an impairment test for the recoverability of a royalty contract. Indicators which could trigger a test for recoverability include, but are not limited to, a significant change in operator reserve and resource estimates, industry or economic trends, current or forecast commodity prices, and other relevant operator information with respect to the underlying mineral resource properties.

Estimates**Non-recourse debt**

The Company, on each reporting date, reclassifies a portion of its non-recourse debt as current. As the Company's non-recourse debt is to be repaid by Ramu Nickel Limited out of its share of operating surpluses, less ongoing capital expenditure requirements, the amount classified as current represents the estimated operating surplus less interest that is expected to be applied to repay the non-recourse debt over the next twelve months.

Deferred taxes

The Company recognizes the deferred tax benefit related to tax assets and tax losses to the extent recovery is probable. Assessing the recoverability of deferred tax assets requires management to make significant estimates of future taxable profit and expected timing of reversals of existing temporary differences. In addition, future changes in tax laws could limit the ability of the Company to obtain tax deductions in future periods from tax assets and tax losses.

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)****4. Amounts Receivable and Other Assets**

	As at April 30, 2025	As at January 31, 2025
Other receivables ⁽¹⁾	\$ -	\$ 1,156,943
Harmonized sales tax receivable	28,496	314,105
Prepaid expenses	44,493	57,321
Sundry receivables	152,971	150,606
	\$ 225,960	\$ 1,678,975

⁽¹⁾ Other receivables represent cash receipts anticipated from MCC Ramu NiCo Limited. In April 2025, the Company received a cash distribution of \$1,156,943 from MCC Ramu NiCo Limited for its distribution of the mine's operating surpluses for the second half of the 2024 calendar year.

5. Investment in Ramu Nickel Mine

The investment in the Ramu Nickel Mine ("Ramu") consists of an 8.56% joint venture interest in the producing Ramu mine and refinery located near the city of Madang on the north coast of Papua New Guinea. Ramu was financed, constructed and commissioned in 2012, by majority-owner and operator Metallurgical Corporation of China Limited ("MCC").

The 8.56% interest in Ramu is held by the Company through its wholly-owned subsidiary Ramu Nickel Limited. The Company's interest in Ramu will increase to 11.3% at no cost to the Company once Nickel 28's share of the Ramu construction debt is repaid to the project manager and joint venture partner MCC (note 7). In addition to this, when the Company's interest increases to 11.3%, the Company will also have the option to purchase an additional 9.25% interest in the Ramu mine at market value, which if exercised, would take the Company's interest to 20.55%.

The Company recorded its share of operating profit of Ramu for the period based on the financial information of Ramu for the three months ended March 31, 2025, which is within one month of the Company's reporting period. Any significant transactions for April 2025 have been adjusted.

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)****5. Investment in Ramu Nickel Mine (Continued)****(i) Continuity of investment in Ramu Nickel Mine**

	As at April 30, 2025	As at January 31, 2025
Opening balance	\$ 95,706,529	\$ 105,034,171
Share of operating profit (loss) from Ramu Nickel Mine	(740,189)	5,507,922
Distributions from MCC Ramu NiCo Limited	-	(14,835,564)
Closing balance	\$ 94,966,340	\$ 95,706,529

(ii) Interest in Ramu Nickel Mine

	Three Months Ended April 30, 2025	2024
Share of revenue	\$ 7,331,397	\$ 10,460,369
Share of production costs	(4,810,034)	(6,012,584)
Share of other costs	(726,254)	(1,051,578)
Depreciation and amortization	(2,535,298)	(2,121,918)
Share of operating profit from Ramu Nickel Mine	\$ (740,189)	\$ 1,274,289

(iii) Sale of Mixed Hydroxide Product ("MHP")

	Three Months Ended April 30, 2025	2024
Share of Ramu Nickel Mine's MHP Product (Wet Metric Tonnes)	3,417	5,152
Revenue from Sales of MHP Products	\$ 7,331,397	\$ 10,460,369

(iv) Non-recourse debt (Note 7)

	As at April 30, 2025	As at January 31, 2025
Opening balance	\$ 36,539,499	\$ 44,094,791
Interest accrued	463,256	2,087,823
Loan repayments	-	(9,643,115)
Closing balance	\$ 37,002,755	\$ 36,539,499

On initial acquisition, a loan balance owing to MCC Ramu NiCo Limited for its 8.56% share of capped development costs plus accumulated interest for monies paid by MCC Ramu NiCo Limited to lenders on behalf of the joint venture parties up to January 1, 2015 was recognized. This debt is non-recourse to the Company (excluding Ramu Nickel Limited) and is to be repaid by Ramu Nickel Limited out of a portion of its distributions received (Note 7).

NICKEL 28 CAPITAL CORP.

Notes to the Condensed Interim Consolidated Financial Statements

Three months ended April 30, 2025 and 2024

(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)

6. Royalty Contracts

A royalty is a payment to a royalty holder by a property owner or an operator of a property and is typically based on a percentage of the minerals or other products produced or the profits or revenue generated from the property. Royalties are not working interests in a property. Therefore, the royalty holder is generally neither responsible for, nor has an obligation to, contribute additional funds for any purpose, including, but not limited to, operating or capital costs, or environmental or reclamation liabilities. Typically, royalty interests are established through a contract between the royalty holder and the property owner. Many jurisdictions permit the holder to also register or otherwise record evidence of a royalty interest in applicable mineral title or land registries.

Common forms of royalties are Net Smelter Return ("NSR") and Gross Revenue Royalty ("GRR"). NSR is based on the proceeds paid by a smelter or refinery to the miner for the mining production from the property less certain transportation, smelting and refining costs as defined in a royalty agreement. This type of royalty provides cash flow that is free of any operating or capital costs and environmental liabilities. GRR is generally based on the value of the mining production from the property before subsequent treatment charges are incurred. This type of royalty provides cash flow that is free of any treatment charges, operating or capital costs and environmental liabilities.

As of April 30, 2025 and January 31, 2025, the Company's royalty contracts consisted of the following:

Royalty Name	Owner	Property Location	Stage	Primary Metal(s), Royalty Type and %	April 30, 2025 Carrying amount	January 31, 2025 Carrying amount
Dumont Project ⁽¹⁾	Waterton Global Res. Mgmt.	Québec	Development	Ni-Co 1.75% NSR	\$15,263,086	\$15,263,086
Turnagain Project ⁽²⁾	85% Giga Metals Corporation 15% Mitsubishi Corporation	British Columbia	Exploration	Ni-Co 2% NSR	7,241,392	7,241,392
Flemington Project ⁽³⁾	Australian Mines Ltd.	Australia	Exploration	Ni-Co-Sc 1.5% GRR	1,943,514	1,943,514
Nyngan Project ⁽⁴⁾	Scandium International Mining Corp.	Australia	Development	Sc- Ni-Co 1.7% GRR	971,757	971,757
North Canol Properties ⁽⁵⁾	Fireweed Metals Corp.	Yukon	Exploration	Ag-Pb-Zn-Co 2% Co NSR	38,072	38,072
Sunset Mineral Property	Three Individuals	British Columbia	Exploration	Cu-Zn-Co 2% Co NSR	nil	nil
Sewa Bay	Queensland Pacific Metals Ltd.	Papua New Guinea	Exploration	Ni-Co 5% FOB GRR	nil	nil
Professor and Waldman Properties ⁽⁵⁾	70% Golden Deepes 30% New Found Gold Corp.	Ontario	Exploration	Co-Ag 2% Co NSR	nil	nil
Total Royalty Contracts					\$25,457,821	\$25,457,821

(1) The Dumont Nickel-Cobalt Royalty is a life-of-mine 1.75% NSR royalty.

(2) The Turnagain Royalty is a 2.0% NSR royalty on all future metal production from the Turnagain Nickel-Cobalt Project.

(3) The Flemington Royalty is a life-of-mine 1.5% GRR.

(4) The Nyngan Royalty is a life-of-mine 1.7% GRR.

(5) Two separate mineral properties to which a Co NSR applies.

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)****7. Non-Recourse Debt**

	As at April 30, 2025	As at January 31, 2025
Loan from MCC Ramu NiCo Limited - current	\$ 7,500,000	\$ 5,250,000
Loan from MCC Ramu NiCo Limited - non-current	29,502,755	31,289,499
	\$ 37,002,755	\$ 36,539,499

Non-recourse debt relates to the Company's interest, held in its wholly owned subsidiary Ramu Nickel Limited, in the Ramu Nickel mine and owing to MCC Ramu NiCo Limited. As part of the Joint Venture Agreement with MCC Ramu NiCo Limited, MCC Ramu NiCo Limited was responsible for development and financing of the mine. These borrowings represent the Company's 8.56% share of principal repayments (capped to a specified development threshold) and interest repayments made by MCC Ramu NiCo Limited to lenders on behalf of the Company, plus any accumulated interest charged by MCC Ramu NiCo Limited. The borrowings are to be repaid out of the Company's share of the Ramu Nickel Mine's operating surpluses (sales revenue less operating costs and ongoing capital expenditure requirements) rather than operating and financing cashflows generated by the group.

Effective July 1, 2021, the Company fully repaid its non-recourse operating debt and related interest to MCC Ramu NiCo Limited. The Company now receives cash proceeds on a semi-annual basis equivalent to 35% of its distributions received, with the remaining 65% used to repay the non-recourse construction debt and related interest. Furthermore, once the Company's non-recourse construction debt is repaid, which can be repaid at anytime in its entirety without penalty, the Company's participatory share of the Ramu Nickel Mine will automatically increase from 8.56% to 11.3% and the Company will begin receiving 100% of its share of the mine's revenue on a monthly basis and the Company will be responsible for paying 100% of its share of the mine's operating costs and capital expenditures on a monthly basis.

The non-recourse debt has no prescribed repayment obligations, rather the amount of the non-recourse debt classified as current represents the expected operating surplus less interest and less the Company's 35% cash share of operating surplus that is expected to be applied to repay the non-recourse debt over the next twelve months. The borrowings under the construction debt bear an interest rate of 5.05% annually.

During the three months ended April 30, 2025, the Company made repayments on the non-recourse debt of \$nil (year ended January 31, 2025 - \$9,643,115) from distributions received from the Ramu Mine.

8. Loss per share

	Three Months Ended April 30, 2025	2024
Net loss	\$ (934,462)	\$ (855,830)
Weighted average number of common shares - basic	87,955,240	95,108,944
Dilutive effect of stock options and RSUs	-	-
Weighted average number of common shares - diluted	87,955,240	95,108,944
Basic loss per share	\$ (0.01)	\$ (0.01)
Diluted loss per share	\$ (0.01)	\$ (0.01)

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

9. Share Capital

(a) Authorized: Unlimited number of common shares without par value.

(b) Common shares issued:

(i) During the three months ended April 30, 2025, the Company repurchased 1,178,000 treasury shares for aggregate cost of \$621,461. Of the 1,178,000 treasury shares repurchased during the period, together with 352,500 treasury shares repurchased in the prior period, 1,205,500 treasury shares were cancelled as at April 30, 2025. The remaining 325,000 repurchased treasury shares were cancelled subsequent to the reporting period.

10. Stock Options, Restricted Share Units and Share Awards

(a) Stock options

On October 30, 2024, the Company adopted and announced a Fixed Stock Option Plan. The maximum number of shares that may be issued under the stock option plan is fixed at 8,932,230 shares. The option exercise price per share that is subject of any option shall be fixed by the Board when any such option is granted. The exercise price shall not be less than the market price on the date of grant. Options shall not be granted for a term exceeding five years.

The following table reflects the continuity of stock options for the periods ended April 30, 2025 and 2024:

	Number of stock options	Weighted average exercise price (CAD\$)
Balance, January 31, 2024 and April 30, 2024	1,970,000	0.81
Balance, January 31, 2025 and April 30, 2025	1,850,000	0.84

During the three months ended April 30, 2025, share based compensation expense for these stock options of \$68,728 (three months ended April 30, 2024 - \$nil) was recorded in profit or loss.

The following table reflects the Company's stock options outstanding and exercisable as at April 30, 2025:

Options outstanding	Options exercisable	Grant date fair value (\$)	Weighted average exercise price (CAD\$)	Weighted average remaining contractual life (years)	Expiry date
300,000	300,000	112,008	0.87	1.61	December 8, 2026
500,000	166,667	167,074	0.82	4.50	October 30, 2029
1,050,000	-	327,828	0.84	4.75	January 27, 2030
1,850,000	466,667	606,910	0.84	4.17	

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

10. Stock Options, Restricted Share Units and Share Awards (Continued)**(b) Restricted share units ("RSU")**

On December 16, 2019, the Company adopted a Restricted Share Unit Plan (the "RSU Plan"), subject to TSX-V and disinterested shareholder approval of the Company's Omnibus LTIP. The Company's Omnibus LTIP was approved at the Company's annual general meeting on August 15, 2022. The maximum aggregate number of shares reserved for issuance under the RSU Plan, together with the Company's Stock Option Plan was not to exceed a combined total of 10% of the Company's issued and outstanding shares. In addition, the RSU Plan set out certain other restrictions in respect of grants to certain participants under the RSU Plan in accordance with the rules of the TSX-V. The Omnibus LTIP is not currently effective, certain historical grants remain outstanding and governed by their respective original terms and conditions.

	Number of RSUs
Balance, January 31, 2024 and April 30, 2024	2,249,997
Balance, January 31, 2025 and April 30, 2025	116,667
Vested, April 30, 2025	nil

For the three months ended April 30, 2025, the Company recorded share-based compensation expense (recovery) for RSU's of \$(25,995) (three months ended April 30, 2024 - \$155,489).

11. Related Party Transactions

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control. Related parties include key management personnel and may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. Key management personnel include the Company's current and former executive officers and members of the Board of Directors.

Remuneration of key management personnel of the Company was as follows:

	Three Months Ended April 30,	
	2025	2024
Salaries and fees ⁽¹⁾⁽²⁾	\$ 123,937	\$ 530,000
Share based compensation	68,728	139,656
	\$ 192,665	\$ 669,656

⁽¹⁾ Management fees and salaries paid to the executive officers and directors for their services.

⁽²⁾ Included in accounts payable and accrued liabilities are fees owing to officers and directors of \$25,004 as at April 30, 2025 (January 31, 2025 - \$55,316).

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)****12. Segmented Information**

The Company has three reportable operating segments, being the royalties, Ramu Nickel Mine and corporate. Operating segment information is as follows:

Three Months Ended April 30, 2025	Royalties	Ramu Nickel Mine	Corporate	Total
Share of operating loss from Ramu Nickel Mine	\$ -	\$ (740,189)	\$ -	\$ (740,189)
Operating expenses	-	(117,513)	13,637	(103,876)
Financing costs	-	(463,256)	-	(463,256)
Interest income	-	4,188	89,114	93,302
Foreign exchange gain	-	2,709	22,970	25,679
Deferred tax recovery	-	253,878	-	253,878
Net income (loss)	\$ -	\$ (1,060,183)	\$ 125,721	\$ (934,462)

Three Months Ended April 30, 2024	Royalties	Ramu Nickel Mine	Corporate	Total
Share of operating profit from Ramu Nickel Mine	\$ -	\$ 1,274,289	\$ -	\$ 1,274,289
Operating expenses	-	(262,803)	(1,395,517)	(1,658,320)
Financing costs	-	(559,044)	-	(559,044)
Unrealized loss on marketable securities	-	-	(758)	(758)
Interest income	-	5,032	94,381	99,413
Foreign exchange loss	-	(6,509)	(4,901)	(11,410)
Net income (loss)	\$ -	\$ 450,965	\$ (1,306,795)	\$ (855,830)

The Company has an administrative office in Canada and joint venture and royalty interests in the Asia Pacific region, predominantly Papua New Guinea. Geographical information is as follows:

As at April 30, 2025	Canada	Asia Pacific	Total
Current assets	\$ 8,307,604	\$ 513,874	\$ 8,821,478
Non-current assets	25,457,821	95,001,697	120,459,518
Total assets	\$ 33,765,425	\$ 95,515,571	\$ 129,280,996
As at January 31, 2025	Canada	Asia Pacific	Total
Current assets	\$ 8,124,281	\$ 1,612,424	\$ 9,736,705
Non-current assets	25,457,821	95,749,542	121,207,363
Total assets	\$ 33,582,102	\$ 97,361,966	\$ 130,944,068

NICKEL 28 CAPITAL CORP.**Notes to the Condensed Interim Consolidated Financial Statements****Three months ended April 30, 2025 and 2024****(Expressed in United States Dollars, unless otherwise indicated) (Unaudited)**

13. Contingent Liabilities

(i) On August 24, 2019, the Ramu Nickel Joint Venture ("RNJV") was involved in an environmental incident that resulted in an investigation by the PNG authorities. The investigation has been completed, however the final investigation report is yet to be released. Ramu NiCo Management (MCC) Limited ("RNML"), the Joint Venture Manager, has implemented effective control measures to prevent similar incidents from occurring and compensated local residents approximately PGK 300,000. However, RNML is unable to estimate any possible further compensation amount until the final investigation report is released.

On February 5, 2020, the Madang Provincial government and 13 landowner plaintiffs sued RNML, the Joint Venture Manager, for alleged breach of various environmental laws and commitment of public and private nuisance and negligence by continuously dumping tailings and waste into the Astrolabe and Basamuk Bays. On March 23, 2020, RNML filed its defence. On September 8, 2020, the plaintiffs had then filed a Notice of Motion intending to stop the normal operation of the Ramu project. Subsequently, the Joint Venture Manager filed 51 affidavits to defend and a motion seeking to transfer the case to a commercial court. In October 2020, the State of Papua New Guinea through the Conservation and Environment Protection Authority (CEPA) filed an application to be added as a second defendant to support the Ramu project. This application was granted by the court. As of the date of these financial statements, the case remains in the pre-trial stage. In October 2024, the Court issued directions regarding the further conduct of the proceedings. The plaintiffs have complied with term 1 of the directions by serving all their affidavits containing authorities to the defendants. The defendants have complied with term 2 of the direction orders by filing and serving the first defendants list of documents by January 17, 2025. The defendants noted that the plaintiffs have failed to comply with term 2 of the directions orders by failing to file and serve their list of documents by or before January 17, 2025. In compliance with the October 2024 orders, the next step is for the defendants to file all relevant affidavits inclusive of expert evidence in which they intend to rely on at trial by or before May 29, 2025. The Joint Venture Manager is confident about successfully defending the case and does not have the intention to settle the case out of court. However, management is unable to reliably estimate the possible compensation amount until the case is closed.

No provisions were recognized in the condensed interim consolidated financial statements in relation to these two matters.

(ii) Accounts payable and accrued liabilities contain amounts which are held on behalf of former shareholders of Highlands Pacific Limited, which have not yet been claimed by shareholders following the purchase and subsequent delisting of Highlands Pacific Limited from the Australian Securities Exchange ("ASX").

(iii) On November 13, 2024, the Company became aware of an action commenced by Justin Cochrane, the Company's former President, against the Company and two of its directors. The Company believes that the action (a claim for \$30 million) is meritless and is vigorously defending it. On December 18, 2024, the Company became aware that Conor Kearns, the Company's former Chief Financial Officer, had commenced a substantially similar action (a claim for \$15 million) against the Company and two of its directors. The Company believes that the action is meritless and is vigorously defending it. No provision has been made for the claims.

14. Subsequent Events

(i) On May 16, 2025, the Company announced that it has served and filed statements of defence against the lawsuits brought against it by Justin Cochrane and Conor Kearns. The Company also lodged a counterclaim against Mr. Cochrane for, amongst other things, \$12 million in damages for breach of contract, breach of fiduciary duties, and conspiracy, and against Mr. Kearns for, amongst other things, \$5 million for breach of fiduciary duty, negligence, and conspiracy. In its counterclaims, the Company has sought a further \$1 million in punitive damages against each of Messrs. Cochrane and Kearns.

(ii) Subsequent to April 30, 2025, a total of 425,500 common shares of the Company were cancelled under the NCIB program.