



CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024

(Unaudited - Expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor.

The accompanying unaudited interim financial statements of the Company 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 financial statements in accordance with standards established by the Chartered Professional Accountants Canada for a review of interim financial statements by an entity's auditor.

STILLWATER CRITICAL MINERALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Unaudited - Expressed in Canadian Dollars)

| | Note | June 30, 2025 | March 31, 2025 |
|--|-------|------------------|-------------------|
| | | \$ | \$ |
| ASSETS | | | |
| Current | | | |
| Cash | | 3,035,570 | 239,467 |
| Accounts receivable | | 19,644 | 91,549 |
| Prepaid expenses and deposits | 4 | 85,357 | 141,508 |
| Due from related parties | 10b | 984,654 | 749,538 |
| Marketable securities | 5, 6d | 609,889 | 704,306 |
| | | 4,735,114 | 1,926,368 |
| Non-current | | | |
| Deposits | 4 | 314,253 | 314,253 |
| Exploration and evaluation assets | 6 | 3,641,657 | 3,572,867 |
| | | 8,691,024 | 5,813,488 |
| LIABILITIES | | | |
| Current | | | |
| Accounts payable and accrued liabilities | | 404,074 | 286,260 |
| Due to related parties | 10b | 196,900 | 162,789 |
| Flow-through share premium liability | 8 | 175,150 | 177,103 |
| | | 776,124 | 626,152 |
| SHAREHOLDERS' EQUITY | | | |
| Share capital | 9 | 47,036,655 | 43,786,049 |
| Share-based payment reserve | 9f | 3,877,342 | 3,481,662 |
| Deficit | | (42,999,097) | (42,080,375) |
| | | 7,914,900 | 5,187,336 |
| | | 8,691,024 | 5,813,488 |

Nature of Operations and Going Concern – Note 1
Subsequent Events – Note 9 and 17

Approved on behalf of the Board:
Michael Rowley, Director
Greg Johnson, Director

STILLWATER CRITICAL MINERALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited - Expressed in Canadian Dollars)

| | Note | June 30, 2025 \$ | June 30, 2024 \$ |
|--|---------|------------------------|------------------------|
| EXPENSES | | | |
| Consulting | 10a | 236,666 | 211,465 |
| Exploration and evaluation expenditures | 7, 10a | 138,373 | 158,544 |
| Investor relations and corporate development | | 126,030 | 112,257 |
| Office and administration | 10a | 38,856 | 47,702 |
| Professional fees | | 119,276 | 37,997 |
| Share-based payment expense | 9f, 10a | 167,089 | 62,580 |
| Transfer agent, regulatory and filing fees | | 7,325 | 13,989 |
| Travel and accommodation | | 785 | 6,734 |
| | | (834,400) | (651,268) |
| Other Items | | | |
| Other income | 8 | 1,953 | - |
| Interest income | | 1,120 | 14,301 |
| Unrealized loss on marketable securities | 5, 6d | (94,417) | 364,844 |
| NET LOSS AND COMPREHENSIVE LOSS FOR THE YEAR | | (925,744) | (272,123) |
| Basic and diluted loss per share | | (0.00) | (0.00) |
| Weighted average number of shares outstanding | | 233,904,679 | 225,197,295 |

STILLWATER CRITICAL MINERALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY
(Unaudited - Expressed in Canadian Dollars)

| | Note | Common shares number | Share Capital \$ | Share-based Payment reserve \$ | Deficit \$ | Total \$ |
|---|------|----------------------------|------------------------|---|---------------------|------------------|
| Balance, March 31, 2024 | | 197,786,400 | 39,167,734 | 3,767,625 | (38,738,037) | 4,197,322 |
| Private placement, net of issuance costs | 8b | 27,798,000 | 3,716,186 | 24,213 | - | 3,740,399 |
| Shares issued pursuant to exercise of options | | 376,316 | 101,468 | (63,968) | - | 37,500 |
| Shares issued pursuant to exercise of RSUs | 8b | 1,107,693 | 221,539 | (221,539) | - | - |
| Share-based payment expense | 8f | - | - | 62,580 | - | 62,580 |
| Reclass of cancelled/expired options | 8f | - | - | (6,319) | 6,319 | - |
| Net loss and comprehensive loss | | - | - | - | (272,123) | (272,123) |
| Balance, June 30, 2024 | | 227,068,409 | 43,206,927 | 3,562,592 | (39,003,841) | 7,765,678 |
| Private placement, net of issuance costs | 9b | 5,833,406 | 759,705 | 62,690 | - | 822,395 |
| Flow-through share premium liability | 8,9b | - | (180,583) | - | - | (180,583) |
| Share-based payment expense | 9f | - | - | 295,794 | - | 295,794 |
| Reclass of cancelled/expired options | 9f | - | - | (439,414) | 439,414 | - |
| Net loss and comprehensive loss | | - | - | - | (3,515,948) | (3,515,948) |
| Balance, March 31, 2025 | | 232,901,815 | 43,786,049 | 3,481,662 | (42,080,375) | 5,187,336 |
| Private placement, net of issuance costs | 9b | 15,126,802 | 2,887,809 | 235,992 | - | 3,123,801 |
| Subscriptions received in advance | 9b | - | 326,210 | - | - | 326,210 |
| Shares issued pursuant to exercise of options | 9b | 172,420 | 36,587 | (379) | - | 36,208 |
| Share-based payment expense | 9f | - | - | 167,089 | - | 167,089 |
| Reclass of cancelled/expired options | 9f | - | - | (7,022) | 7,022 | - |
| Net loss and comprehensive loss | | - | - | - | (925,477) | (925,477) |
| Balance, June 30, 2025 | | 248,201,037 | 47,036,655 | 3,877,342 | (42,999,097) | 7,914,900 |

STILLWATER CRITICAL MINERALS CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited - Expressed in Canadian Dollars)

| | Note | 2025 \$ | 2024 \$ |
|---|-------|-------------------------|-------------------------|
| Operating activities | | | |
| Net loss for the period | | (925,744) | (272,123) |
| Items not involving cash: | | | |
| Other income | 8 | (1,953) | - |
| Share-based payment expense | 9f | 167,089 | 62,580 |
| Unrealized loss on marketable securities | 5, 6d | 94,417 | (364,844) |
| Gain on disposition of exploration and evaluation asset | 5, 6d | - | - |
| | | <u>(666,191)</u> | <u>(574,387)</u> |
| Net change in non-cash working capital items | 11 | <u>44,865</u> | <u>(811,980)</u> |
| Cash used in operating activities | | <u>(621,326)</u> | <u>(1,386,367)</u> |
| Investing activities | | | |
| Acquisition of exploration and evaluation assets | | (68,790) | (68,190) |
| Deposits | | - | - |
| Cash used by investing activities | | <u>(68,790)</u> | <u>(68,190)</u> |
| Financing activities | | | |
| Proceeds from private placement | 9b | 3,479,164 | 3,891,720 |
| Share issue costs | 9b | (355,363) | (151,321) |
| Subscriptions received in advance, net | | 326,210 | - |
| Proceeds on exercise of warrants | | 36,208 | - |
| Proceeds on exercise of options | 9b | - | 37,500 |
| Cash provided by financing activities | | <u>3,486,219</u> | <u>3,777,899</u> |
| Increase in cash | | <u>2,796,103</u> | <u>2,323,342</u> |
| Cash, beginning of the period | | <u>239,467</u> | <u>149,404</u> |
| Cash, end of the period | | <u>3,035,570</u> | <u>2,472,746</u> |

Supplemental cash flow information - Note 11

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited - Expressed in Canadian Dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

Stillwater Critical Minerals Corp. (the "Company") is a publicly listed company on the TSX Venture exchange ("TSX-V"), incorporated under the laws of British Columbia, Canada on April 28, 2006. The Company's principal business activities include the acquisition and exploration of mineral properties. The Company's registered office is 904-409 Granville Street, Vancouver, British Columbia, Canada, V6C 1T2.

These condensed interim consolidated financial statements have been prepared using International Financial Reporting Standards ("IFRS") applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The ability of the Company to continue as a going concern is dependent on its ability to obtain additional equity financing and achieve profitable operations. The Company has sustained losses from operations and has an ongoing requirement for capital investment to acquire and explore its mineral properties.

The Company incurred a net loss of \$925,744 for the three months ended June 30, 2025 (June 30, 2024 - \$272,123), and as of that date, had an accumulated deficit of \$42,999,097 (March 31, 2025 - \$42,080,375). At June 30, 2025, the Company had a total of \$4,735,114 (March 31, 2025 - \$1,926,368) in current assets and a working capital of \$3,958,990 (March 31, 2025 - \$1,300,216) and no long-term debt.

While the Company has been successful in obtaining the necessary financing to cover its corporate operating costs and advance the development of its projects through the issuance of common shares and the exercise of warrants in the past, there is no assurance it will be able to raise funds in this manner in the future. There remain material uncertainties that may cast significant doubt as to the Company's ability to continue as a going concern. These condensed interim consolidated financial statements do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern. Subsequent to June 30, 2025, the Company closed additional private placements for gross proceeds of \$5,302,811 for a total raised since March 31, 2025 of \$8,781,976. (Note 15).

2. BASIS OF PREPARATION

Statement of compliance

The Company's condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS34, Interim Financial Reporting. The condensed interim consolidated financial statements should be read in conjunction with the annual consolidated financial statements for the year ended March 31, 2025, which have been prepared in accordance with IFRS. These condensed interim consolidated financial statements were prepared on a historical cost basis using the accrual basis of accounting, except for cash flow information.

The Company uses the same accounting policies and methods of computation as in the annual consolidated financial statements for the year ended March 31, 2025.

These financial statements were approved by the board of directors on August 28, 2025.

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited - Expressed in Canadian Dollars)

Basis of consolidation

The condensed interim consolidated financial statements include the results or financial information of Stillwater Critical Minerals Corp. and its wholly-owned subsidiaries listed in the following table:

| Name | Country of incorporation |
|----------------------------|---------------------------------|
| Yankee Girl Resources Corp | Canada |
| Group Ten (USA) Inc | USA |
| Group Ten (Alaska) Inc | USA |
| 1161932 BC Ltd | Canada |
| 1326267 BC Ltd | Canada |
| 1326271 BC Ltd | Canada |

The results of each subsidiary will continue to be included in the consolidated financial statements of the Company until the date that the Company's control over the subsidiary ceases. All significant intercompany transactions and balances have been eliminated.

3. USE OF ESTIMATES, ASSUMPTIONS AND JUDGEMENTS

In preparing these condensed interim consolidated financial statements, the significant judgements made by management in applying the group's accounting policies and the key sources of estimation uncertainty were the same as those that applied to the consolidated financial statements for the year ended March 31, 2025.

4. PREPAID EXPENSES AND DEPOSITS

| | June 30, 2025 | March 31, 2025 |
|---------------------------|--------------------------|---------------------------|
| | \$ | \$ |
| Prepaid expenses | 39,470 | 95,621 |
| Deposits | 360,140 | 360,140 |
| | 399,610 | 455,761 |
| Less: non-current portion | (314,253) | (314,253) |
| | 85,357 | 141,508 |

As at June 30, 2025 a total of \$45,887 deposits were made with consultants on the Company's Stillwater West project which are anticipated to be used within the next 12 months.

The Company has paid \$285,288 (March 31, 2025 - \$285,288) for bonds in relation to the Company's Stillwater West project and a deposit of \$28,965 (March 31, 2025 – \$28,965) has been made in relation to a corporate credit card.

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
(Unaudited - Expressed in Canadian Dollars)

5. MARKETABLE SECURITIES

| | June 30, 2025 | March 31, 2025 |
|-------------------|------------------|-------------------|
| | \$ | \$ |
| Beginning balance | 704,306 | 462,067 |
| Addition | - | 348,245 |
| Unrealized loss | (94,417) | (106,006) |
| | 609,889 | 704,306 |

The Company's accounting policy for marketable securities is to hold the common shares at fair value through profit and loss ("FVTPL") with any unrealized gains and losses being recorded in the consolidated statement of loss.

As at March 31, 2024, the Company held 11,250,000 common shares and 6,000,000 share purchase warrants of Heritage Mining Ltd ("Heritage") valued of \$462,067 pursuant to a Definitive Earn-In Agreement (Note 6(d)).

On January 17, 2025, the Company received an additional 4,100,000 common shares and 3,000,000 share purchase warrants of Heritage (Note 6(d)). The common shares were valued at \$246,000 and the share purchase warrants were valued at \$102,245 using the Black-Scholes option pricing model with the following weighted average assumptions: risk-free interest rate 2.93%; expected life in years: 3 years; expected volatility: 100.0% and expected dividends: 0.0%.

At June 30, 2025, the total of 15,350,000 (March 31, 2025 - 15,350,000) common shares and 9,000,000 (March 31, 2025 - 9,000,000) share purchase warrants of Heritage held by the Company resulted in an unrealized loss of \$94,417 for the three months then ended (year ended March 31, 2025 - unrealized loss of \$106,006).

6. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation acquisition costs for the three months ended June 30, 2025 were as follows:

| | Montana Stillwater West | Yukon Kluane Project | Alaska Duke Island | Ontario Drayton Black Lake | Total |
|--------------------------------|-------------------------------|----------------------------|--------------------------|----------------------------------|------------------|
| | \$ | \$ | \$ | \$ | \$ |
| Balance, March 31, 2024 | 2,384,639 | 777,026 | 125,242 | - | 3,286,907 |
| Advance royalty | 68,190 | - | - | - | 68,190 |
| Licenses and permits | 207,338 | - | 10,432 | - | 217,770 |
| Balance, March 31, 2024 | 2,660,167 | 777,026 | 135,674 | - | 3,572,867 |
| Advance royalty | 68,790 | - | - | - | 68,790 |
| Balance, June 30, 2025 | 2,728,957 | 777,026 | 135,674 | - | 3,641,657 |

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
FOR THE THREE MONTHS ENDED JUNE 30, 2025 AND 2024
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a) Stillwater West (Montana, United States)

During the year ended March 31, 2021, the Company satisfied all earn-in requirements and owns 100% of the Stillwater West project. The Stillwater West project consists of 763 claims in south central Montana, USA, covering approximately 61 square kilometers ("km²") in two claim groups. The Company must make annual advance royalty payments of US\$50,000 on or before May 31st or each year (paid).

The project is subject to a 2% Net Smelter Return royalty ("NSR") and the Company has an option to redeem the NSR to 1%.

b) Kluane PGE-Ni-Cu Project (Yukon, Canada)

The Company owns a 100% interest in four platinum group and battery metals properties totaling over 260 km² in the Kluane Ultramafic Belt in southwestern Yukon. Together, these properties comprise the Kluane PGE-Ni-Cu project.

Catalyst

The Company holds a 100% interest in the Catalyst property. Certain claims on the Catalyst property are subject to a 3% NSR and the Company has an option to redeem the NSR down to 1%.

The Catalyst property also includes claims previously referred to as the CKR claims.

Spy

The Company owns a 100% interest in the Spy property. The Spy claims are subject to a 3% NSR and the Company has an option to buy the NSR down to 1%.

Ultra

The Company owns a 100% interest in the Ultra property and a 100% interest in 24 additional claims adjoining the Ultra property. The claims are subject to a 2% NSR and the Company has an option to buy the NSR down to 1%.

Outpost

The Company holds a 100% interest in the Outpost property which is adjacent to and forms part of the Ultra property. The claims are subject to a 2% NSR and the Company has the option to redeem the NSR down to 1%.

Ellen

The Company owns a 100% interest in the Ellen property, which consists of 72 claims totaling approximately 13km² in the Yukon Territory. The Ellen property includes the adjoining Pacer NW sand nearby Pacer SE claim groups, which are owned 100% by the Company and were acquired with the Outpost claims block.

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NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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c) Duke Island (Alaska, United States)

The Company owns a 100% interest in 31 unpatented mineral claims located on Duke Island, Alaska. The claims are subject to a 1% NSR.

On October 28, 2024, the Company announced it had signed a Letter of Intent ("LOI") with Granite Creek Copper for an earn-in on the Duke Island property. The LOI was terminated without becoming a definitive agreement and the Company retains its 100% interest in the property as a result.

d) Drayton-Black Lake (Ontario, Canada)

The Company owns 49% of a total land package of 13,773 continuous hectares of the Drayton-Black Lake properties, with Heritage holding the other 51% interest.

Black Lake

- (i) The Company owns a 49% interest in mineral claims covering 2,430 hectares located in the Patricia Mining Division near Sioux Lookout, Ontario. The claims are subject to a 2% NSR upon commencement of commercial production. The Company has an option to redeem the NSR down to 1%.
- (ii) To further consolidate claims in the Black Lake and Drayton property area, the Company acquired the below land packages through option agreements, which are now held 49% by the Company:
 - Mineral claims covering 1,224 hectares in the area between Black Lake and Drayton with no royalty obligation.
 - Mineral claims covering 441 hectares in the Black Lake area. The claims are subject to a 3% NSR upon commencement of commercial production and the Company has the option to redeem the NSR down to 2%.
- (iii) The Company acquired additional claims adjoining and between the above claims by direct staking at various dates. These claims are now held 49% by the Company. There are no royalty interests on claims staked by the Company.

Drayton

The Company owns a 49% interest in mineral claims covering 1,983 hectares located in the Patricia Mining Division near Sioux Lookout, Ontario.

Upon commencement of commercial production, the claims are subject to a 1% NSR with no buy-down provision, and an additional 3% NSR with the Company having an option to redeem the NSR down to 1.5%.

On August 19, 2021, the Company entered into a binding Letter of Intent ("LOI") with Heritage, whereby, Heritage can acquire up to a 90% interest in the Company's Drayton-Black Lake gold properties in Ontario, Canada. The interest can be acquired by issuing a total of 7,200,000 shares, making cash payment of \$320,000, completing exploration and development work totaling \$5,000,000 on the Drayton-Black Lake properties. During the year ended March 31, 2022, the Company completed the Definitive Earn-In Agreement (the "Agreement") contemplated within the LOI, which defines the details and timing of option payments as follows:

- (i) Heritage was required to pay a \$20,000 cash payment to the Company within three business days of executing the LOI (received), and the LOI is exclusive and binding on the parties for a period of 60 days to allow for completion of the Agreement.

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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- (ii) Heritage was to issue 2,800,000 shares to the Company within ten business days of obtaining a public listing on a specified Canadian exchange. (The Company received 2,800,000 shares of Heritage on September 1, 2022 valued at \$490,000. As the value of the property was less than the value of the shares received, a gain of \$121,060 was recorded in the consolidated statement of loss and comprehensive loss.)
- (iii) Heritage earned a 51% interest (the "First Option") during the year ended March 31, 2025, by completing the following on or before January 25, 2025:
- Issuing an additional 3,300,000 shares to the Company; (On November 25, 2022, the Company received 1,100,000 shares valued at \$104,500 and on November 24, 2023 the Company received 1,100,000 shares valued at \$55,000. Both values were recorded as a gain in the consolidated statement of loss and comprehensive loss).
 - On October 23, 2024, the deadline of November 25, 2024 for Heritage to issue 1,100,000 shares was extended to January 25, 2025. (On January 17, 2025 the Company received 1,100,000 shares valued at \$66,000. Recorded as a gain in the consolidated statement of loss and comprehensive loss); Consideration for this extension Heritage agreed to issue 3,000,000 additional units (On January 17, 2025 the Company received 3,000,000 units valued at \$282,245. Recorded as a gain in the consolidated statement of loss and comprehensive loss).
 - Completing cash payments totaling \$300,000; (On November 24, 2022, the Company received \$150,000 in cash and recorded as a gain in the consolidated statement of loss and comprehensive loss. Refer below regarding the second anniversary payment); and
 - Completing exploration work totaling \$2,500,000. On October 23, 2024 the deadline for Heritage to complete the expenditures was extended to January 25, 2025.

On December 29, 2023, the Company entered into an Amended and Restated Amendment Agreement whereby the Company agreed to accept the following consideration as satisfaction in full of the \$150,000 cash payment that was due on November 25, 2023:

- The issuance of additional 250,000 common shares in the capital of Heritage to the Company; The shares were valued at \$12,500 and recorded as a gain in the consolidated statement of loss and comprehensive loss); and
- The issuance of 6,000,000 units of Heritage with each unit consisting of a Heritage shares and a Heritage warrants at with a price of \$0.075 for a period of 24 months form the date of the issuance. (The units were received on January 12, 2024. The Company recorded the 6,000,000 Heritage sharess valued at \$300,000 and 6,000,000 Heritage warrants originally valued at \$120,606, calculated using the Black-Scholes option pricing model) (Note 5).

STILLWATER CRITICAL MINERALS CORP.
NOTES TO THE CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS
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(iv) Upon completion of the First Option, Heritage may earn an additional 39% ownership interest (the "Second Option") for a cumulative 90% interest by completion of the following on or before the fourth anniversary of the Agreement (on October 23, 2024, the deadline has been extended to the fifth anniversary):

- Issuing an additional 1,100,000 shares to the Company; and
- Completing additional exploration work totaling \$2,500,000.

In addition, the Agreement provides the following:

- (i) Upon completion of the Second Option, the Company will retain a 10% free carried interest in the Drayton-Black Lake properties, with Heritage being responsible for all property costs until completion by Heritage of a positive feasibility study supported by a technical report prepared in accordance with NI 43-101 on the Property (the "FS").
- (ii) A discovery payment of \$1.00 per ounce of gold or gold equivalent shall be made on mineral resource estimates as filed from time-to-time on the Drayton-Black Lake properties and shall, in Heritage's discretion, be paid in cash or shares (or a combination thereof), capped at a maximum of \$10,000,000.
- (iii) The Agreement provides for the formation of a Joint Venture ("JV") based on the then legal and beneficial ownership levels in the Property following completion of the FS. A JV may also be formed in the event Heritage does not complete the requirements of the Second Option, in which case Heritage is required to maintain minimum exploration and development expenditures of \$500,000 per annum until the completion of the FS in order to maintain status as operator of the JV. The Company maintains certain back-in rights to the property in the event that Heritage does not meet the minimum exploration requirements.
- (iv) The Company is required to complete \$300,000 of exploration work on the properties within the first year of the Agreement (completed), provided any shortfall by the Company shall reduce Heritage's obligation on a dollar-for-dollar basis.

e) Yankee Dundee (British Columbia, Canada)

Yankee Dundee consists of 26 Crown-granted mineral claims located in the Nelson Mining District near Ymir, British Columbia. On June 25, 2013, the Company closed the sale of its interests and obligations in the properties to Armex Mining Corp. ("Armex") in exchange for advance royalty payments, royalty payments, and production payments.

The remaining terms of the agreement are as follows:

- (i) Armex is to pay remaining advance royalty payments of:
 - \$50,000 on or before August 28, 2015 (unpaid); and
 - \$50,000 on or before August 28, 2016 (unpaid) and annually thereafter until the commencement of commercial production.
- (ii) Armex is to pay production and additional payments of:
 - \$250,000 upon the commencement of commercial production;
 - \$250,000 upon the first anniversary of commencement of commercial production; and

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- additional production payments aggregating \$1,000,000 payable from 30% of net revenues as defined in the agreement.

Armex has the right to satisfy the production and additional payments by paying the aggregate sum of \$1,250,000 any time during the first year of commercial production.

Armex will also assume all obligations per existing underlying option agreements with respect to the Yankee Dundee claims which consist of a 1% NSR upon commencement of commercial production until the recovery of the lesser of aggregate expenditures incurred and \$5,000,000, after such time, the NSR will increase to 2.5%. At any time up to the commencement of commercial production, an option is available to purchase 1.5% of the NSR for \$500,000 and the remaining 1% for \$500,000.

The Company will also be entitled to a 2.5% NSR upon commencement of commercial production, with Armex holding the right to repurchase the royalty at any time on the basis of \$1,000,000 for each 1%. In addition, the Company retains back-in rights pursuant to the agreement by which it can re-acquire the property in the event specific production milestones are not met.

Armex disputes the overdue advance royalty payments that were payable on or before August 28, 2015 - 2025. As the Company believes that the financial situation of Armex has deteriorated to an extent that precludes it from completing the sale agreement, the capitalized costs relating to Yankee Dundee have been reduced to \$Nil.

7. EXPLORATION AND EVALUATION EXPENDITURES

Exploration and evaluation expenditures incurred for the three months ended June 30, 2025 were as follows:

| | Stillwater West | Kluane Project | Total |
|------------------------|--------------------|-------------------|----------------|
| | \$ | \$ | \$ |
| Camp | 31,730 | - | 31,730 |
| Consulting | 57,497 | 9,464 | 66,961 |
| Consulting, Geophysics | 19,413 | - | 19,413 |
| Equipment | 12,636 | - | 12,636 |
| Fuel | 2,124 | - | 2,124 |
| Permitting | 37 | - | 37 |
| Transport | 5,472 | - | 5,472 |
| | 128,909 | 9,464 | 138,373 |

STILLWATER CRITICAL MINERALS CORP.
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(Unaudited - Expressed in Canadian Dollars)

Exploration and evaluation expenditures incurred for the three months ended June 30, 2024 were as follows:

| | Stillwater West | Kluane Project | Total |
|------------------------|--------------------|-------------------|----------------|
| | \$ | \$ | \$ |
| Analysis | 1,200 | - | 1,200 |
| Camp | 6,457 | - | 6,457 |
| Community | 3,427 | - | 3,427 |
| Consulting | 108,465 | 3,558 | 112,023 |
| Consulting, Geophysics | 25,824 | - | 25,824 |
| Equipment | 4,980 | - | 4,980 |
| Fuel | 266 | - | 266 |
| Transport | 4,367 | - | 4,367 |
| | 154,986 | 3,558 | 158,544 |

8. FLOW-THROUGH SHARE PREMIUM LIABILITY

A summary of the changes in the Company's flow-through share premium liability was as follows:

| | |
|---|----------------|
| | \$ |
| Balance, March 31, 2024 | - |
| Flow-through share premium on the issuance of flow-through common shares | 180,583 |
| Settlement of flow-through share premium liability pursuant to incurring qualified expenditures | (3,480) |
| Balance, March 31, 2025 | 177,103 |
| Settlement of flow-through share premium liability pursuant to incurring qualified expenditures | (1,953) |
| | 175,150 |

9. SHARE CAPITAL

a) Authorized

Unlimited common shares without par value.

b) Share issuance details

Three months ended June 30, 2025

- (i) The Company closed the first tranche of a private placement for gross proceeds of \$3,479,164 through the issuance of 15,126,802 units at a price of \$0.23 per unit. Each unit consists of one common share of the Company and one half of one common share purchase warrant, with each full warrant entitling the holder to purchase one common share at an exercise price of \$0.34. The warrants shall be exercisable for three years from the date of issue. The Company allocated \$151,268 to the warrants reserve using the residual value. The Company issued a total of 811,224 broker warrants. The warrants allow the holder to purchase one common share at an exercise price of \$0.34 for a period of three years. The Company attributed a value of \$84,724 to the broker warrants. The company also incurred \$355,363 of cash share issuance costs.

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- (ii) The Company issued 172,420 common shares pursuant to the exercise of share purchase warrants for total gross proceeds of \$36,208.

Three months ended June 30, 2024

- (i) The Company closed a non-brokered private placement for gross proceeds of \$3,891,720 through the issuance of 27,798,000 units at a price of \$0.14 per unit. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant, with each full warrant entitling the holder to purchase one common share at an exercise price of \$0.21. The warrants shall be exercisable for three years from the date of issue, subject to early acceleration if the volume weighted average trading price is greater than \$0.315 for a period of 20 consecutive trading days. The Company allocated \$nil to the warrants reserve using the residual value. The Company issued a total of 428,904 broker warrants. The warrants allow the holder to purchase one common share at an exercise price of \$0.21 for a period of three years. The Company attributed a value of \$24,213 to the broker warrants. The Company also incurred \$151,321 of cash share issuance costs.
- (ii) The Company issued 250,000 common shares pursuant to the exercise of 250,000 stock options for total gross proceeds of \$37,500. An additional total of 600,000 options were exercised using cashless exercise and 126,316 common shares were issued.
- (iii) The Company issued 1,107,693 common shares pursuant to the exercise of Restricted Share Units ("RSUs").

c) Stock options

A summary of the changes in stock options is presented below:

| | Number of options | Weighted average exercise price |
|-----------------------------------|------------------------------|--|
| | | \$ |
| Balance, March 31, 2024 | 17,321,200 | 0.27 |
| Granted | 4,320,000 | 0.14 |
| Exercised | (850,000) | 0.15 |
| Cancelled/Forfeited | (233,333) | 0.17 |
| Expired | (2,625,000) | 0.15 |
| Balance, March 31, 2025 | 17,932,867 | 0.27 |
| Granted | 3,725,000 | 0.15 |
| Cancelled/Forfeited | (425,000) | 0.17 |
| Balance, June 30, 2025 | 21,232,867 | 0.22 |
| Exercisable, June 30, 2025 | 16,023,422 | 0.25 |

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The following stock options were outstanding as at June 30, 2025:

| Expiry date | Outstanding | Exercisable | Weighted average exercise price | Weighted average remaining life (in years) |
|------------------------------|--------------------|--------------------|--|---|
| | | | \$ | |
| July 10, 2025 ⁽¹⁾ | 1,170,000 | 1,170,000 | 0.215 | 0.03 |
| January 12, 2026 | 1,895,000 | 1,895,000 | 0.400 | 0.54 |
| April 13, 2026 | 400,000 | 400,000 | 0.380 | 0.79 |
| June 16, 2026 | 200,000 | 200,000 | 0.400 | 0.96 |
| February 2, 2027 | 2,745,000 | 2,745,000 | 0.360 | 1.59 |
| April 25, 2027 | 685,000 | 685,000 | 0.360 | 1.82 |
| October 25, 2027 | 3,701,200 | 3,701,200 | 0.175 | 2.32 |
| June 9, 2028 | 575,000 | 575,000 | 0.175 | 2.95 |
| August 23, 2028 | 2,300,000 | 2,300,000 | 0.170 | 3.15 |
| June 26, 2029 | 3,403,333 | 2,268,889 | 0.140 | 3.99 |
| October 18, 2029 | 333,334 | 83,333 | 0.140 | 4.30 |
| November 8, 2029 | 250,000 | - | 0.180 | 4.36 |
| April 21, 2030 | 3,575,000 | - | 0.160 | 4.81 |
| | 21,232,867 | 16,023,422 | 0.22 | 2.73 |

⁽¹⁾ Subsequent to June 30, 2025, 1,070,000 units were exercised and 100,000 units were cancelled.

d) Share purchase warrants

A summary of the changes in warrants is presented below:

| | Number of warrants | Weighted average exercise price |
|--------------------------------|---------------------------|--|
| | | \$ |
| Balance, March 31, 2024 | 42,872,453 | 0.35 |
| Issued | 17,306,601 | 0.38 |
| Expired | (21,635,000) | 0.27 |
| Balance, March 31, 2025 | 38,544,054 | 0.35 |
| Issued | 8,374,625 | 0.33 |
| Exercised | (172,420) | 0.21 |
| Expired | (7,406,250) | 0.55 |
| Balance, June 30, 2025 | 39,340,009 | 0.29 |

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The following share purchase warrants were outstanding as at June 30, 2025:

| Outstanding | Exercise price | Expiry date | Weighted average remaining life (in years) |
|--------------------|-----------------------|--------------------|---|
| | \$ | | |
| 13,831,203 | 0.375 | June 30, 2026 | 1.00 |
| 14,155,484 | 0.210 | May 1, 2029 | 3.84 |
| 1,147,777 | 0.225 | February 11, 2027 | 1.62 |
| 1,830,920 | 0.225 | February 25, 2027 | 1.62 |
| 7,563,401 | 0.340 | June 25, 2028 | 2.99 |
| 811,224 | 0.230 | June 25, 2028 | 2.99 |
| 39,340,009 | | | |

e) Restricted share units

A summary of the changes in restricted share units ("RSU") is presented below:

| | Number of RSUs |
|--------------------------------|-----------------------|
| Balance, March 31, 2024 | 1,107,693 |
| Exercised | (1,107,693) |
| Balance, March 31, 2025 | - |
| Granted | 1,350,000 |
| Balance, June 30, 2025 | 1,350,000 |

f) Share-based payment expense and reserve

During the three months ended June 30, 2025, the Company granted 3,725,000 stock options. A total of 1,241,666 will vest 6 months following the date of grant, 1,241,667 will vest 12 months following the date of grant and 1,241,667 will vest 18 months following the date of grant.

During the three months ended June 30, 2024, the Company granted 3,570,000 stock options. A total of 1,190,000 will vest 6 months following the date of grant, 1,190,000 will vest 12 months following the date of grant and 1,190,000 will vest 18 months following the date of grant.

During the three months ended June 30, 2025, total share-based payment expense was \$167,089 (2024 - \$62,580) in respect of the vesting of previously granted stock options, newly granted options and RSU's. The weighted average fair value on grant date of the options granted during the three months ended June 30, 2025, was \$0.09 (2024 - \$0.09) per option.

The fair value of the stock options that were granted during the three months ended June 30, 2025 and 2024 was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

| | 2025 | 2024 |
|-------------------------|-------------|-------------|
| Risk free interest rate | 2.61% | 3.53% |
| Expected life in years | 5 | 5 |
| Expected volatility | 52.9% | 52.5% |
| Expected dividends | 0.0% | 0.0% |

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The fair value of the 811,424 finders' warrants, valued at \$84,724, that were issued during the three months ended June 30, 2025 pursuant to the flow-through private placement described in Note 9(b)(i) was calculated using the Black-Scholes option pricing model with the following weighted average assumptions:

| | |
|-------------------------|-------|
| Risk free interest rate | 2.66% |
| Expected life in years | 3 |
| Expected volatility | 71.7% |
| Expected dividends | 0.0% |

During the three months ended June 30, 2025, the Company reclassified from share-based payment reserve to deficit \$7,022 (2024 - \$6,319) with respect to options that were cancelled or expired.

10. RELATED PARTY TRANSACTIONS

Key management are the persons responsible for the planning, directing, and controlling the activities of the Company. They include both executive officers and directors, and entities associated and controlled by such persons including the following:

- TruePoint Exploration Inc. and its wholly owned subsidiary TruePoint Exploration (USA) Inc. ("TruePoint") are privately held exploration service companies that provide exploration and administrative services to the Company as well as to other exploration companies. Costs covered by TruePoint include exploration expenditures (technical work on the project such as drilling, sampling and geophysics), consulting, investor relations and corporate development costs, and other administrative costs. Michael Rowley, Director, President and CEO, and Greg Johnson, Director of the Company are minority shareholders of TruePoint; and
- MVR Consulting Inc. ("MVR"), a private company controlled by Michael Rowley, President and CEO.

The amounts paid by the Company for the services provided by key management have been determined by negotiation among the parties and are reviewed and approved by the Company's Board. These transactions are in the normal course of operations and are measured at their exchange amount, which is the amount agreed upon by the transacting parties.

a) Compensation

Compensation paid or payable to key management for the three months ended June 30, 2025 and 2024 were as follows:

| | 2025 | 2024 |
|---|----------------|-------------|
| | \$ | \$ |
| Consulting and management fees ⁽¹⁾ | 88,357 | 57,297 |
| Share-based payments ⁽²⁾ | 16,530 | 14,226 |
| Exploration and administrative costs ⁽³⁾ | 81,118 | 224,947 |
| | 186,005 | 296,470 |

⁽¹⁾ Consulting fees for the three months ended June 30, 2025 and 2024 consisted of fees earned by key management personnel.

⁽²⁾ Share-based payments expense is a non-cash item that consisted exclusively of the fair value of stock options that were granted to key management personnel.

⁽³⁾ Transactions with TruePoint for the three months ended June 30, 2025 consisted of exploration expenditures (\$15,481), investor relations and corporate development fees (\$36,020), consulting (\$18,773) and other/office (\$10,844).

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b) Balances

The Company's balances due from and owing to key management consisted of the following:

| | June 30, 2025 | March 31, 2025 |
|---------------------------------|--------------------------|---------------------------|
| | \$ | \$ |
| Due to Related Parties | | |
| MVR Consulting Inc. | 80,650 | 80,289 |
| Greg Johnson | 63,750 | 42,500 |
| Gregor Hamilton | 52,500 | 40,000 |
| | 196,900 | 162,789 |
| Due from Related Parties | | |
| TruePoint ⁽¹⁾ | 984,654 | 749,538 |

⁽¹⁾ This amount was the net of cash advances made to TruePoint to cover future exploration costs partially offset by charges from TruePoint.

Amounts due to and due from key management are unsecured, non-interest-bearing, and have no formal terms of repayment.

11. SUPPLEMENTAL CASH FLOW INFORMATION

The net change in non-cash operating working capital balances for the periods ended June 30, 2025 and 2024 of the following:

| | 2025 | 2024 |
|--|------------------|-------------|
| | \$ | \$ |
| Accounts receivable | 71,905 | (169,816) |
| Due to / from related parties | (201,005) | (329,346) |
| Prepaid expenses | 56,151 | (10,214) |
| Accounts payable and accrued liabilities | 117,814 | (302,604) |
| | 44,865 | (811,980) |

The were no non-cash transactions during the three months ended June 30, 2025

The non-cash transactions for the three months ended June 30, 2024 consisted of the following:

- (i) Issuing 1,107,693 common shares pursuant to the exercise of 1,107,693 RSUs for a value of \$221,539.
- (ii) Issuing 126,316 common shares pursuant to the exercise of 600,000 options using SAR for a value of \$63,968.

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12. FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, accounts receivable, due from related parties, accounts payable and accrued liabilities and due to related parties. The Company has classified its financial instruments as amortized cost.

The carrying values of accounts payable and accrued liabilities, due to related parties and short-term loans approximate their fair values due to the short period to maturity.

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, fair value interest rate risk, cash flow interest rate risk and price risk), credit risk and liquidity risk. There have been no changes in any risk management policies since March 31, 2025.

13. SEGMENTED INFORMATION

The Company has one operating segment, acquisition, exploration and development of mineral properties. The table below shows consolidated data by geographic segment based on location:

| | June 30, 2025 | March 31, 2025 |
|--|--------------------------|---------------------------|
| | \$ | \$ |
| Non-current assets by geographic segment | | |
| Canada | 805,991 | 805,991 |
| United States | 3,149,919 | 3,081,129 |
| | 3,955,910 | 3,887,120 |

14. COMMITMENT

As a result of the issuance of flow-through units described in Note 9(b)(ii), the Company has a commitment to incur \$875,011 of qualifying Canadian exploration expenditures prior to December 31, 2026. At June 30, 2025, the Company incurred \$26,325 of those qualifying expenditures.

15. SUBSEQUENT EVENT

Subsequent to June 30, 2025, the Company closed additional private placements for gross proceeds of \$5,302,811, including a third investment by Glencore plc, as follows below, for a total raised since March 31, 2025 of \$8,781,976.

The Company closed the second tranche of a private placement for total gross proceeds of \$3,520,835 through the issuance of 15,307,980 units at a price of \$0.23 per unit. Each unit consists of one common share of the Company and one-half of one transferable warrant, with each full warrant allowing the holder to purchase one common share of the Company at a price of \$0.34 per share for thirty-six months. The Company issued a total of 728,314 broker warrants. The warrants allow the holder to purchase one common share at an exercise price of \$0.34 for a period of three years.

The Company closed the follow-on non-brokered private placement for total gross proceeds of \$1,781,976 through the issuance of 7,747,722 units at the price of \$0.23 per unit. Each unit consists of one common share of the Company and one-half of one transferable warrant, with each full warrant allowing the holder to purchase one common share of the Company at a price of \$0.34 per share for thirty-six months.