

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This Prospectus Supplement (as defined herein), together with the Base Shelf Prospectus (as defined herein), and each document incorporated or deemed to be incorporated by reference in this Prospectus Supplement and in the Base Shelf Prospectus, constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities.

These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the “1933 Act”), or any state securities laws and may not be offered or sold within the United States (as such term is defined in Regulation S under the 1933 Act) (the “United States”), except in transactions exempt from the registration requirements of the 1933 Act and applicable state securities laws. This Prospectus Supplement, together with the Base Shelf Prospectus, does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States. See “Plan of Distribution”.

Information has been incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Talon Metals Corp. at c/o Talon Metals Services Inc., 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2, telephone (416) 361-9636, and are also available electronically at www.sedar.com.

PROSPECTUS SUPPLEMENT To The Short Form Base Shelf Prospectus Dated December 7, 2021

New Issue

January 24, 2022



TALON METALS CORP.

\$27,504,000

38,200,000 Common Shares

This prospectus supplement (the “**Prospectus Supplement**”), together with the accompanying short form base shelf prospectus dated December 7, 2021 (the “**Base Shelf Prospectus**”), is being filed by Talon Metals Corp. (“**Talon**” or the “**Corporation**”) to qualify the distribution (the “**Offering**”) of 38,200,000 common shares (the “**Offered Shares**”) of Talon at a price of \$0.72 per Offered Share (the “**Offering Price**”). The Offering is being made pursuant to an underwriting agreement (the “**Underwriting Agreement**”) dated as of January 24, 2022 among the Corporation and TD Securities Inc., as sole bookrunner (the “**Lead Underwriter**”), and Paradigm Capital Inc., BMO Nesbitt Burns Inc. and Sprott Capital Partners LP (collectively with the Lead Underwriter, the “**Underwriters**”). The Offering Price was determined by arm’s length negotiation between the Corporation and the Underwriters with reference to the prevailing market price of the common shares of the Corporation (the “**Common Shares**”). See “**Plan of Distribution**”.

The outstanding Common Shares are listed and posted for trading on the Toronto Stock Exchange (“**TSX**”) under the symbol “**TLO**”. On January 20, 2022, the last trading day prior to the time of announcement of the Offering, the closing price of the Common Shares on the TSX was \$0.75. On January 21, 2022, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was \$0.70. The Corporation has applied to list the Offered Shares and the Additional Shares (as defined herein) on the TSX. The TSX has not conditionally approved the Corporation’s listing application and there is no assurance that the TSX will approve the listing application. Listing is subject to the Corporation fulfilling all of the requirements of the TSX.

Offering Price: \$0.72 per Offered Share

	Price to the Public	Underwriters’ Fee ⁽¹⁾	Net Proceeds to the Corporation ⁽²⁾
Per Offered Share.....	\$0.72	\$0.0432	\$0.6768
Total ⁽³⁾	\$27,504,000	\$1,650,240	\$25,853,760

(1) In consideration for the services rendered by the Underwriters in connection with the Offering, the Corporation has agreed to pay the Underwriters a cash fee (the “**Underwriters’ Fee**”) equal to 6.0% of the gross proceeds of the Offering, including any Additional Shares sold pursuant to the exercise of the Over-Allotment Option (as defined herein). See “**Plan of Distribution**”.

(2) After deducting the Underwriters’ Fee, but before deducting the expenses relating to the Offering, including the preparation and filing of this Prospectus Supplement, which expenses are estimated to be approximately \$310,000 and which will be paid from the proceeds of the Offering.

- (3) The Corporation has granted the Underwriters an over-allotment option (the “**Over-Allotment Option**”), exercisable in whole or in part, in the sole discretion of the Lead Underwriter, on behalf of the Underwriters, for a period of 30 days from and including the Closing Date, to purchase up to an additional 5,730,000 Common Shares (the “**Additional Shares**”), at the Offering Price, to cover over-allotments, if any, made by the Underwriters in connection with the Offering and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are hereby qualified for distribution under this Prospectus Supplement. A purchaser who acquires Additional Shares forming part of the Underwriters’ over-allocation position acquires such Additional Shares under this Prospectus Supplement regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases. If the Over-Allotment Option is exercised in full, the total “Price to the Public”, “Underwriters’ Fee” and “Net Proceeds to the Corporation” (before deducting the expenses relating to the Offering (see note 2 above)) will be \$31,629,600, \$1,897,776 and \$29,731,824, respectively. See “*Plan of Distribution*” and the table below.

<u>Underwriters’ Position</u>	<u>Number of Common Shares Available</u>	<u>Exercise Period</u>	<u>Exercise Price</u>
Over-Allotment Option	Up to 5,730,000 Additional Shares	Up to 30 days from and including the Closing Date	\$0.72 per Additional Share

Unless the context otherwise requires, all references to the “Offering” and “Offered Shares” in this Prospectus Supplement includes all securities issuable assuming the exercise of the Over-Allotment Option.

The Corporation intends to issue, on a non-brokered private placement basis, 8,953,013 Common Shares at the Offering Price to Pallinghurst Nickel International Ltd. (“**Pallinghurst**”), an existing shareholder of the Corporation (the “**Concurrent Private Placement**”), for aggregate gross proceeds of approximately \$6.4 million. The Concurrent Private Placement is being completed in connection with the Offering in order to allow Pallinghurst to maintain its approximate 18.9871% ownership interest in the Corporation. In the event that the Over-Allotment Option is exercised by the Underwriters, Pallinghurst shall have the option to increase the size of the Concurrent Private Placement to further maintain such ownership interest in the Corporation (for a total of up to 10,295,965 Common Shares for approximate gross proceeds of up to \$7.4 million). Closing of the Concurrent Private Placement is expected to occur concurrently with the Offering and is subject to TSX approval. No commission or other fee will be paid to the Underwriters in connection with the sale of Common Shares pursuant to the Concurrent Private Placement, however, a 3% finders fee is anticipated to be payable by the Corporation to certain finders in connection with the Concurrent Private Placement. This Prospectus Supplement does not qualify any Common Shares issued pursuant to the Concurrent Private Placement. Closing of the Offering is not conditional upon the concurrent closing of the Concurrent Private Placement. See “*Plan of Distribution*”.

The Underwriters, as principals, conditionally offer the Offered Shares, subject to prior sale, if, as and when issued by the Corporation and accepted by the Underwriters in accordance with the terms and conditions contained in the Underwriting Agreement referred to under “*Plan of Distribution*”, and subject to the approval of certain legal matters on behalf of the Corporation by Cassels Brock & Blackwell LLP and on behalf of the Underwriters by Borden Ladner Gervais LLP.

The Offering is being made in each of the provinces of Canada, except Québec. The Offered Shares will be offered in such provinces through those Underwriters or their affiliates who are registered to offer Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Offered Shares in such other jurisdictions outside of Canada as agreed between the Corporation and the Underwriters. See “*Plan of Distribution*”.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to take place on or about January 31, 2022, or such other date as may be agreed upon by the Corporation and the Lead Underwriter, on behalf of the Underwriters (the “**Closing Date**”), provided that the Offered Shares are to be taken up by the Underwriters on or before the date that is not later than 42 days after the date of this Prospectus Supplement. Subject to applicable laws, the Underwriters may, in connection with the Offering, over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than those which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. **The Underwriters may offer the Offered Shares at a lower price than stated above.** See “*Plan of Distribution*”.

It is anticipated that the Offered Shares will be delivered under the book-based system through CDS Clearing and Depository Services Inc. (“**CDS**”) or its nominee and deposited in electronic form. A purchaser of Offered Shares, including a purchaser of Offered Shares in the United States that is a “qualified institutional buyer” as defined in Rule 144A of the 1933 Act (a “**Qualified Institutional Buyer**”), will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant, subject to certain limited exceptions. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required. See “*Plan of Distribution*”.

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus Supplement and in the Base Shelf Prospectus. The Corporation and the Underwriters have not authorized anyone to provide

purchasers with information different from that contained or incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus. The Underwriters are offering to sell and seeking offers to buy the Offered Shares only in jurisdictions where, and to persons whom, offers and sales are lawfully permitted. An investment in the Offered Shares is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such securities. Such investment should only be made by those persons who can afford the risk of loss of their entire investment. The risks outlined in this Prospectus Supplement, the Base Shelf Prospectus and in the documents incorporated by reference herein and therein should be carefully reviewed and considered by prospective investors in connection with an investment in such securities. See “*Cautionary Note Regarding Forward-Looking Information*” and “*Risk Factors*” in this Prospectus Supplement and the Base Shelf Prospectus, “*Forward-Looking Information*” and “*Risk Factors*” in the AIF (as defined herein) and the risk factors set forth in the Interim MD&A and the Annual MD&A (each as defined herein) which are available under the Corporation’s profile on SEDAR at www.sedar.com, before purchasing the Offered Shares.

Prospective purchasers are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, foreign and other tax consequences of acquiring, holding or disposing of the Common Shares, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Offered Shares. See “*Certain Canadian Federal Income Tax Considerations*”.

The Corporation is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, and each of Warren E. Newfield (Executive Chairman and Director), Gregory S. Kinross (Director), David E. Singer (Director), David L. Deisley (Director), and Arne Frandsen (Director) reside outside of Canada. The Corporation and each of the individuals named above have appointed Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2, as their agent for service of process in Canada. Andrea Martin, one of the authors of the Updated PEA (as defined herein), resides outside of Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

The Corporation’s head and registered office is located at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The registered office address of the Corporation’s representative in Canada, Talon Metals Services Inc., is 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2.

TABLE OF CONTENTS – PROSPECTUS SUPPLEMENT

<u>DESCRIPTION</u>	<u>PAGE NO.</u>
ABOUT THIS PROSPECTUS.....	S-6
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION.....	S-6
DIFFERENCES IN REPORTING OF MINERAL RESOURCE ESTIMATES.....	S-8
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION	S-8
DOCUMENTS INCORPORATED BY REFERENCE	S-8
MARKETING MATERIALS	S-9
ELIGIBILITY FOR INVESTMENT.....	S-10
THE CORPORATION.....	S-10
THE BUSINESS	S-11
CONSOLIDATED CAPITALIZATION	S-12
USE OF PROCEEDS	S-12
PLAN OF DISTRIBUTION.....	S-15
DESCRIPTION OF SECURITIES BEING DISTRIBUTED	S-17
PRIOR SALES	S-18
TRADING PRICE AND VOLUME	S-20
RISK FACTORS	S-20
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	S-22
AUDITOR, TRANSFER AGENT AND REGISTRAR.....	S-26
INTEREST OF EXPERTS	S-26
LEGAL MATTERS	S-28
STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION	S-28
CERTIFICATE OF THE CORPORATION	S-C-1
CERTIFICATE OF THE UNDERWRITERS	S-C-2

TABLE OF CONTENTS – BASE SHELF PROSPECTUS

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS	1
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION	1
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION	2
DIFFERENCES IN REPORTING OF MINERAL RESOURCE ESTIMATES.....	2
DOCUMENTS INCORPORATED BY REFERENCE	2
THE CORPORATION	4
THE BUSINESS	5
CONSOLIDATED CAPITALIZATION	6
USE OF PROCEEDS	6
PLAN OF DISTRIBUTION.....	6
EARNINGS COVERAGE RATIO	8
DESCRIPTION OF COMMON SHARES.....	8
DESCRIPTION OF DEBT SECURITIES	8
DESCRIPTION OF SUBSCRIPTION RECEIPTS.....	9
DESCRIPTION OF WARRANTS.....	10
DESCRIPTION OF UNITS	11
SELLING SECURITYHOLDERS.....	12
PRIOR SALES	13
TRADING PRICE AND VOLUME	13
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	13
RISK FACTORS	13
LEGAL MATTERS	14
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	15
INTEREST OF EXPERTS.....	15
EXEMPTION.....	16
STATUTORY AND CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION.....	16
CERTIFICATE OF THE CORPORATION.....	C-1

ABOUT THIS PROSPECTUS

This document is in two parts. The first part is the Prospectus Supplement, which describes the terms of the Offering and adds to and updates information contained in the Base Shelf Prospectus and the documents incorporated by reference therein. The second part is the Base Shelf Prospectus, which gives more general information, some of which may not apply to the Offering. This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purpose of the Offering. To the extent that the description of the Offered Shares varies between this Prospectus Supplement and the Base Shelf Prospectus, you should rely only on the information in this Prospectus Supplement with respect thereto.

Investors should carefully read both this Prospectus Supplement and the Base Shelf Prospectus, including the documents incorporated by reference herein and therein, and in particular the risk factors discussed in such documents, prior to investing in the Offered Shares.

Investors should rely only on the information contained or incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus and are not entitled to rely only on certain parts of the information contained or incorporated by reference in this Prospectus Supplement and the Base Shelf Prospectus to the exclusion of the remainder. The Corporation and the Underwriters have not authorized anyone to provide investors with additional or different information. If anyone provides you with different or additional information, you should not rely on it. The Corporation and the Underwriters are not offering the securities in any jurisdiction in which the Offering is not permitted. Investors should assume that the information contained in this Prospectus Supplement and the Base Shelf Prospectus is accurate only as of the date on the front of those documents and that information contained in any document incorporated by reference is accurate only as of the date of that document, regardless of the time of delivery of this Prospectus Supplement and the Base Shelf Prospectus or of any sale of the securities pursuant thereto. The Corporation's business, financial condition, results of operation and prospects may have changed since those dates. This Prospectus Supplement shall not be used by anyone for any purpose other than in connection with the Offering.

References in this Prospectus Supplement to "Talon", the "Corporation", "we", "us" or "our" refer to Talon Metals Corp. and its subsidiaries, unless the context indicates otherwise.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus Supplement, the Base Shelf Prospectus, and documents incorporated by reference herein and therein contain "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of applicable United States securities laws (collectively referred to herein as "**forward-looking information**"). All information, other than information concerning historical fact, that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including, without limitation, statements with respect to the intention of the Corporation to complete the Offering and the Concurrent Private Placement, the aggregate amount of total proceeds to be received by the Corporation, the anticipated use of the net proceeds to the Corporation from the Offering, the Concurrent Private Placement, and the March 2021 Prospectus Offering (as defined herein), the exercise of the Over-Allotment Option, the expected Closing Date, the listing of the Offered Shares, any capital and operating costs, the economic analysis from the technical report entitled "NI 43-101 Technical Report, Preliminary Economic Assessment (PEA) #3 of the Tamarack North Project – Tamarack, Minnesota" with an effective date of January 8, 2021 (the "**Updated PEA**"), the Updated PEA conclusions, estimates in respect of mineral resource quantities, mineral resource qualities, information regarding the potential for increased mineral resources and increased classification through additional exploration, potential mineralization, metallurgical testing and results, drilling and exploration plans, the Corporation's business plans and priorities, market trends with respect to demand for and the price of nickel, the likelihood of loss for legal proceedings, and the potential extension of mine life at the Tamarack North Project, are forward-looking information.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information reflects the current expectations or beliefs of the Corporation based on information available to the Corporation as of the date such statements are made.

Forward-looking information contained in this Prospectus Supplement, the Base Shelf Prospectus, and documents incorporated by reference herein and therein is based upon assumptions made by the Corporation regarding, among other things: general economic and political conditions; stable and supportive legislative, regulatory and community environment in the jurisdictions where the Corporation operates; anticipated trends and effects in respect of the COVID-19 pandemic and post-pandemic; demand for nickel and copper and estimates of, and changes to, the market prices for nickel and copper; the Corporation's market position and future financial and operating performance; anticipated timing and results of exploration, development and construction activities; the Corporation's ability to develop and achieve production at the Tamarack North Project (as defined in the AIF); the Corporation's ability to obtain and maintain mining, exploration, environmental and other permits, authorizations and approvals for the Tamarack North Project and Tamarack South Project (as defined in the AIF); the exploration, development, construction and operational costs for the Tamarack North Project and Tamarack South Project; successful negotiation of definitive commercial agreements, including off-take agreements for the Tamarack North Project; and the Corporation's ability to operate in a safe and effective manner. Mineral resource estimates and certain other technical and scientific information are based on the additional assumptions and parameters set out herein, in the Updated PEA and on the opinion of "qualified persons" (as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101"))).

Forward-looking information is subject to significant risks and uncertainties and other factors that could cause the actual results to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to or effects on the Corporation. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: failure to establish estimated mineral resources and any mineral reserves; the grade, quality and recovery of mineral resources varying from estimates; risks related to the exploration stage of the Corporation's properties, including the Tamarack North Project and Tamarack South Project; the requirement for additional capital to earn a 60% interest in the Tamarack North Project and Tamarack South Project; certain terms and restrictive covenants in connection with the royalty agreement with Triple Flag Precious Metals Corp. ("**Triple Flag**"), including those relating to the royalty put option thereunder; the agreement with Tesla Inc. ("**Tesla**") remaining subject to certain conditions, including but not limited to the parties completing negotiations and executing detailed supply terms and conditions; the possibility that future exploration results and metallurgical testing will not be consistent with the Corporation's expectations (including identifying additional and/or more extensive mineralization and/or recovery); changes in nickel, copper and/or platinum and palladium (together, "**PGEs**") prices; risks relating to the COVID-19 coronavirus and related variants and the governmental and regulatory actions taken in response thereto; delays in obtaining or failures to obtain necessary regulatory permits and approvals from government authorities; uncertainties involved in interpreting drilling results, and the beneficiation process and other geological and product related data; changes in the anticipated demand for nickel, copper, cobalt, gold and/or PGEs; changes in equity and debt markets; inflation; changes in exchange rates; declines in United States, Canadian and/or global economies; exploration costs varying significantly from estimates; delays in the exploration, mineral processing and development of, and/or commercial production from the properties Talon has an interest in; equipment failure; unexpected geological or hydrological conditions; political risks; imprecision in preliminary resource estimates; success of future exploration and development initiatives; the existence of undetected or unregistered interests or claims, whether in contract or in tort, over the properties of Talon (including, the Tamarack North Project and Tamarack South Project); changes in government regulations and policies; risks relating to labour; other exploration, development and operating risks; liability and other claims asserted against Talon; volatility in prices of publicly traded securities; and other risks involved in the mineral exploration and development industry and risks specific to the Corporation, including the risk factors identified elsewhere in this Prospectus Supplement, the Base Shelf Prospectus, and documents incorporated by reference herein and therein, including in the AIF under "*Risk Factors*", in the Annual MD&A and Interim MD&A, as well as in the Updated PEA and in other disclosure documents of the Corporation filed at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking information contained in this Prospectus Supplement, the Base Shelf Prospectus, and documents incorporated by reference herein and therein are expressly qualified by this cautionary statement. Although the Corporation believes that the assumptions inherent in the forward-looking information are reasonable and has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and

future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except as required by applicable securities laws.

DIFFERENCES IN REPORTING OF MINERAL RESOURCE ESTIMATES

This Prospectus Supplement and documents incorporated by reference herein have been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws. Unless otherwise indicated, all mineral reserve and mineral resource estimates included or incorporated by reference in this Prospectus Supplement have been prepared in accordance with NI 43-101. NI 43-101 is an instrument developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ from the requirements of the United States Securities and Exchange Commission that are applicable to domestic United States reporting companies. Any mineral reserves and mineral resources reported by the Corporation in accordance with NI 43-101 may not qualify as such under United States Securities and Exchange Commission standards. Accordingly, information contained in this Prospectus Supplement and documents incorporated by reference herein containing descriptions of the Corporation's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

References to "\$" or "C\$" in this Prospectus Supplement are to Canadian dollars, unless otherwise indicated. References to "US\$" in this Prospectus Supplement are to United States dollars. On January 21, 2022, the Bank of Canada indicative average rate of exchange for Canadian dollars and United States dollars was C\$1.00 = US\$0.7971 or US\$1.00 = C\$1.2545.

DOCUMENTS INCORPORATED BY REFERENCE

This Prospectus Supplement is deemed to be incorporated by reference into the Base Shelf Prospectus solely for the purposes of the Offering. Other documents are also incorporated, or are deemed to be incorporated by reference, into the Base Shelf Prospectus and reference should be made to the Base Shelf Prospectus for full particulars thereof.

Information has been incorporated by reference in this Prospectus Supplement from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of the Corporation at c/o Talon Metals Services Inc., 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2, telephone (416) 361-9636, and are also available electronically under the profile of the Corporation at www.sedar.com.

The following documents filed by the Corporation with the securities commissions or similar regulatory authorities in Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus Supplement and the Base Shelf Prospectus:

- (a) the annual information form of the Corporation dated March 30, 2021 for the year ended December 31, 2020 (the "**AIF**");
- (b) the audited consolidated financial statements of the Corporation for the years ended December 31, 2020 and 2019, together with the notes thereto and the auditor's report thereon (the "**Annual Financial Statements**");
- (c) the management's discussion and analysis of financial condition and results of operations of the Corporation for the year ended December 31, 2020 (the "**Annual MD&A**");

- (d) the condensed interim consolidated financial statements of the Corporation for the three and nine months ended September 30, 2021 and 2020, together with the notes thereto (the “**Interim Financial Statements**”);
- (e) the management’s discussion and analysis of financial condition and results of operations of the Corporation for the three and nine months ended September 30, 2021 (the “**Interim MD&A**”);
- (f) the material change report of the Corporation dated March 3, 2021 in respect of the announcement of a bought deal public offering of 50,000,000 units of the Corporation at a price of \$0.60 per unit for aggregate gross proceeds of \$30 million (the “**March 2021 Prospectus Offering**”);
- (g) the management information circular of the Corporation dated May 27, 2021, regarding the annual and special meeting of shareholders of the Corporation held on June 23, 2021;
- (h) the material change report of the Corporation dated January 11, 2022, regarding the agreement with Tesla (the “**Tesla MCR**”); and
- (i) the template version of the term sheet dated January 20, 2022 in connection with the Offering (the “**Marketing Materials**”).

Any documents of the foregoing type, and all other documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a Prospectus Supplement including, without limitation, any material change reports (excluding material change reports filed on a confidential basis), comparative interim financial statements, comparative annual financial statements and the auditor’s report thereon, management’s discussion and analysis, information circulars, annual information forms, marketing materials and business acquisition reports filed by the Corporation with the securities commissions or similar authorities in any of the provinces and territories of Canada, subsequent to the date of this Prospectus Supplement and prior to the termination of this Offering shall be deemed to be incorporated by reference in this Prospectus Supplement.

When new documents of the type referred to in the paragraph above are filed by the Corporation with the securities commissions or similar regulatory authorities in the jurisdictions in Canada in which the Corporation is a reporting issuer during the currency of this Prospectus Supplement, the previous documents of the type referred to in the paragraph above will no longer be deemed to be incorporated by reference in this Prospectus Supplement.

Any statement contained in this Prospectus Supplement, the Base Shelf Prospectus, or in a document incorporated or deemed to be incorporated by reference herein or therein shall be deemed to be modified or superseded, for purposes of this Prospectus Supplement, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus Supplement. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.

The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

MARKETING MATERIALS

In connection with the Offering, the Underwriters used the Marketing Materials as “marketing materials” (as such term is defined under applicable Canadian securities laws). The Marketing Materials do not form part of this Prospectus Supplement and the Base Shelf Prospectus to the extent that the contents of the Marketing Materials have been modified or superseded by a statement contained in this Prospectus Supplement. Any “template version” (as such term is defined under applicable Canadian securities laws) of any “marketing materials” filed on SEDAR (www.sedar.com) after the date of this Prospectus Supplement and before the termination of the distribution under the Offering (including any amendments to, or an amended version of, the Marketing Materials) is deemed to be

incorporated by reference into this Prospectus Supplement and the Base Shelf Prospectus solely for the purposes of the Offering.

ELIGIBILITY FOR INVESTMENT

In the opinion of Cassels Brock & Blackwell LLP, tax counsel to the Corporation, and Borden Ladner Gervais LLP, counsel to the Underwriters, based on the provisions of the *Income Tax Act* (Canada) and the regulations thereunder (collectively, the “**Tax Act**”) as of the date hereof, and all proposals to amend the Tax Act publicly announced by or on behalf of the Minister of Finance (Canada) prior to the date hereof, the Offered Shares, if issued on the date hereof, would be “qualified investments” under the Tax Act for a trust governed by a registered retirement savings plan (“**RRSP**”), registered retirement income fund (“**RRIF**”), registered education savings plan (“**RESP**”), registered disability savings plan (“**RDSP**”) and tax-free savings account (“**TFSA**”) (each a “**Registered Plan**”) or a deferred profit sharing plan, as each of those terms is defined in the Tax Act provided that the Offered Shares are listed on a “designated stock exchange” as defined in the Tax Act (which currently includes the TSX) or the Corporation qualifies as a “public corporation” (as defined in the Tax Act).

Notwithstanding the foregoing, the holder, subscriber or annuitant of, or under, a Registered Plan (the “**Controlling Individual**”) will be subject to a penalty tax as set out in the Tax Act in respect of Offered Shares acquired by a Registered Plan if such shares are a prohibited investment as set out in the Tax Act for the particular Registered Plan. An Offered Share generally will not be a “prohibited investment” for a Registered Plan provided the Controlling Individual deals at arm’s length with the Corporation for the purposes of the Tax Act and does not have a “significant interest” (as defined in subsection 207.01(4) the Tax Act) in the Corporation. In addition, the Offered Shares will not be a “prohibited investment” if the Offered Shares are “excluded property” as defined in the Tax Act, for the Registered Plan. Controlling Individuals should consult their own tax advisors as to whether the Offered Shares would be a prohibited investment in their particular circumstances.

Persons who intend to hold the Offered Shares in a trust governed by a Registered Plan should consult their own tax advisors with respect to the application of these rules in their particular circumstances.

THE CORPORATION

The Corporation was formed on April 5, 2005 as a result of a consolidation between Ventures Resources Corporation and Resource Holdings & Investments Inc. (“**RHI**”) pursuant to a plan of consolidation under the laws of the British Virgin Islands (the “**RHI Consolidation**”). The RHI Consolidation was a reverse takeover under the policies of the TSX Venture Exchange.

RHI was incorporated by memorandum and articles of association filed under the *BVI Business Companies Act, 2004* (British Virgin Islands) (the “**BVI Act**”) on July 8, 2004 for the purpose of engaging in the acquisition, exploration and development of mineral properties in Brazil. Following the RHI Consolidation, the properties and assets of RHI became the properties and assets of the Corporation and the name of the Corporation was changed to “BrazMin Corp.”.

Effective July 9, 2007, the Corporation changed its name from “BrazMin Corp.” to “Talon Metals Corp.” (the “**Name Change**”). No change to the Corporation’s capital structure resulted from the Name Change.

On March 24, 2010, the Corporation and Saber Energy Corp. (“**Saber**”) merged pursuant to a merger effected under the BVI Act (the “**Saber Merger**”). On closing of the Saber Merger, the properties and assets of Saber became the properties and assets of the Corporation. Talon survived the Saber Merger, retained its corporate name, “Talon Metals Corp.”, and continues to be governed by the provisions of the BVI Act.

The outstanding Common Shares are currently listed and posted for trading on the TSX under the symbol “TLO”. The Corporation’s head and registered office is located at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The registered office address of the Corporation’s representative in Canada, Talon Metals Services Inc., is 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2.

A chart that sets out all of the Corporation's material subsidiaries, their jurisdictions of incorporation and the Corporation's direct and indirect voting interest in each of such subsidiaries is included in the AIF under the heading "The Corporation – Intercorporate Relationships".

THE BUSINESS

The Corporation is a mineral exploration company currently focused on the exploration and development of the Tamarack North Project and the Tamarack South Project, nickel-copper-cobalt projects in Minnesota, United States of America. The Corporation's interest in the Tamarack North Project and Tamarack South Project is held through its indirect subsidiary, Talon Nickel (USA) LLC. As of the date hereof, the only material property of the Corporation is the Tamarack North Project.

For additional information with respect to the Tamarack North Project and Tamarack South Project and the business of the Corporation, readers are referred to the AIF, the Annual MD&A and the Interim MD&A, all of which are incorporated by reference herein, as well as the Updated PEA. The AIF contains a summary of the Updated PEA and the detailed disclosure in the Updated PEA is incorporated by reference therein. The summary in the AIF does not purport to be a complete summary of the Tamarack North Project and is subject to all of the assumptions, qualifications and procedures set out in the Updated PEA and is qualified in its entirety with reference to the full text of the Updated PEA. Readers should read the summary in the AIF in conjunction with the Updated PEA which is available electronically under the profile of the Corporation at www.sedar.com. See "*Documents Incorporated by Reference*", and see also "*Risk Factors*" in this Prospectus Supplement, the Base Shelf Prospectus and the AIF.

Recent Developments

On December 16, 2021, the Corporation established an "at-the-market" equity distribution program (the "**ATM Program**") that allows the Corporation to issue and sell up to \$25,000,000 of Common Shares from treasury to the public from time to time, at the Corporation's discretion. As at the date hereof, the Corporation has not sold any Common Shares pursuant to the ATM Program.

On January 10, 2022, the Corporation, through its U.S. subsidiary Talon Nickel (USA) LLC, entered into an agreement with Tesla for the supply and purchase of nickel concentrate to be produced from the Tamarack North Project. The highlights of the agreement with Tesla, as outlined in the Tesla MCR, are as follows:

- Under the terms set out in the agreement, Tesla has committed to purchase 75,000 metric tonnes (165 million lbs) of nickel in concentrate, representing a portion of the metals projected to be produced from the Tamarack North Project. Tesla also has a preferential right under the agreement to negotiate the purchase of additional nickel concentrate over and above the initial 75,000 metric tonne commitment.
- The term of the agreement is six (6) years or until a total of 75,000 metric tonnes (165 million lbs) of nickel in concentrate has been produced and delivered to Tesla. The agreement is conditional upon: (i) Talon earning a 60% interest in the Tamarack North Project; (ii) Talon commencing commercial production at the Tamarack North Project; and (iii) the parties completing negotiations and executing detailed supply terms and conditions. Talon will use commercially reasonable efforts to achieve commercial production on or before January 1, 2026 at the Tamarack North Project, which may be extended by the agreement of the parties for up to 12 months following which Tesla has a right to terminate the agreement and Talon may elect to sell to other parties.
- Talon and Tesla will work together to optimize nickel concentrate grades and metal recoveries.
- The purchase price to be paid by Tesla for the nickel in concentrate will be linked to the London Metals Exchange (LME) official cash settlement price for nickel. The parties have also agreed to share in any additional economics derived from any by-products extracted from the nickel concentrate, such as iron and cobalt.

CONSOLIDATED CAPITALIZATION

As at September 30, 2021, there were 696,863,651 Common Shares issued and outstanding, as well as 98,247,574 stock options of the Corporation (“**Stock Options**”) and 45,092,183 Common Share purchase warrants of the Corporation (“**Warrants**”) outstanding, which, if exercised, would result in the issuance of an additional 45,092,183 Common Shares. As at the date hereof, there are 703,691,151 Common Shares issued and outstanding, as well as 100,547,574 Stock Options and 39,227,183 Warrants outstanding which, if exercised, would result in the issuance of an additional 139,774,757 Common Shares. Other than as noted above and under the heading “*Prior Sales*”, there have not been any material changes in the share and loan capital of the Corporation since September 30, 2021.

The following table represents the share capital of the Corporation both before and after the issuance of the Offered Shares under the Offering and the Common Shares under the Concurrent Private Placement:

Designation of Shares	Number of Common Shares Authorized	Outstanding as at the date hereof	Outstanding on the date hereof, after giving effect to the Offering and the Concurrent Private Placement (without exercise of the Over-Allotment Option) ⁽¹⁾	Outstanding on the date hereof, after giving effect to the Offering and the Concurrent Private Placement (including full exercise of the Over-Allotment Option) ⁽²⁾
Common	100,000,000,000	703,691,151	750,844,164	757,917,116

Notes:

- (1) Reflects the issuance of 38,200,000 Offered Shares pursuant to the Offering and 8,953,013 Common Shares under the Concurrent Private Placement.
- (2) Reflects the issuance of 43,930,000 Offered Shares pursuant to the Offering and 10,295,965 Common Shares under the Concurrent Private Placement, including the issuance of 5,730,000 Additional Shares pursuant to the full exercise of the Over-Allotment Option.

USE OF PROCEEDS

The net proceeds to the Corporation from the Offering are estimated to be \$25,543,760, after deducting the payment of the Underwriters’ Fee of \$1,650,240, and after deducting the estimated expenses of the Offering (estimated to be approximately \$310,000). If the Over-Allotment Option is exercised in full, the net proceeds to the Corporation from the Offering are estimated to be \$29,421,824, after deducting the Underwriters’ Fee of \$1,897,776, and after deducting the estimated expenses of the Offering (estimated to be approximately \$310,000).

The net proceeds to the Corporation from the Concurrent Private Placement are expected to be approximately \$6,252,784, after deducting the payment of a 3% finder’s fee of \$193,385. If the Over-Allotment Option is exercised in full, and assuming Pallinghurst chooses to maintain its approximate 18.9871% ownership interest in the Corporation, the net proceeds to the Corporation from the Concurrent Private Placement are expected to be approximately \$7,190,702, after deducting the payment of a 3% finder’s fee of \$222,393.

The net proceeds from the March 2021 Prospectus Offering were approximately \$32.0 million. As at December 31, 2021, the Corporation had cash on hand of approximately \$24,900,000 and adjusted working capital (i.e. excluding legal contingencies) of approximately \$23,800,000.

March 2021 Prospectus Offering

The following table provides an overview of the Corporation’s approximate expenditures and progress as at December 31, 2021 for each principal purpose outlined on page 26 of the short form prospectus dated March 11, 2021 in respect of the anticipated use of net proceeds and available funds in connection with the March 2021 Prospectus Offering. All amounts indicated below under “Approximate Expenditures Remaining” are included in the allocation of estimated expenditures for the relevant expenditure items in the table set forth under “*Use of Net Proceeds and Available Funds*”.

Expenditures	Estimated Amount	Approximate Expenditures as at Dec. 31, 2021	Approximate Expenditures Remaining
Exploration	\$17,300,000	\$15,939,537	\$1,360,463
Mine planning, metallurgy and engineering	\$5,300,000	\$2,748,381	\$2,551,619
Environmental baseline, permitting and community	\$2,000,000	\$1,675,384	\$324,616
Mineral leases and land	\$2,000,000	\$1,142,193	\$857,807
Marketing, finance, legal and admin	\$1,000,000	\$972,302	\$27,698
Public company costs	\$500,000	\$1,023,819	\$(523,819)
Payments and/or incur expenditures in accordance with the 2018 Option Agreement	\$6,300,000	-	- ¹
General corporate and working capital	\$8,175,000	-	\$8,175,000
Total	\$42,575,000	\$23,501,616	\$12,773,384

Use of Net Proceeds and Available Funds

The Corporation intends to use the majority of the net proceeds from the Offering and the Concurrent Private Placement for advancing work related to its planned exploration and development program at the Tamarack North Project and for general corporate and working capital purposes during 2022 and early-to-mid 2023. The Corporation intends to use the net proceeds from the Offering and the Concurrent Private Placement, together with available funds (including remaining net proceeds from the March 2021 Prospectus Offering), approximately as follows:

Source of Funds	Estimated Amount
Existing estimated adjusted working capital (excluding legal contingencies) as of December 31, 2021	\$23,800,000
Net proceeds from the Offering	\$25,543,760
Net proceeds from the Concurrent Private Placement	\$6,252,784
Total	\$55,596,544
Expenditures	
Exploration	\$24,200,000
Mine planning, metallurgy and engineering	\$11,100,000
Environmental baseline, assessment and engineering	\$8,800,000
Mineral leases and land	\$1,500,000
Marketing, finance, legal and admin	\$2,300,000
Payment to Triple Flag	\$5,600,000
Public company costs	\$1,100,000
General corporate and working capital	\$996,544
Total	\$55,596,544

Dr. Etienne Dinel, Vice President, Geology of the Corporation is the “qualified person” who supervised the preparation of the above use of net proceeds and use of available funds.

The above noted allocation represents the Corporation’s current intentions with respect to its use of proceeds from the Offering and the Concurrent Private Placement and use of available funds based on current knowledge, planning and expectations of management of the Corporation (and assuming no exercise of the Over-Allotment Option). The net proceeds from the exercise of the Over-Allotment Option and additional net proceeds received pursuant to the Concurrent Private Placement, if any, are expected to be used for general working capital purposes. The Corporation’s actual use of the net proceeds of the Offering and use of available funds may vary depending on

¹ On September 29, 2021, the Corporation issued units to satisfy the US\$5.0 million payment to Kennecott pursuant to the 2018 Option Agreement and thus did not use proceeds from the March 2021 Prospectus Offering to make the budgeted payment of C\$6.3 million.

the Corporation's operating and capital needs from time to time. There may be circumstances where, for sound business reasons, a reallocation of funds may be necessary. See "*Risk Factors – Discretion in the Use of Proceeds and Use of Available Funds*".

Pending the use of the net proceeds described above, the Corporation may hold all or a portion of the net proceeds of the Offering and the Concurrent Private Placement as cash balances in the Corporation's bank account or may invest all or a portion of the net proceeds of the Offering and the Concurrent Private Placement in short-term, high quality, interest bearing corporate, government-issued or government-guaranteed securities.

During the year ended December 31, 2020 and the three and nine month periods ended September 30, 2021, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Tamarack North Project. As a result, certain of the net proceeds from the Offering and Concurrent Private Placement may be used to fund such negative cash flow from operating activities in future periods. See "*Risk Factors – Negative Operating Cash Flow and Additional Funding*".

Business Objectives

The Corporation is focused on the advancement of the Tamarack North Project. The Corporation intends to use the majority of the net proceeds of the Offering and the Concurrent Private Placement to further advance the Corporation's objective of completing a series of trade-off studies and mine planning, metallurgy, and engineering studies on the Tamarack North Project during 2022 and early-to-mid 2023.

During 2021, the Corporation successfully drilled two areas with mixed massive sulphide mineralization below a thicker zone of disseminated sulphide mineralization. These areas are referred to as CGO East and CGO West. These areas are shallower than the present Tamarack North Project mineral resource and, as such, could potentially reduce the timeline to production. The Corporation has been focused on expanding and infill drilling of these areas and plans to continue expansion and infilling of these areas during 2022.

During 2021, the Corporation also conducted infill drilling of the massive sulphide unit that forms part of the present Tamarack North Project mineral resource. It is expected that drilling of the massive sulphide unit will continue throughout 2022.

During 2021, the Corporation designed and successfully deployed a suite of geophysical survey methods over the present Tamarack North Project mineral resource. The Corporation also completed a detailed magneto-telluric survey over the northern half of the Tamarack Intrusive Complex, which is currently being interpreted. In 2022, the Corporation plans to also deploy its geophysical methods to help guide the drilling of priority targets that lie outside of the present Tamarack North Project mineral resource area. The ultimate objective is to discover and delineate high-grade nickel deposits that can be accessed underground from the present Tamarack North Project mineral resource area. If successful, this would constitute a continuation of underground mining to extend the mine life, with potentially no impact to surface infrastructure.

During 2021, the Corporation expanded its environmental baseline work, and such work will continue throughout 2022. The Corporation has commenced waste characterization studies, which will also continue throughout 2022.

In January 2022, the Corporation, through its U.S. subsidiary Talon Nickel (USA) LLC, entered into an agreement with Tesla for the purchase of 75,000 metric tonnes (165 million lbs) of nickel in concentrate. The Corporation has agreed to use commercially reasonable efforts to achieve commercial production on or before January 1, 2026, which may be extended by the agreement of the parties for up to 12 months following which Tesla has the right to terminate the agreement and Talon may elect to sell to other parties. Given the agreement with Tesla, during 2022, the Corporation intends to focus its metallurgical testing with the objective of producing a nickel concentrate for Tesla and a copper concentrate for selling to one or more smelters.

There is no assurance the various business objectives or plans above will be completed on this timeline (or at all). The exploration, development and construction of mineral projects are subject to a number of risks and uncertainties. See "*Risk Factors*".

PLAN OF DISTRIBUTION

Pursuant to the Underwriting Agreement, the Corporation has agreed to issue and sell, and the Underwriters have severally (and not jointly, nor jointly and severally) agreed to purchase, as principals, on the Closing Date, an aggregate of 38,200,000 Offered Shares at the Offering Price, for aggregate gross proceeds of \$27,504,000, payable in cash to the Corporation against delivery of the Offered Shares, subject to compliance with the terms and conditions contained in the Underwriting Agreement. The obligations of the Underwriters under the Underwriting Agreement are several (and not joint, nor joint and several), and may be terminated at their discretion on the basis of “disaster out”, “regulatory out”, “material change out”, “cease trade out” and “breach out” provisions in the Underwriting Agreement, and may also be terminated upon the occurrence of certain stated events. The Underwriters are, however, obligated to take up and pay for all of the Offered Shares if any of the Offered Shares are purchased under the Underwriting Agreement.

The Corporation has granted the Underwriters the Over-Allotment Option, exercisable in whole or in part, in the sole discretion of the Lead Underwriter, on behalf of the Underwriters, for a period of 30 days from and including the Closing Date, to purchase up to an additional 5,730,000 Offered Shares, at the Offering Price, to cover over-allotments, if any, made by the Underwriters in connection with the Offering and for market stabilization purposes. The grant of the Over-Allotment Option and the Additional Shares issuable upon exercise of the Over-Allotment Option are qualified for distribution under this Prospectus Supplement. A purchaser who acquires Additional Shares forming part of the Underwriters’ over-allocation position acquires such Additional Shares under this Prospectus Supplement regardless of whether the over-allocation position is ultimately filled through the exercise of the Over-Allotment Option or secondary market purchases.

In consideration for the services rendered by the Underwriters in connection with the Offering, the Corporation has agreed to pay the Underwriters the Underwriters’ Fee equal to 6.0% of the gross proceeds of the Offering, including any Additional Shares sold pursuant to the exercise of the Over-Allotment Option. The Offering Price and other terms of the Offering were determined by arm’s length negotiation between the Corporation and the Underwriters, with reference to the prevailing market price of the Common Shares.

The Offering is being made in each of the provinces of Canada, except Québec. The Offered Shares will be offered in such provinces through those Underwriters or their affiliates who are registered to offer Offered Shares for sale in such provinces and such other registered dealers as may be designated by the Underwriters. Subject to applicable law, the Underwriters may offer the Offered Shares in such other jurisdictions outside of Canada as agreed between the Corporation and the Underwriters.

The Corporation has applied to list the Offered Shares and the Additional Shares on the TSX. The TSX has not conditionally approved the Corporation’s listing application and there is no assurance that the TSX will approve the listing application. Listing is subject to the Corporation fulfilling all of the requirements of the TSX.

The Underwriters propose to offer the Offered Shares initially at the Offering Price. After the Underwriters have made reasonable efforts to sell all of the Offered Shares at such price, the Offering Price may be decreased, and further changed from time to time, to an amount not greater than the Offering Price. However, in no event will the Corporation receive less than net proceeds of \$0.6768 per Offered Share. If the selling price is reduced, the compensation realized by the Underwriters will be reduced by the amount that the aggregate price paid by the purchasers for the Offered Shares is less than the gross proceeds paid by the Underwriters to the Corporation. In addition, the Underwriters may offer selling group participation to other registered dealers that are satisfactory to the Corporation, acting reasonably, with compensation to be negotiated between the Underwriters and such selling group participants, but at no additional cost to the Corporation.

Pursuant to policy statements of certain securities regulators, the Underwriters may not, throughout the period of distribution under this Prospectus Supplement, bid for or purchase Common Shares. The foregoing restriction is subject to certain exceptions including: (a) a bid or purchase permitted under the Universal Market Integrity Rules for Canadian Marketplaces administered by the Investment Industry Regulatory Organization of Canada relating to market stabilization and passive market making activities, (b) a bid or purchase made for and on behalf of a customer where the order was not solicited during the period of the distribution, provided that the bid or purchase was for the purpose of maintaining a fair and orderly market and not engaged in for the purpose of creating actual or apparent

active trading in, or raising the price of, such securities, or (c) a bid or purchase to cover a short position entered into prior to the commencement of the prescribed restricted period. Consistent with these requirements, and in connection with this distribution, the Underwriters may over-allot or effect transactions that are intended to stabilize or maintain the market price of the Common Shares at levels other than those which otherwise might prevail on the open market. If these activities are commenced, they may be discontinued by the Underwriters at any time. The Underwriters may carry out these transactions on the TSX, in the over-the-counter market or otherwise.

Pursuant to the Underwriting Agreement, the Corporation has agreed that it will not, without the prior written consent of the Lead Underwriter, on behalf of the Underwriters, such consent not to be unreasonably withheld or delayed, during the period commencing on the signing of the Underwriting Agreement and ending 90 days following the Closing Date, (i) offer, pledge, sell, contract to sell any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase or otherwise transfer, lend or dispose of directly or indirectly, Common Shares or financial instruments or any securities convertible into or exercisable or exchangeable for Common Shares, (ii) enter into any swap or other arrangement that transfers, in whole or in part, any of the economic consequences of ownership of Common Shares or such other securities, whether any such transaction under (i) or (ii) is to be settled by delivery of Common Shares or such other securities, in cash or otherwise, or (iii) agree to do any of the foregoing; provided, however, that the restrictions in (i), (ii) and (iii) shall not apply to securities issued: (A) pursuant to the Offering and the Concurrent Private Placement, (B) pursuant to the issuance or exercise of Stock Options issued pursuant to the Corporation's stock option plan, (C) pursuant to the exercise of Stock Options or Warrants outstanding as at January 20, 2022, or (D) in connection with the bona fide acquisition by the Corporation of the shares or assets of other corporations or entities.

Pursuant to the Underwriting Agreement, the Corporation has also agreed that it will use its commercially reasonable efforts to cause each of the directors and executive officers of the Corporation to enter into lock-up agreements in a form satisfactory to the Corporation and the Lead Underwriter, each acting reasonably, to be executed concurrently with the closing of the Offering, pursuant to which each such person agrees to not, for a period ending 90 days after the Closing Date, without the prior written consent of the Lead Underwriter, on behalf of the Underwriters, such consent not to be unreasonably withheld or delayed, directly or indirectly offer, sell, contract to sell, grant any option to purchase, make any short sale, lend, swap, or otherwise dispose of, transfer, assign, or announce any intention to do so, any Common Shares or any securities convertible into or exchangeable for Common Shares, whether now owned directly or indirectly, or under their control or direction, or with respect to which each has beneficial ownership or enter into any transaction or arrangement that has the effect of transferring, in whole or in part, any of the economic consequences of ownership of Common Shares, whether such transaction is settled by the delivery of Common Shares, other securities, cash or otherwise, other than pursuant to: (i) a take-over bid, arrangement or similar transaction involving the acquisition of the Corporation; (ii) the exercise of Stock Options, Warrants or other convertible securities existing as at January 20, 2022, or (iii) the sale of any Common Shares issuable upon the exercise of Stock Options in order to pay for any taxes or the exercise price of the Stock Options.

The Offered Shares have not been and will not be registered under the 1933 Act or any state securities laws and, subject to certain exemptions from registration under the 1933 Act and applicable state securities laws, may not be offered or sold within the United States. The Underwriters have agreed that, except as permitted by the Underwriting Agreement pursuant to transactions exempt from the registration requirements of the 1933 Act and any applicable state securities laws, they will not offer or sell the Offered Shares at any time within the United States as part of their distribution or at any time within the United States. The Underwriting Agreement permits the Underwriters to offer and sell the Offered Shares in the United States in transactions that are exempt from the registration requirements of the 1933 Act and applicable state securities laws. Accordingly, the Underwriters, pursuant to the terms and conditions set forth in the Underwriting Agreement acting through their registered United States broker-dealer affiliates, may offer and resell the Offered Shares they have acquired pursuant to the Underwriting Agreement to Qualified Institutional Buyers in the United States in accordance with Rule 144A under the 1933 Act and pursuant to similar exemptions under applicable state securities laws. Moreover, the Underwriting Agreement provides that each Underwriter will otherwise offer and sell the Offered Shares outside the United States only in accordance with the exclusion from the registration requirements of the 1933 Act provided by Rule 903 of Regulation S under the 1933 Act. The Offered Shares that are sold in the United States will be "restricted securities" within the meaning of Rule 144(a)(3) of the 1933 Act and will be subject to restrictions to the effect that such securities have not been registered under the 1933 Act and may only be offered, sold or otherwise transferred pursuant to certain exemptions from the registration requirements of the 1933 Act and applicable state securities laws.

This Prospectus Supplement does not constitute an offer to sell or a solicitation of an offer to buy any of the Offered Shares in the United States. In addition, until 40 days after the commencement of the Offering, an offer or sale of the Offered Shares within the United States by a dealer (whether or not participating in the Offering) may violate the registration requirements of the 1933 Act if such offer or sale is made otherwise than in accordance with Rule 144A under the 1933 Act or another exemption under the 1933 Act and any applicable state securities laws.

Subscriptions for the Offered Shares will be received subject to rejection or allotment, in whole or in part, and the right is reserved to close the subscription books at any time without notice. Closing of the Offering is expected to take place on or about January 31, 2022, or such other date as may be agreed upon by the Corporation and the Lead Underwriter, on behalf of the Underwriters, provided that the Offered Shares are to be taken up by the Underwriters on or before the date that is not later than 42 days after the date of this Prospectus Supplement. It is anticipated that the Offered Shares will be delivered under the book-based system through CDS or its nominee and deposited in electronic form. A purchaser of Offered Shares, including a purchaser of Offered Shares in the United States that is a Qualified Institutional Buyer, will receive only a customer confirmation from the registered dealer from or through which the Offered Shares are purchased and who is a CDS depository service participant. CDS will record the CDS participants who hold Offered Shares on behalf of owners who have purchased Offered Shares in accordance with the book-based system. No definitive certificates will be issued unless specifically requested or required.

Pursuant to the terms of the Underwriting Agreement, the Corporation has agreed to reimburse the Underwriters for certain expenses incurred in connection with the Offering and to indemnify the Underwriters and each of their directors, officers, employees and agents against certain liabilities and expenses and to contribute to payments the Underwriters may be required to make in respect thereof.

The Corporation intends to issue, on a non-brokered private placement basis, 8,953,013 Common Shares at the Offering Price to Pallinghurst, an existing shareholder of the Corporation, for aggregate gross proceeds of approximately \$6.4 million. The Concurrent Private Placement is being completed in connection with the Offering in order to allow Pallinghurst to maintain its approximate 18.9871% ownership interest in the Corporation. In the event that the Over-Allotment Option is exercised by the Underwriters, Pallinghurst shall have the option to increase the size of the Concurrent Private Placement to further maintain such ownership interest in the Corporation (for a total of up to 10,295,965 Common Shares for approximate gross proceeds of up to \$7.4 million). Closing of the Concurrent Private Placement is expected to occur concurrently with the Offering and is subject to TSX approval. No commission or other fee will be paid to the Underwriters in connection with the sale of Common Shares pursuant to the Concurrent Private Placement, however, a 3% finders fee is anticipated to be payable by the Corporation to certain finders in connection with the Concurrent Private Placement. This Prospectus Supplement does not qualify any Common Shares issued pursuant to the Concurrent Private Placement. Closing of the Offering is not conditional upon the concurrent closing of the Concurrent Private Placement.

DESCRIPTION OF SECURITIES BEING DISTRIBUTED

Pursuant to Talon's memorandum of association under the *BVI Business Companies Act, 2004* (British Virgin Islands), it is authorized to issue one class and one series of shares divided into 100,000,000,000 Common Shares of no par value. The holders of Common Shares are entitled to one vote per share at all meetings of the shareholders of the Corporation either in person or by proxy. The holders of Common Shares are also entitled to dividends, if and when declared by the directors of the Corporation and the distribution of the residual assets of the Corporation in the event of a liquidation, dissolution or winding up of the Corporation. The Common Shares are not subject to call or assessment rights or any conversion rights, and other than the participation rights of Resource Capital Fund VI L.P. set out under "*Plan of Distribution – Participation Rights and Qualification Rights*" in the Base Shelf Prospectus and under "*Description of Securities Being Distributed – Participation Rights*" below in this Prospectus Supplement, the Common Shares are not subject to any pre-emptive rights. There are no redemption, retraction, purchase for cancellation, surrender, sinking or purchase fund provisions.

At the annual and special meeting of shareholders of the Corporation held on June 25, 2020, the shareholders of the Corporation approved the amended and restated shareholder rights plan agreement (the "**A&R Rights Plan**") entered into between the Corporation and Computershare Investor Services Inc., as rights agent. The A&R Rights Plan aims to ensure that all shareholders are treated equally and fairly in the event of a transaction that could lead to a change in control of the Corporation. The A&R Rights Plan also gives the board of directors of the Corporation more time to assess any unsolicited bid that may be made for the Corporation in the future and to explore and develop

alternatives for maximizing shareholder value. A copy of the A&R Rights Plan is available electronically under the profile of the Corporation at www.sedar.com.

As of the date of this Prospectus Supplement, the Corporation has not declared dividends and has no current intention to declare dividends on its Common Shares in the foreseeable future. Any decision to pay dividends on its Common Shares in the future will be at the discretion of the Corporation's board of directors and will depend on, among other things, the Corporation's results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the board of directors may deem relevant.

Participation Rights

On November 7, 2018, the Corporation entered into an investment agreement with Resource Capital Fund VI L.P. ("RCF") pursuant to which, among other things, the Corporation granted RCF a contractual participation right in respect of equity financings provided RCF holds 10% or more of all Common Shares on a partially diluted basis. On December 10, 2021, the Corporation and RCF entered into amendment to the Investment Agreement (the "Amendment Agreement"). Pursuant to the terms of the Amendment Agreement, RCF has the ability to acquire that number of Common Shares from the Corporation to provide RCF the ability to maintain their *pro-rata* shareholding interest in the Corporation after taking into account any sales by the Corporation in respect of an "at-the-market" equity distribution under the ATM Program (as defined herein). RCF has indicated to the Corporation that it does not intend to participate in the Offering.

PRIOR SALES

The following table summarizes the issuances by the Corporation of Common Shares, and securities convertible into or exchangeable for Common Shares, for the 12 months prior to the date of this Prospectus Supplement.

Date	Type of Security Issued	Issuance / Exercise Price Per Security	Number of Securities Issued
December 11, 2020	Common Shares ⁽⁴⁾	\$0.30	38,334,100
December 11, 2020	Broker Warrants ⁽⁴⁾⁽⁵⁾	\$0.30	2,300,046
December 16, 2020	Common Shares ⁽³⁾	\$0.116	750,000
December 28, 2020	Stock Options ⁽¹⁾	\$0.51	20,405,000
December 29, 2020	Common Shares ⁽²⁾	\$0.095	100,000
December 31, 2020	Common Shares ⁽³⁾	\$0.0826	200,000
January 6, 2021	Common Shares ⁽³⁾	\$0.0826	166,000
January 15, 2021	Common Shares ⁽³⁾	\$0.17	650,000
January 18, 2021	Common Shares ⁽³⁾	\$0.11	15,000,000
February 10, 2021	Common Shares ⁽³⁾	\$0.0826	200,000
February 11, 2021	Common Shares ⁽³⁾	\$0.26	118,930
February 17, 2021	Common Shares ⁽³⁾	\$0.17	1,363,166
March 3, 2021	Common Shares ⁽³⁾	\$0.0826	100,000
March 5, 2021	Common Shares ⁽³⁾	\$0.17	713,166
March 18, 2021	Common Shares ⁽⁶⁾	\$0.59	57,500,000
March 18, 2021	Warrants ⁽⁶⁾⁽⁷⁾	\$0.02	28,750,000

Date	Type of Security Issued	Issuance / Exercise Price Per Security	Number of Securities Issued
March 19, 2021	Stock Options ⁽¹⁾	\$0.70	5,307,736
March 26, 2021	Common Shares ⁽³⁾	\$0.30	823,018
April 7, 2021	Common Shares ⁽²⁾	\$0.095	150,000
April 30, 2021	Common Shares ⁽²⁾	\$0.30	50,000
April 30, 2021	Common Shares ⁽²⁾	\$0.51	25,000
May 4, 2021	Common Shares ⁽²⁾	\$0.145	400,000
May 10, 2021	Common Shares ⁽²⁾	\$0.51	75,000
May 19, 2021	Common Shares ⁽³⁾	\$0.0826	100,000
May 28, 2021	Stock Options ⁽¹⁾	\$0.59	5,400,000
May 31, 2021	Common Shares ⁽³⁾	\$0.0826	300,000
June 2, 2021	Common Shares ⁽²⁾	\$0.145	100,000
June 7, 2021	Common Shares ⁽³⁾	\$0.0826	750,000
June 10, 2021	Common Shares ⁽³⁾	\$0.116	645,660
June 11, 2021	Common Shares ⁽³⁾	\$0.30	242,502
June 25, 2021	Stock Options ⁽¹⁾	\$0.52	12,600,000
July 6, 2021	Common Shares ⁽³⁾	\$0.0826	577,750
August 12, 2021	Common Shares ⁽³⁾	\$0.0826	100,000
August 24, 2021	Common Shares ⁽³⁾	\$0.17	447,457
September 29, 2021	Common Shares ⁽⁸⁾	\$0.56	10,543,333
September 29, 2021	Warrants ⁽⁸⁾⁽⁹⁾	\$0.04	5,271,666
October 22, 2021	Stock Options ⁽¹⁾	\$0.65	1,900,000
October 26, 2021	Common Shares ⁽²⁾	\$0.14	350,000
October 26, 2021	Common Shares ⁽²⁾	\$0.51	112,500
October 27, 2021	Common Shares ⁽²⁾	\$0.28	20,000
October 27, 2021	Common Shares ⁽²⁾	\$0.51	112,500
December 7, 2021	Common Shares ⁽³⁾	\$0.0826	5,000,000
January 12, 2022	Common Shares ⁽³⁾	\$0.10	665,000
January 13, 2022	Common Shares ⁽²⁾	\$0.28	330,000
January 13, 2022	Common Shares ⁽²⁾	\$0.51	37,500
January 13, 2022	Stock Options ⁽¹⁾	\$0.72	1,600,000
January 19, 2022	Common Shares ⁽³⁾	\$0.0826	200,000

Notes:

- (1) Each Stock Option is exercisable to acquire one Common Share.
- (2) Issued in connection with the exercise of Stock Options.
- (3) Issued in connection with the exercise of Warrants.

- (4) Issued in connection with the public offering of 38,334,100 Common Shares at a price of \$0.30 per Common Share for aggregate gross proceeds of \$11,500,230.
- (5) Each broker warrant is exercisable to acquire one Common Share until December 11, 2022.
- (6) Issued in connection with the March 2021 Prospectus Offering.
- (7) Each Warrant is exercisable to acquire one Common Share until March 18, 2022.
- (8) Issued in satisfaction of an amount owing to Kennecott Exploration Company (“**Kennecott**”) of US\$5,000,000 pursuant to the exploration and option agreement between Kennecott and the Corporation, as amended (the “**2018 Option Agreement**”), in respect of the Tamarack North Project and Tamarack South Project.
- (9) Each Warrant is exercisable to acquire one Common Share until September 29, 2022.

TRADING PRICE AND VOLUME

The outstanding Common Shares are listed and posted for trading on the TSX and trade under the symbol “TLO”. The following table sets forth the high and low sale prices in Canadian dollars and trading volumes for the Common Shares on the TSX for the previous 12 months (as reported by the TSX) prior to the date of this Prospectus Supplement.

Month	Volume	High (\$)	Low (\$)
January 2021	17,234,929	0.62	0.5
February 2021	39,336,637	0.9	0.53
March 2021	26,789,459	0.8	0.62
April 2021	14,755,845	0.75	0.59
May 2021	9,905,576	0.68	0.55
June 2021	13,490,854	0.7	0.51
July 2021	14,045,166	0.59	0.44
August 2021	7,212,412	0.57	0.45
September 2021	8,023,592	0.65	0.5
October 2021	15,531,887	0.72	0.57
November 2021	11,490,073	0.77	0.61
December 2021	9,364,910	0.68	0.49
January 1 – 21, 2022	31,568,270	0.89	0.58

On January 20, 2022, the last trading day prior to the time of announcement of the Offering, the closing price of the Common Shares on the TSX was \$0.75. On January 21, 2022, the last trading day prior to the date of this Prospectus Supplement, the closing price of the Common Shares on the TSX was \$0.70.

RISK FACTORS

An investment in the Offered Shares being distributed under this Prospectus Supplement is speculative and involves a high degree of risk. Any prospective investor should carefully consider the risk factors set forth in the Base Shelf Prospectus, Interim MD&A, the AIF and the Annual MD&A, which are incorporated by reference in this Prospectus Supplement, and all of the other information contained in this Prospectus Supplement (including, without limitation, the documents incorporated by reference herein) before acquiring any of the securities distributed under this Prospectus Supplement. The risks described herein and therein are not the only risks facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems to be immaterial, may also materially and adversely affect its business.

In addition, the following risk factors should be carefully considered by investors:

Additional Financings

The continued development of the Corporation may require the Corporation to raise additional financing in the future through the issuance of additional equity securities or convertible debt securities. If the Corporation raises additional funding by issuing additional equity securities or convertible debt securities such financings may substantially dilute the interests of shareholders of the Corporation and reduce the value of their investment. Additional financings and share issuances may result in a substantial dilution to shareholders of the Corporation and decrease the value of the Corporation's securities.

The failure to raise or procure such additional funds as required could result in the delay or indefinite postponement of business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Corporation.

Discretion in the Use of Proceeds and Use of Available Funds

Management will have broad discretion concerning the use of the net proceeds of the Offering and the Concurrent Private Placement and use of available funds, as well as the timing of their expenditures. Depending on fluctuations in nickel and copper prices and other factors, the intended use of proceeds and use of available funds may change. As a result, an investor will be relying on the judgment of management for the application of the net proceeds of the Offering and the Concurrent Private Placement and use of available funds. Management may use the net proceeds of the Offering and the Concurrent Private Placement and available funds in ways that an investor may not consider desirable if they believe it would be in the best interests of the Corporation to do so. The results and the effectiveness of the application of the proceeds and available funds are uncertain. If the proceeds and available funds are not applied effectively, the Corporation's results of operations may suffer.

Negative Operating Cash Flow and Additional Funding

The Corporation has limited financial resources and has no source of operating cash flow. During the year ended December 31, 2020 and the three and nine month periods ended September 30, 2021, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Tamarack North Project. There is no assurance that additional funding will be available to the Corporation for the exploration and development of its projects. Furthermore, additional financing, whether through the issuance of additional securities and/or debt, will be required to continue the development of the Tamarack North Project and the Tamarack South Project generally. There can be no assurance that the Corporation will be able to obtain adequate additional financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of further development of the Tamarack North Project and the Tamarack South Project generally.

COVID-19 Coronavirus Outbreak

The current and ongoing global uncertainty with respect to the spread of COVID-19, the rapidly evolving nature of the pandemic and local and international developments related thereto and its effect on the broader global economy and capital markets may have a negative effect on the Corporation and the advancement of the Tamarack North Project. While the precise impact of the COVID-19 outbreak on the Corporation remains unknown, rapid spread of COVID-19 and declaration of the outbreak as a global pandemic has resulted in travel advisories and restrictions, certain restrictions on business operations, social distancing precautions and restrictions on group gatherings which are having direct impacts on businesses in Canada, the United States and around the world and could result in travel bans, closure of assay labs or delays in obtaining results from assay labs, work delays, restrictions on or shutting down of drilling operations, difficulties for contractors and employees getting to site, restrictions related to other mining related business and operations and the diversion of management attention all of which in turn could have a negative impact on development of the Tamarack North Project and Tamarack South Project and the Corporation generally. The spread of COVID-19 may also have a material adverse effect on global economic activity and could result in volatility and disruption to global supply chains and the financial and capital markets, which could affect the business, financial condition, results of operations, prospects and other factors relevant to the Corporation, including its ability to raise additional financing. There can be no assurance that COVID-19 or any other public health crises will not have a material adverse effect on the Corporation and its business and operations.

Loss of Entire Investment

An investment in the Offered Shares is speculative and may result in the loss of an investor's entire investment. Only potential investors who are experienced in high risk investments and who can afford to lose their entire investment should consider an investment in the Corporation.

Changes to Environmental Legislation

The Corporation's business is subject to various levels of environmental regulation and government controls which are supplemented and revised from time to time. The Corporation is unable to predict what legislation or revisions may be proposed that might affect its business or when any such proposals, if enacted, might become effective. Such changes, however, could require increased capital and operating expenditures and could prevent or delay certain operations by the Corporation. To the extent that the Corporation fails to or is alleged to fail to comply with any applicable regulation, whether in the future or in the past, the Corporation may be unable to continue to operate successfully. In the current legislative period in Minnesota, legislation has been introduced that, if passed would impose conditions on non-ferrous mining operations. Similar so-called "Prove it First" legislation was first introduced in 2019 and is modeled on legislation that passed in Wisconsin in 1998. The Wisconsin law was revoked in 2017 due to the problems inherent in the law and the negative economic impact on mining in the state. The "Prove it First" legislation proposal has been subject to bipartisan opposition and has not progressed in the legislative process to date. Opponents of the "Prove it First" legislation argue that current legislation regarding mine permitting/closure adequately protect the environment and that passing of "Prove it First" legislation would not improve the environmental protections currently in place in Minnesota. The Corporation is monitoring the situation. In the event that the proposed "Prove it First" legislation is enacted into law as currently proposed, it will have a negative adverse effect on the Corporation and the Tamarack North Project and Tamarack South Project operations. Furthermore, any shift in political attitudes, or amendments to current laws and regulations governing operations and activities of mining in Minnesota or more stringent implementation thereof are beyond the control of the Corporation and could have a substantial adverse impact on the Corporation.

Community Relations and Non-Governmental Organizations

The Corporation's relationships with the community in which it operates are critical to the success of the Corporation's operations and the exploration, construction and development of the Tamarack North Project and Tamarack South Project. At any given time there may be ongoing and potentially increasing public concern relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain non-governmental organizations ("NGOs"), some of which oppose resource development generally, are often vocal critics of the mining industry and its practices, including processing activities. Adverse publicity generated by such NGOs or others related to extractive industries generally, or Talon's operations specifically, could have an adverse effect on the Corporation's reputation or financial condition and may impact its relationship with the communities in which it operates. While Talon is committed to operating in a socially responsible and environmentally friendly manner, there is no guarantee that the Corporation's efforts in this respect will mitigate this potential risk.

Conditions Relating to the Agreement with Tesla

Talon's agreement with Tesla is conditional upon: (i) Talon earning a 60% interest in the Tamarack North Project; (ii) Talon commencing commercial production at the Tamarack North Project; and (iii) the parties completing negotiations and executing detailed supply terms and conditions. Additionally, Talon will use commercially reasonable efforts to achieve commercial production on or before January 1, 2026 at the Tamarack North Project, which may be extended by the agreement of the parties for up to 12 months following which Tesla has a right to terminate the agreement and Talon may elect to sell to other parties. There is no assurance that any such conditions will be met or that Talon will achieve commercial production at the Tamarack North Project. If such conditions are not met or if the agreement with Tesla is terminated in accordance with its terms, it may have a material adverse effect on the Corporation and its business and operations (including the market price of the Offered Shares and other securities of the Corporation).

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

In the opinion of Cassels Brock & Blackwell LLP, counsel to the Corporation, and Borden Ladner Gervais LLP, counsel to the Underwriters, the following is, as of the date hereof, a summary of the principal Canadian federal income tax considerations generally applicable to a purchaser who acquires the Offered Shares pursuant to this

Offering. This summary applies only to a purchaser who is a beneficial owner of the Offered Shares and who, for the purposes of the Tax Act, and at all relevant times: (i) acquires and holds the Offered Shares as capital property; (ii) deals at arm's length with the Corporation and the Underwriters; and (iii) is not affiliated with the Corporation or the Underwriters (a "**Holder**").

Offered Shares will generally be considered to be capital property to a Holder unless the Holder holds such shares in the course of carrying on a business of trading or dealing in securities or has acquired them in one or more transactions considered to be an adventure or concern in the nature of trade.

This summary is not applicable to a Holder: (i) that is a "financial institution" (as defined in the Tax Act) for purposes of the mark-to-market provisions of the Tax Act; (ii) that is a "specified financial institution" as defined in the Tax Act; (iii) that has made a functional currency reporting election under section 261 of the Tax Act to report its "Canadian tax results" as defined in the Tax Act in a currency other than Canadian currency; (iv) an interest in which is, or for whom an Offered Share would be, a "tax shelter investment" for the purposes of the Tax Act; (v) that has entered into or will enter into a "derivative forward agreement" or "synthetic disposition agreement", as those terms are defined in the Tax Act, in respect of Offered Shares; (vi) that receives dividends on Offered Shares under or as part of a "dividend rental arrangement" (as defined in the Tax Act); or (vii) in relation to which the Corporation or any of its subsidiaries is or will be a "foreign affiliate" (as defined in the Tax Act). Such Holders should consult their own tax advisors.

This summary is based upon the current provisions of the Tax Act and the regulations thereunder ("**Regulations**") in force as of the date hereof, all specific proposals ("**Proposed Amendments**") to amend the Tax Act or the Regulations that have been publicly announced by, or on behalf of, the Minister of Finance (Canada) prior to the date hereof and counsel's understanding of the current published administrative policies and assessing practices of the Canada Revenue Agency ("**CRA**"). No assurance can be given that the Proposed Amendments will be enacted or otherwise implemented in their current form, if at all. If the Proposed Amendments are not enacted or otherwise implemented as presently proposed, the tax consequences may not be as described below in all cases. Other than the Proposed Amendments, this summary does not take into account or anticipate any changes in law, administrative policy or assessing practice, whether by legislative, regulatory, administrative, governmental or judicial decision or action, nor does it take into account the tax laws of any province or territory of Canada or of any jurisdiction outside of Canada. **Holders that are not residents of Canada for the purposes of the Tax Act should consult with their own tax advisors with respect to the tax consequences of acquiring, holding and disposing of the Offered Shares in any jurisdiction in which they may be subject to tax, including Canada.**

This summary is of a general nature only, is not exhaustive of all possible Canadian federal income tax considerations and is not intended to be, nor should it be construed to be, legal or tax advice to any particular Holder. Accordingly, Holders should consult their own tax advisors with respect to their particular circumstances.

Currency Conversion

For purposes of the Tax Act, all amounts related to the acquisition, holding or disposition of the Offered Shares (including dividends, adjusted cost base and proceeds of disposition) must be expressed in Canadian dollars. Amounts denominated in a foreign currency must be converted into Canadian dollars using the appropriate exchange rate determined in accordance with the detailed rules contained in the Tax Act in this regard.

Holders Resident in Canada

The following portion of this summary applies to Holders who, for the purposes of the Tax Act, are or are deemed to be resident in Canada at all relevant times (herein, "**Resident Holders**"). The Offered Shares are not "Canadian securities" for the purpose of the irrevocable election under subsection 39(4) of the Tax Act. Consequently, a Resident Holder will not be entitled to make or rely on such an election in respect of the Offered Shares to have such shares deemed to be capital property. Resident Holders who do not hold the Offered Shares as capital property should consult their own tax advisors regarding their particular circumstances.

Dividends

A Resident Holder will be required to include in computing such Resident Holder's income for a taxation year the amount of dividends, if any, received (or deemed to be received) on the Offered Shares. Dividends received on Offered Shares by a Resident Holder who is an individual will not be subject to the gross-up and dividend tax credit rules in the Tax Act normally applicable to taxable dividends received from "taxable Canadian corporations" (as defined in the Tax Act). A Resident Holder that is a corporation will not be entitled to deduct the amount of such dividends in computing its taxable income.

Disposition of Offered Shares

A Resident Holder who disposes of or is deemed to have disposed of an Offered Share will generally realize a capital gain (or capital loss) in the taxation year of the disposition equal to the amount by which the proceeds of disposition of the Offered Share net of any reasonable costs of disposition, are greater (or are less) than the adjusted cost base to the Resident Holder of the Offered Share immediately before the disposition or deemed disposition. Such capital gain (or capital loss) will be subject to the tax treatment described below under "*Holders Resident in Canada – Capital Gains and Capital Losses*".

Capital Gains and Capital Losses

A Resident Holder will generally be required to include in computing its income for the taxation year of disposition, one-half of the amount of any capital gain (a "**taxable capital gain**") realized in such year. Subject to and in accordance with the provisions of the Tax Act, a Resident Holder will be required to deduct one-half of the amount of any capital loss (an "**allowable capital loss**") against taxable capital gains realized in the taxation year of disposition. Allowable capital losses in excess of taxable capital gains for the taxation year of disposition may be carried back and deducted in any of the three preceding taxation years or carried forward and deducted in any subsequent taxation year against net taxable capital gains realized in such years, to the extent and under the circumstances specified in the Tax Act.

Capital gains realized by a Resident Holder that is an individual or trust, other than certain specified trusts, may give rise to a liability for alternative minimum tax under the Tax Act.

Offshore Investment Fund Property Rules

The Tax Act contains rules which, in certain circumstances, may require a Resident Holder to include an amount in income in each taxation year in respect of the acquisition and holding of Offered Shares if (a) the value of the Offered Shares may reasonably be considered to be derived, directly or indirectly, primarily from portfolio investments in: (i) shares of the capital stock of one or more corporations, (ii) indebtedness or annuities, (iii) interests in one or more corporations, trusts, partnerships, organizations, funds or entities, (iv) commodities, (v) real estate, (vi) Canadian or foreign resource properties, (vii) currency of a country other than Canada, (viii) rights or options to acquire or dispose of any of the foregoing, or (ix) any combination of the foregoing (collectively "**Investment Assets**") and (b) it may reasonably be concluded that one of the main reasons for the Resident Holder acquiring, or holding the Offered Shares was to derive a benefit from portfolio investments in Investment Assets in such a manner that the taxes, if any, on the income, profits and gains from such Investment Assets for any particular year are significantly less than the tax that would have been applicable under Part I of the Tax Act if the income, profits and gains had been earned directly by the Resident Holder.

In determining whether these rules may apply, regard must be had to all of the circumstances, including (i) the nature, organization and operation of any non-resident entity, including the Corporation, and the form of, and the terms and conditions governing, the Resident Holder's interest in, or connection with, any such non-resident entity, (ii) the extent to which any income, profit and gains that may reasonably be considered to be earned or accrued, whether directly or indirectly, for the benefit of any non-resident entity, including the Corporation, are subject to an income or profits tax that is significantly less than the income tax that would be applicable to such income, profits and gains if they were earned directly by the Resident Holder, and (iii) the extent to which any income, profits and gains of any non-resident entity, including the Corporation, for any fiscal period are distributed in that or the immediately following fiscal period.

If applicable, these rules would generally require a Resident Holder to include in income for each taxation year in which the Resident Holder owns an Offered Share (i) an imputed return for the taxation year computed on a

monthly basis and determined by multiplying the Resident Holder's "designated cost" (as defined in the Tax Act) of the Offered Share at the end of the month, by 1/12th of the sum of the applicable prescribed rate for the period that includes such month plus 2%, less (ii) the Resident Holder's income for the year (other than a capital gain) from the Offered Share determined without reference to these rules. Any amount required to be included in computing a Resident Holder's income under these rules will be added to the adjusted cost base to the Resident Holder of the applicable Offered Shares.

The CRA has taken the position that the term "portfolio investment" should be given a broad interpretation. While it should be unlikely that the value of the Offered Shares would be regarded as being derived primarily from portfolio investments in Investment Assets, there is a possibility that the CRA may take a different view. Even if the value of the Offered Shares may reasonably be considered to be derived, directly or indirectly, primarily from portfolio investments in Investment Assets, these rules will apply to a Resident Holder only if it is reasonable to conclude that one of the main reasons for the Resident Holder acquiring, holding or having the Offered Shares was to derive a benefit from Investment Assets in such a manner that the taxes, if any, on the income, profits and gains from such Investment Assets for any particular year are significantly less than the tax that would have been applicable under Part I of the Tax Act if the income, profits and gains had been earned directly by the Resident Holder.

These rules are complex and their application depends, to a large extent, in part, on the reasons for a Resident Holder acquiring or holding the Offered Shares. Resident Holders are urged to consult their own tax advisors regarding the application and consequences of these rules in their own particular circumstances.

Additional Refundable Tax

A Resident Holder that is, throughout its taxation year, a "Canadian-controlled private corporation" (as defined in the Tax Act) may be subject to pay a refundable tax on its "aggregate investment income" (as defined in the Tax Act), including amounts in respect of taxable capital gains and certain dividends.

Foreign Property Information Reporting

In general, a Resident Holder that is a "specified Canadian entity" (as defined in the Tax Act) for a taxation year or a fiscal period and whose total "cost amount" (as defined in the Tax Act) of "specified foreign property" (as defined in the Tax Act), including the Offered Shares, at any time in the year or fiscal period exceeds C\$100,000 will be required to file an information return with the CRA for the taxation year or fiscal period disclosing certain prescribed information in respect of such property. Subject to certain exceptions, a taxpayer resident in Canada, other than a corporation or trust exempt from tax under Part I of the Tax Act, will be a "specified Canadian entity," as will certain partnerships. The Offered Shares will be "specified foreign property" to a Resident Holder. Penalties may apply where a Resident Holder fails to file the required information return in respect of such Resident Holder's "specified foreign property" on a timely basis in accordance with the Tax Act.

The reporting rules in the Tax Act relating to "specified foreign property" are complex and this summary does not purport to address all circumstances in which reporting may be required by a Resident Holder. Resident Holders should consult their own tax advisors regarding the reporting rules contained in the Tax Act.

Holders Not Resident in Canada

This portion of the summary is generally applicable to a Holder that, at all relevant times, for purposes of the Tax Act: (i) is not, and is not deemed to be, resident in Canada; and (ii) does not use or hold and is not deemed to use or hold the Offered Shares in connection with carrying on a business in Canada (a "**Non-Resident Holder**"). Special rules, which are not discussed in this summary, may apply to a Non-Resident Holder that is an insurer that carries on, or is deemed to carry on, an insurance business in Canada and elsewhere, or an authorized foreign bank (as defined in the Tax Act) and such Holders should consult their own tax advisors.

Dividends

Dividends paid in respect of Offered Shares to a Non-Resident Holder will not be subject to Canadian withholding tax or other income tax under the Tax Act.

Disposition of Offered Shares

A Non-Resident Holder who disposes or is deemed to dispose of the Offered Shares will not be subject to tax under the Tax Act in respect of any capital gain realized on a disposition or deemed disposition of an Offered Share nor will capital losses arising therefrom be recognized under the Tax Act, unless the Offered Share, is, or is deemed to be, “taxable Canadian property” of the Non-Resident Holder for the purposes of the Tax Act and the Non-Resident Holder is not entitled to an exemption pursuant to the terms of an applicable tax treaty or convention.

Generally, an Offered Share will not constitute taxable Canadian property of a Non-Resident Holder provided that the Offered Shares are listed on a “designated stock exchange” for the purposes of the Tax Act (which currently includes the TSX), unless at any time during the 60 month period immediately preceding the disposition, (i) 25% or more of the issued shares of any class or series of the capital stock of the Corporation were owned by or belonged to one or any combination of (a) the Non-Resident Holder, (b) persons with whom the Non-Resident Holder did not deal at arm’s length, and (c) partnerships in which the Non-Resident Holder or a person described in (b) holds a membership interest directly or indirectly through one or more partnerships; and (ii) at such time, more than 50% of the fair market value of the Offered Share was derived, directly or indirectly, from any combination of real or immovable property situated in Canada, “Canadian resource property” (as defined in the Tax Act), “timber resource property” (as defined in the Tax Act), or options in respect of, interests in, or for civil law rights in such properties, whether or not such property exists. Notwithstanding the foregoing, an Offered Share may also be deemed to be “taxable Canadian property” in certain other circumstances set out in the Tax Act. Non-Resident Holders should consult their own tax advisors as to whether their Offered Shares constitute “taxable Canadian property” in their own particular circumstances.

In cases where a Non-Resident Holder disposes (or is deemed to have disposed) of an Offered Share that is taxable Canadian property to that Non-Resident Holder and the Non-Resident Holder is not entitled to an exemption under an applicable income tax treaty or convention, the consequences described above under the headings “*Holders Resident in Canada – Disposition of Offered Shares*” and “*Holders Resident in Canada – Capital Gains and Capital Losses*” will generally be applicable to such disposition.

Non-Resident Holders whose Offered Shares may be taxable Canadian property should consult their own tax advisors.

AUDITOR, TRANSFER AGENT AND REGISTRAR

MNP LLP is the independent auditor of the Corporation and is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc., with its principal office in Toronto, Ontario.

INTEREST OF EXPERTS

The following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described or included herein or in a document incorporated by reference, and whose profession or business gives authority to such report, valuation, statement or opinion:

1. MNP LLP provided an auditor’s report dated March 30, 2021 in respect of the Annual Financial Statements. MNP LLP has advised that it is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.
2. Mr. Leslie Correia, Pr. Eng., Engineering Manager at Paterson & Cooke Canada Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.

3. Mr. Tim Fletcher, P. Eng., Senior Project Manager at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
4. Mr. Daniel Gagnon, P. Eng., Vice President Mining and Geology at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
5. Mr. André-François Gravel, P. Eng., Senior Mining Engineer at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
6. Mr. Volodymyr Liskovych, P. Eng., Principal Process Engineer at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
7. Ms. Andrea Martin, P.E., Lead Environmental Engineer at Foth Infrastructure & Environment, LLC, is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm she works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
8. Mr. Oliver Peters, P. Eng., Principal Metallurgist and President at Metpro Management Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had a material interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
9. Mr. David Ritchie, P. Eng., Engineering Service Line Manager at SLR Consulting (Canada) Ltd., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
10. Mr. Brian Thomas, P. Geo, Senior Resource Geologist at Golder Associates Ltd., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF, the Annual MD&A and the Interim MD&A relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
11. Dr. Etienne Diné, Vice President, Geology of the Corporation, is the qualified person who reviewed, approved and verified the technical information disclosed in this Prospectus Supplement, the Base Shelf Prospectus, and certain technical information disclosed in the AIF, the Annual MD&A and the Interim MD&A. Dr. Diné's holdings of securities of the Corporation as of the date hereof do not exceed 1.0% of the issued and outstanding securities of the Corporation.

LEGAL MATTERS

Certain legal matters in connection with this Offering will be passed upon on behalf of the Corporation by Cassels Brock & Blackwell LLP, and on behalf of the Underwriters by Borden Ladner Gervais LLP. As at the date hereof, the partners and associates of Cassels Brock & Blackwell LLP and the partners and associates of Borden Ladner Gervais LLP, each as a group, beneficially own, directly and indirectly, in the aggregate, less than 1.0% of the outstanding Common Shares.

STATUTORY RIGHTS OF WITHDRAWAL AND RESCISSION

Securities legislation in certain of the provinces of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces of Canada, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province for the particulars of these rights or consult with a legal adviser.

CERTIFICATE OF THE CORPORATION

Dated: January 24, 2022

The short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada, except Québec.

(signed) "Henri van Rooyen"

Henri van Rooyen
Chief Executive Officer

(signed) "Vincent Conte"

Vincent Conte
Chief Financial Officer

On behalf of the Board of Directors:

(signed) "Warren Newfield"

Warren Newfield
Director

(signed) "Gregory Kinross"

Gregory Kinross
Director

CERTIFICATE OF THE UNDERWRITERS

Dated: January 24, 2022

To the best of our knowledge, information and belief, the short form prospectus, together with the documents incorporated in the prospectus by reference, as supplemented by the foregoing, constitutes full, true and plain disclosure of all material facts relating to the securities offered by the prospectus and this supplement as required by the securities legislation of each of the provinces of Canada, except Québec.

TD SECURITIES INC.

(signed) "Dorian Cochran"
Dorian Cochran
Managing Director

PARADIGM CAPITAL INC.

(signed) "John Booth"
John Booth
Head of Investment Banking

BMO NESBITT BURNS INC.

(signed) "Rahim Bapoo"
Rahim Bapoo
Managing Director

SPROTT CAPITAL PARTNERS LP

(signed) "David Wargo"
David Wargo
Managing Director

This short form base shelf prospectus has been filed under legislation in each of the provinces and territories of Canada that permits certain information about these securities to be determined after this prospectus has become final and that permits the omission from this prospectus of that information. The legislation requires the delivery to purchasers of a prospectus supplement containing the omitted information within a specified period of time after agreeing to purchase any of these securities, except in cases where an exemption from such delivery requirements is available.

No securities regulatory authority has expressed an opinion about these securities and it is an offence to claim otherwise. This short form base shelf prospectus constitutes a public offering of these securities only in those jurisdictions where they may be lawfully offered for sale and therein only by persons permitted to sell such securities. These securities have not been and will not be registered under the United States Securities Act of 1933, as amended (the "1933 Act"), or any state securities laws, and may not be offered or sold within the United States (as such term is defined in Regulation S under the 1933 Act (the "United States")) or to, or for the account or benefit of, a U.S. person (as such term is defined in Rule 902 of Regulation S under the 1933 Act (a "U.S. Person")), except in transactions exempt from registration under the 1933 Act and applicable state securities laws. This short form base shelf prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of the securities offered hereby within the United States or to, or for the account or benefit of, U.S. Persons. See "Plan of Distribution".

Information has been incorporated by reference in this short form base shelf prospectus from documents filed with securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated herein by reference may be obtained on request without charge from the Corporate Secretary of Talon Metals Corp. at c/o Talon Metals Services Inc., 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2, telephone (416) 361-9636, and are also available electronically at www.sedar.com.

SHORT FORM BASE SHELF PROSPECTUS

New Issue and/or Secondary Offering

December 7, 2021



TALON METALS CORP.

\$90,000,000

Common Shares

Debt Securities

Subscription Receipts

Warrants

Units

Talon Metals Corp. ("**Talon**" or the "**Corporation**") may from time to time offer and issue the following securities: (i) common shares of the Corporation ("**Common Shares**"); (ii) debt securities of the Corporation ("**Debt Securities**"); (iii) subscription receipts ("**Subscription Receipts**") exchangeable for Common Shares and/or other securities of the Corporation; (iv) warrants ("**Warrants**") exercisable to acquire Common Shares and/or other securities of the Corporation; and (v) securities comprised of more than one of Common Shares, Debt Securities, Subscription Receipts and/or Warrants offered together as a unit ("**Units**"), or any combination thereof having an offer price of up to \$90,000,000 in aggregate (or the equivalent thereof, at the date of issue, in any other currency or currencies, as the case may be) at any time during the 25-month period that this short form base shelf prospectus (including any amendments hereto, the "**Prospectus**") remains valid. The Common Shares, Debt Securities, Subscription Receipts, Warrants and Units (collectively, the "**Securities**") offered hereby may be offered separately or together, in separate series, in amounts, at prices and on terms to be set forth in one or more prospectus supplements (collectively or individually, as the case may be, "**Prospectus Supplements**"). This Prospectus qualifies the distribution of Securities by the Corporation and by selling securityholders, as described below. In addition, Securities may be offered and issued in consideration for the acquisition of other businesses, assets or securities by the Corporation or a subsidiary of the Corporation. The consideration for any such acquisition may consist of any of the Securities separately, a combination of Securities or any combination of, among other things, Securities, cash and assumption of liabilities. One or more selling securityholders may also offer and sell Securities under this Prospectus.

The specific terms of any offering of Securities will be set forth in the applicable Prospectus Supplement and may include, without limitation, where applicable: (i) in the case of Common Shares, the number of Common Shares being offered, the offering price, whether the Common Shares are being offered for cash, and any other terms specific to the Common Shares being offered; (ii) in the case of Debt Securities, the specific designation, aggregate principal amount, the currency or the currency unit for which the Debt Securities may be purchased, maturity, interest provisions, authorized denominations, offering price, whether the Debt Securities are being offered for cash, the covenants, the events of default, any terms for redemption or retraction, any exchange or conversion rights attached to the Debt Securities, and any other terms specific to the Debt Securities being offered; (iii) in the case of Subscription Receipts, the number of Subscription Receipts being offered, the offering price, whether the Subscription Receipts are being offered for cash, the terms, conditions and procedures for the exchange of the Subscription Receipts into or for Common Shares and/or other securities of the Corporation, and any other terms specific to the Subscription Receipts being offered; (iv) in the case of Warrants, the number of Warrants being offered, the offering price, whether the Warrants are being offered for cash, the terms, conditions and procedures for the exercise of such Warrants into or for Common Shares and/or other securities of the Corporation, and any other terms specific to the Warrants; and (v) in the case of Units, the number of Units being offered, the offering price, the terms of the Common Shares, Debt Securities, Subscription Receipts and/or Warrants underlying the Units, and any other terms specific to the Units.

All shelf information permitted under applicable securities legislation to be omitted from this Prospectus will be contained in one or more Prospectus Supplements that will be delivered to purchasers together with this Prospectus, unless an exemption from the prospectus delivery requirements is available. Each Prospectus Supplement will be incorporated by reference into this Prospectus as of the date of such Prospectus Supplement and only for the purposes of the distribution of the Securities to which that Prospectus Supplement pertains.

This Prospectus may qualify an “at-the-market distribution” as defined in National Instrument 44-102 – *Shelf Distributions* (“NI 44-102”). This Prospectus does not qualify for issuance Debt Securities, or Securities convertible into or exchangeable for Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to one or more underlying interests including, for example, an equity or debt security, a statistical measure of economic or financial performance including, without limitation, any currency, consumer price or mortgage index, or the price or value of one or more commodities, indices or other items, or any other item or formula, or any combination or basket of the foregoing items. This Prospectus may qualify for issuance Debt Securities, or Securities convertible into or exchangeable for Debt Securities, in respect of which the payment of principal and/or interest may be determined, in whole or in part, by reference to published rates of a central banking authority or one or more financial institutions, such as a prime rate or bankers’ acceptance rate, or to recognized market benchmark interest rates such as CDOR (the Canadian Dollar Offered Rate) or a United States federal funds rate, and/or that are convertible into or exchangeable for Common Shares.

The Corporation and any selling securityholder may sell the Securities to or through underwriters or dealers purchasing as principals and may also sell the Securities to one or more purchasers directly, through applicable statutory exemptions, or through agents designated by the Corporation and/or the selling securityholders from time to time. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent engaged in connection with the offering and sale of the Securities, as well as the method of distribution and the terms of the offering of such Securities, including the net proceeds to the Corporation and/or the selling securityholders and, to the extent applicable, any fees, discounts, concessions or any other compensation payable to underwriters, dealers or agents and any other material terms. See “*Plan of Distribution*”.

Unless otherwise specified in the relevant Prospectus Supplement, in connection with any offering of the Securities, other than an “at-the-market distribution”, the underwriters or agents may over-allot or effect transactions that are intended to stabilize or maintain the market price of the offered Securities at a level above that which might otherwise prevail on the open market. Such transactions, if commenced, may be interrupted or discontinued at any time. See “*Plan of Distribution*”.

No underwriter, dealer or agent involved in an “at-the-market distribution”, no affiliate of such an underwriter, dealer or agent and no person or company acting jointly or in concert with such an underwriter, dealer or agent may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the Securities or securities of the same class as the Securities distributed, including selling an aggregate number or principal amount of securities that would result in the underwriter, dealer or agent creating an over-allocation position in the Securities. See “*Plan of Distribution*”.

The outstanding Common Shares are listed and posted for trading on the Toronto Stock Exchange (“TSX”) under the symbol “TLO”. On December 6, 2021, the last trading day prior to the date of this Prospectus, the closing price of the Common Shares on the TSX was \$0.55. **Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants and Units will not be listed on any securities exchange. There is no market through which such Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. See “Risk Factors”.**

Prospective investors should rely only on the information contained or incorporated by reference in this Prospectus. The Corporation has not authorized anyone to provide investors with additional or different information. An investment in the Securities is highly speculative and involves significant risks that should be carefully considered by prospective investors before purchasing such Securities. Such investment should only be made by those persons who can afford the risk of loss of their entire investment. The risks outlined in this Prospectus and in the documents incorporated by reference herein should be carefully reviewed and considered by prospective investors in connection with an investment in such Securities. See “Cautionary Note Regarding Forward-Looking Information” and “Risk Factors” in this Prospectus and “Forward-Looking Information” and “Risk Factors” in the Corporation’s then-current annual information form, as well as the risk factors described in the Corporation’s then-current annual management’s discussion and analysis and then-current interim management’s discussion and analysis, if applicable, prior to investing in such Securities.

Prospective investors are advised to consult their own tax advisors regarding the application of Canadian federal income tax laws to their particular circumstances, as well as any other provincial, territorial, foreign and other tax consequences of acquiring, holding or disposing of the Securities, including the Canadian federal income tax consequences applicable to a foreign controlled Canadian corporation that acquires the Securities.

No underwriter, agent, or dealer has been involved in the preparation of this Prospectus or performed any review of the contents of this Prospectus.

The Corporation is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction, and each of Warren E. Newfield (Executive Chairman and Director), Gregory S. Kinross (Director), David E. Singer (Director), David L. Deisley (Director), and Arne Frandsen (Director) reside outside of Canada. The Corporation and each of the individuals named above have appointed Cassels Brock & Blackwell LLP, 2100 Scotia Plaza, 40 King Street West, Toronto, Ontario, M5H 3C2, as their agent for service of process in Canada. Andrea Martin, one of the authors of the Updated PEA (as defined herein), resides outside of Canada. Purchasers are advised that it may not be possible for investors to enforce judgments obtained in Canada against any person or company that is incorporated, continued or otherwise organized under the laws of a foreign jurisdiction or resides outside of Canada, even if the party has appointed an agent for service of process.

The Corporation’s head and registered office is located at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The registered office address of the Corporation’s representative in Canada, Talon Metals Services Inc., is 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2.

TABLE OF CONTENTS

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS	1
CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION	1
CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION	2
DIFFERENCES IN REPORTING OF MINERAL RESOURCE ESTIMATES.....	2
DOCUMENTS INCORPORATED BY REFERENCE	2
THE CORPORATION	4
THE BUSINESS	5
CONSOLIDATED CAPITALIZATION	6
USE OF PROCEEDS	6
PLAN OF DISTRIBUTION.....	6
EARNINGS COVERAGE RATIO	8
DESCRIPTION OF COMMON SHARES.....	8
DESCRIPTION OF DEBT SECURITIES	8
DESCRIPTION OF SUBSCRIPTION RECEIPTS.....	9
DESCRIPTION OF WARRANTS	10
DESCRIPTION OF UNITS	11
SELLING SECURITYHOLDERS.....	12
PRIOR SALES	13
TRADING PRICE AND VOLUME	13
CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS.....	13
RISK FACTORS	13
LEGAL MATTERS	14
AUDITORS, TRANSFER AGENT AND REGISTRAR.....	15
INTEREST OF EXPERTS	15
EXEMPTION	16
STATUTORY AND CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION.....	16
CERTIFICATE OF THE CORPORATION.....	C-1

ABOUT THIS SHORT FORM BASE SHELF PROSPECTUS

An investor should rely only on the information contained in this Prospectus (including the documents incorporated by reference herein) and is not entitled to rely on certain parts of the information contained in this Prospectus (including the documents incorporated by reference herein) to the exclusion of the remainder. The Corporation has not authorized anyone to provide investors with additional or different information. The Corporation (or any selling securityholder) is not offering to sell the Securities in any jurisdictions where the offer or sale of the Securities is not permitted. The information contained in this Prospectus (including the documents incorporated by reference herein) is accurate only as of the date of this Prospectus (or the date of the document incorporated by reference herein, as applicable), regardless of the time of delivery of this Prospectus or any sale of the Common Shares, Debt Securities, Subscription Receipts, Warrants and/or Units. The Corporation's business, financial condition, results of operations and prospects may have changed since the date of this Prospectus.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This Prospectus and documents incorporated by reference herein contain "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of applicable United States securities laws (collectively referred to herein as "**forward-looking information**"). All information, other than information concerning historical fact, that addresses activities, events or developments that the Corporation believes, expects or anticipates will or may occur in the future including, without limitation, statements with respect to the anticipated use of any net proceeds to the Corporation from an offering of Securities, capital and operating costs, the economic analysis from the technical report entitled "NI 43-101 Technical Report, Preliminary Economic Assessment (PEA) #3 of the Tamarack North Project – Tamarack, Minnesota" with an effective date of January 8, 2021 (the "**Updated PEA**"), the Updated PEA conclusions, estimates in respect of mineral resource quantities, mineral resource qualities, information regarding the potential for increased mineral resources and increased classification through additional exploration, potential mineralization, metallurgical testing and results, drilling and exploration plans, the Corporation's business plans and priorities, market trends with respect to demand for and the price of nickel and the likelihood of loss for legal proceedings, are forward-looking information.

Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Mineral resource estimates and certain other technical and scientific information are based on the assumptions and parameters set out herein, in the Updated PEA and on the opinion of "qualified persons" (as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("**NI 43-101**")). Forward-looking information reflects the current expectations or beliefs of the Corporation based on information available to the Corporation as of the date such statements are made. Forward-looking information is subject to significant risks and uncertainties and other factors that could cause the actual results to differ materially from those discussed in the forward-looking information, and even if such actual results are realized or substantially realized, there can be no assurance that they will have the expected consequences to or effects on the Corporation. Factors that could cause actual results or events to differ materially from current expectations include, but are not limited to: failure to establish estimated mineral resources and any mineral reserves; the grade, quality and recovery of mineral resources varying from estimates; risks related to the exploration stage of the Corporation's properties, including the Tamarack North Project and the Tamarack South Project; the requirement for additional capital to earn a 60% interest in the Tamarack Project; certain terms and restrictive covenants in connection with the royalty agreement with Triple Flag; the possibility that future exploration results and metallurgical testing will not be consistent with the Corporation's expectations (including identifying additional and/or more extensive mineralization and/or recovery); changes in nickel, copper and/or platinum and palladium (together, "**PGEs**") prices; risks relating to the COVID-19 coronavirus and related variants and the governmental and regulatory actions taken in response thereto; delays in obtaining or failures to obtain necessary regulatory permits and approvals from government authorities; uncertainties involved in interpreting drilling results, and the beneficiation process and other geological and product related data; changes in the anticipated demand for nickel, copper, cobalt, gold and/or PGEs; changes in equity and debt markets; inflation; changes in exchange rates; declines in United States, Canadian and/or global economies; exploration costs varying significantly from estimates; delays in the exploration, mineral processing and development of, and/or commercial production from the properties Talon has an interest in; equipment failure; unexpected geological or hydrological conditions; political risks; imprecision in preliminary resource estimates; success of future exploration

and development initiatives; the existence of undetected or unregistered interests or claims, whether in contract or in tort, over the properties of Talon (including, the Tamarack North Project and the Tamarack South Project); changes in government regulations and policies; risks relating to labour; other exploration, development and operating risks; liability and other claims asserted against Talon; volatility in prices of publicly traded securities; and other risks involved in the mineral exploration and development industry and risks specific to the Corporation, including the risk factors identified elsewhere in this Prospectus and documents incorporated by reference herein, including in the Corporation's then-current annual information form under "*Risk Factors*", in the then-current annual management's discussion and analysis and then-current interim management's discussion and analysis, if applicable, as well as in the Updated PEA and in other disclosure documents of the Corporation filed at www.sedar.com.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking information contained in this Prospectus and documents incorporated by reference herein are expressly qualified by this cautionary statement. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking information, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The Corporation does not undertake to update any forward-looking information, except as required by applicable securities laws.

CURRENCY PRESENTATION AND EXCHANGE RATE INFORMATION

References to "\$" or "C\$" in this Prospectus are to Canadian dollars, unless otherwise indicated. References to "US\$" in this Prospectus are to United States dollars. On December 6, 2021, the Bank of Canada indicative average rate of exchange for Canadian dollars and United States dollars was C\$1.00 = US\$0.7825 or US\$1.00 = C\$1.2780.

DIFFERENCES IN REPORTING OF MINERAL RESOURCE ESTIMATES

This Prospectus and documents incorporated by reference herein have been prepared in accordance with the requirements of Canadian securities laws, which differ from the requirements of United States securities laws. Unless otherwise indicated, all mineral reserve and mineral resource estimates included or incorporated by reference in this Prospectus have been prepared in accordance with NI 43-101. NI 43-101 is an instrument developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ significantly from the requirements of the United States Securities and Exchange Commission that are applicable to domestic United States reporting companies. Any mineral reserves and mineral resources reported by the Corporation in accordance with NI 43-101 may not qualify as such under United States Securities and Exchange Commission standards. Accordingly, information contained in this Prospectus and documents incorporated by reference herein containing descriptions of the Corporation's mineral deposits may not be comparable to similar information made public by United States companies subject to the reporting and disclosure requirements under the United States federal securities laws and the rules and regulations thereunder.

DOCUMENTS INCORPORATED BY REFERENCE

Information has been incorporated by reference in this Prospectus from documents filed with the securities commissions or similar regulatory authorities in Canada. Copies of the documents incorporated by reference herein may be obtained on request without charge from the Corporate Secretary of the Corporation at c/o Talon Metals Services Inc., 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2, telephone (416) 361-9636, and are also available electronically under the profile of the Corporation at www.sedar.com.

As of the date hereof, the following documents filed by the Corporation with the securities commissions or similar regulatory authorities in Canada are specifically incorporated by reference into, and form an integral part of, this Prospectus:

- (a) the annual information form of the Corporation dated March 30, 2021 for the year ended December 31, 2020 (the "**AIF**");

- (b) the audited consolidated financial statements of the Corporation for the years ended December 31, 2020 and 2019, together with the notes thereto and the auditor's report thereon (the "**Annual Financial Statements**");
- (c) the management's discussion and analysis of financial condition and results of operations of the Corporation for the year ended December 31, 2020 (the "**Annual MD&A**");
- (d) the condensed interim consolidated financial statements of the Corporation for the three and nine months ended September 30, 2021 and 2020, together with the notes thereto;
- (e) the management's discussion and analysis of financial condition and results of operations of the Corporation for the three and nine months ended September 30, 2021 (the "**Interim MD&A**");
- (f) the material change report of the Corporation dated March 3, 2021 in respect of the announcement of a bought deal public offering of 50,000,000 units of the Corporation at a price of \$0.60 per unit for aggregate gross proceeds of \$30 million; and
- (g) the management information circular of the Corporation dated May 27, 2021, regarding the annual and special meeting of shareholders of the Corporation held on June 23, 2021.

Any documents of the foregoing type, and all other documents of the type required by National Instrument 44-101 – *Short Form Prospectus Distributions* to be incorporated by reference in a short form prospectus including, without limitation, any material change reports (excluding material change reports filed on a confidential basis), comparative interim financial statements, comparative annual financial statements and the auditor's report thereon, management's discussion and analysis ("MD&A"), information circulars, annual information forms, marketing materials and business acquisition reports filed by the Corporation with the securities commissions or similar authorities in any of the provinces and territories of Canada, subsequent to the date of this Prospectus and during the 25-month period this Prospectus remains valid, shall be deemed to be incorporated by reference in this Prospectus.

Upon new annual financial statements and related MD&A of the Corporation being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous annual financial statements and related MD&A and the previous interim financial statements and related MD&A of the Corporation most recently filed shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon new interim financial statements and related MD&A of the Corporation being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous interim financial statements and related MD&A of the Corporation most recently filed shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder. Upon a new annual information form of the Corporation being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, notwithstanding anything herein to the contrary, the following documents shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder: (i) the previous annual information form; (ii) any material change reports filed by the Corporation prior to the end of the financial year in respect of which the new annual information form is filed; (iii) any business acquisition reports filed by the Corporation for acquisitions completed prior to the beginning of the financial year in respect of which the new annual information form is filed; and (iv) any information circulars filed by the Corporation prior to the beginning of the financial year in respect of which the new annual information form is filed. Upon a new management information circular prepared in connection with an annual general meeting of the Corporation being filed with the applicable securities commissions or similar regulatory authorities in Canada during the period that this Prospectus is effective, the previous management information circular prepared in connection with an annual general meeting of the Corporation shall be deemed to no longer be incorporated by reference into this Prospectus for purposes of future offers and sales of Securities hereunder.

A Prospectus Supplement containing the specific terms of an offering of the Securities will be delivered to purchasers of such Securities together with this Prospectus, unless an exemption from the prospectus delivery requirements is available, and will be deemed to be incorporated by reference into this Prospectus as of the date of

such Prospectus Supplement only for the purposes of the offering of the Securities to which that Prospectus Supplement pertains.

Any statement contained in this Prospectus or in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded, for purposes of this Prospectus, to the extent that a statement contained herein or in any other subsequently filed document that also is, or is deemed to be, incorporated by reference herein modifies, replaces or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus. The modifying or superseding statement need not state that it has modified or superseded a prior statement or include any other information set forth in the document that it modifies or supersedes.

The making of a modifying or superseding statement shall not be deemed an admission for any purposes that the modified or superseded statement, when made, constituted a misrepresentation, an untrue statement of a material fact or an omission to state a material fact that is required to be stated or that is necessary to make a statement not misleading in light of the circumstances in which it was made.

THE CORPORATION

The Corporation was formed on April 5, 2005 as a result of a consolidation between Ventures Resources Corporation and Resource Holdings & Investments Inc. (“**RHI**”) pursuant to a plan of consolidation under the laws of the British Virgin Islands (the “**RHI Consolidation**”). The RHI Consolidation was a reverse takeover under the policies of the TSX Venture Exchange.

RHI was incorporated by memorandum and articles of association filed under the *BVI Business Companies Act, 2004* (British Virgin Islands) (the “**BVI Act**”) on July 8, 2004 for the purpose of engaging in the acquisition, exploration and development of mineral properties in Brazil. Following the RHI Consolidation, the properties and assets of RHI became the properties and assets of the Corporation and the name of the Corporation was changed to “BrazMin Corp.”.

Effective July 9, 2007, the Corporation changed its name from “BrazMin Corp.” to “Talon Metals Corp.” (the “**Name Change**”). No change to the Corporation’s capital structure resulted from the Name Change.

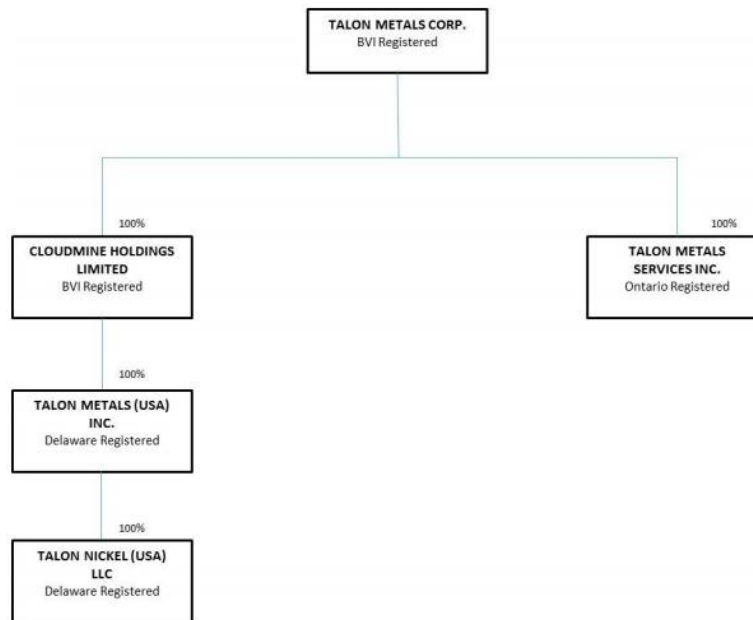
On March 24, 2010, the Corporation and Saber Energy Corp. (“**Saber**”) merged pursuant to a merger effected under the BVI Act (the “**Saber Merger**”). On closing of the Saber Merger, the properties and assets of Saber became the properties and assets of the Corporation. Talon survived the Saber Merger, retained its corporate name, “Talon Metals Corp.”, and continues to be governed by the provisions of the BVI Act.

The outstanding Common Shares are currently listed and posted for trading on the TSX under the symbol “TLO”.

The Corporation’s head and registered office is located at Craigmuir Chambers, P.O. Box 71, Road Town, Tortola, British Virgin Islands. The registered office address of the Corporation’s representative in Canada, Talon Metals Services Inc., is 43-603 Clark Avenue West, Thornhill, Ontario, L4J 8R2.

Intercorporate Relationships

The following chart sets out all of the Corporation’s material subsidiaries as at the date hereof, their jurisdictions of incorporation and the Corporation’s direct and indirect voting interest in each of these subsidiaries:



THE BUSINESS

The Corporation is a mineral exploration company currently focused on the exploration and development of the Tamarack North Project and the Tamarack South Project, nickel-copper-cobalt projects in Minnesota, United States of America. The Corporation's interest in the Tamarack North Project and the Tamarack South Project is held through its indirect subsidiary, Talon Nickel (USA) LLC. As of the date hereof, the only material property of the Corporation is the Tamarack North Project.

The AIF contains a summary of the Updated PEA and the detailed disclosure in the Updated PEA is incorporated by reference therein. The summary in the AIF does not purport to be a complete summary of the Tamarack North Project and is subject to all of the assumptions, qualifications and procedures set out in the Updated PEA and is qualified in its entirety with reference to the full text of the Updated PEA. Readers should read the summary in the AIF in conjunction with the Updated PEA which is available electronically under the profile of the Corporation at www.sedar.com.

If, after the date of this Prospectus, the Corporation is required by Section 4.2 of NI 43-101 to file a technical report to support scientific or technical information that relates to a mineral project on a property that is material to the Corporation, the Corporation will file such technical report in accordance with Section 4.2(5)(a)(i) of NI 43-101 as if the words "preliminary short form prospectus" refer to "shelf prospectus supplement".

For additional information with respect to the Tamarack North Project and the Tamarack South Project and the business of the Corporation, readers are referred to the Corporation's then-current annual information form, annual MD&A and interim MD&A, if applicable, all of which are incorporated by reference herein, as well as the Updated PEA. See also "*Risk Factors*" in this Prospectus and the Corporation's then-current annual information form, and the risk factors set forth in the then-current annual MD&A and interim MD&A, if applicable.

Recent Developments

On November 9, 2021, the Corporation announced that Arne Frandsen, Managing Partner & Co-Founder of the Pallinghurst Group and Frank Wheatley, Chief Executive Officer of Wheatley Advisors, were appointed to the board of directors of the Corporation.

CONSOLIDATED CAPITALIZATION

As at September 30, 2021, there were 696,863,651 Common Shares issued and outstanding, as well as 98,247,574 options and 45,092,183 Common Share purchase warrants of the Corporation outstanding which, if exercised, would result in the issuance of an additional 45,092,183 Common Shares. As at the date hereof, there are 697,458,651 Common Shares issued and outstanding, as well as 99,515,074 options and 45,092,183 Common Share purchase warrants of the Corporation outstanding which, if exercised, would result in the issuance of an additional 45,092,183 Common Shares. Other than as noted above, there have not been any material changes in the share and loan capital of the Corporation since September 30, 2021.

The applicable Prospectus Supplement will describe any material change in, and the effect of such material change on, the share and loan capital of the Corporation that will result from the issuance of Securities pursuant to such Prospectus Supplement.

USE OF PROCEEDS

Unless otherwise specified in a Prospectus Supplement, the net proceeds to the Corporation from the sale of any Securities are intended to be used for general corporate purposes, including funding ongoing operations and/or working capital requirements, to repay any indebtedness outstanding from time to time and for discretionary capital programs. Specific information about the use of the net proceeds to the Corporation of any offering of Securities under this Prospectus and the specific business objectives which the Corporation expects to accomplish with such proceeds will be set forth in the applicable Prospectus Supplement relating to that offering of Securities.

There may be circumstances where, based on results obtained or for other sound business reasons, a reallocation of funds may be necessary or prudent. Accordingly, management of the Corporation will have broad discretion in the application of the proceeds of an offering of Securities. The actual amount that the Corporation spends in connection with each intended use of proceeds may vary significantly from the amounts specified in the applicable Prospectus Supplement and will depend on a number of factors, including those referred to under “*Risk Factors*” in this Prospectus and in the documents incorporated by reference herein and any other factors set forth in the applicable Prospectus Supplement. The Corporation may invest funds which it does not immediately use. Such investments may include short-term marketable investment grade securities. The Corporation may, from time to time, issue securities (including debt securities) other than pursuant to this Prospectus. See “*Risk Factors*”.

As at the date hereof, the Corporation has yet to generate any revenue from mining operations and is unlikely to do so in the immediate future. During the year ended December 31, 2020 and the three and nine months ended September 30, 2021, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Tamarack North Project. As a result, the Corporation may need to allocate a portion of its existing working capital or certain of the net proceeds from any offering of Securities to fund such negative cash flow from operating activities in future periods. See “*Risk Factors – Negative Operating Cash Flow and Additional Funding*”.

The net proceeds to any selling securityholder(s) from any secondary offering of Securities will be set forth in the applicable Prospectus Supplement relating to that secondary offering of Securities. The Corporation will not receive any of the proceeds payable to any selling securityholder(s) under any secondary offering of Securities. See also “*Selling Securityholders*”.

PLAN OF DISTRIBUTION

The Corporation or a selling securityholder may, during the 25-month period that this Prospectus remains valid, offer for sale and issue, as applicable, the Securities, separately or together: (a) to one or more underwriters or dealers; (b) through one or more agents; or (c) directly to one or more purchasers through applicable statutory exemptions. The Prospectus Supplement relating to a particular offering of Securities will identify each underwriter, dealer or agent engaged in connection with the offering and sale of the Securities, as well as the method of distribution and the terms of the offering of such Securities, including the net proceeds to the Corporation (or, if applicable, the selling securityholder(s)) and, to the extent applicable, any fees, discounts, concessions or any other compensation payable to the underwriters, dealers or agents and any other material terms. Only underwriters, dealers

or agents so named in the Prospectus Supplement are deemed to be underwriters, dealers or agents, as the case may be, in connection with the Securities offered thereby.

The Securities may be sold, from time to time in one or more transactions at a fixed price or prices which may be changed or at market prices prevailing at the time of sale, at prices related to such prevailing market prices or at negotiated prices, including sales in transactions that are deemed to be “at-the-market distributions” as defined in NI 44-102, including sales made directly on an existing trading market for the Common Shares, such as the TSX, or sales made to or through a market maker other than on an exchange. The prices at which the Securities may be offered may vary as between purchasers and during the period of distribution.

If, in connection with the offering of Securities at a fixed price or prices, the underwriters have made a *bona fide* effort to sell all of the Securities at the initial offering price fixed in the applicable Prospectus Supplement, the offering price may be decreased and thereafter further changed, from time to time, to an amount not greater than the initial offering price fixed in such Prospectus Supplement, in which case the compensation realized by the underwriters will be decreased by the amount that the aggregate price paid by purchasers for the Securities is less than the gross proceeds paid by the underwriters to the Corporation.

Underwriters, dealers and agents who participate in the distribution of the Securities may be entitled under agreements to be entered into with the Corporation (or, if applicable, the selling securityholder(s)) to indemnification by the Corporation (or, if applicable, the selling securityholder(s)) against certain liabilities, including liabilities under securities legislation, or to contribution with respect to payments which such underwriters, dealers or agents may be required to make in respect thereof. Such underwriters, dealers and agents may be customers of, engage in transactions with, or perform services for, the Corporation (or, if applicable, the selling securityholder(s)) in the ordinary course of business.

Any offering of Debt Securities, Subscription Receipts, Warrants or Units will be a new issue of Securities with no established trading market. Unless otherwise specified in the applicable Prospectus Supplement, the Debt Securities, Subscription Receipts, Warrants or Units will not be listed on any securities exchange. There is no market through which such Securities may be sold and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. Certain dealers may make a market in these Securities but will not be obligated to do so and may discontinue any market making at any time without notice. No assurance can be given that any dealer will make a market in such Securities or as to the liquidity of the trading market, if any, for such Securities. See “*Risk Factors*”.

Underwriters, dealers and agents may make sales of Securities in privately negotiated transactions and/or any other method permitted by law, including sales deemed to be an “at-the-market distribution” and subject to limitations imposed by and the terms of any regulatory approvals required and obtained under, applicable Canadian securities laws which includes sales made directly on an existing trading market for the Common Shares, or sales made to or through a market maker other than on an exchange. In connection with any offering of Securities, except with respect to “at-the-market distributions” or as otherwise set out in a Prospectus Supplement relating to a particular offering of Securities, the underwriters, dealers or agents may over-allot or effect transactions which are intended to stabilize or maintain the market price of the Securities offered at a level above that which might otherwise prevail in the open market. Such transactions, if commenced, may be discontinued at any time. No underwriter, dealer or agent involved in an “at-the-market distribution”, no affiliate of such an underwriter, dealer or agent and no person or company acting jointly or in concert with such an underwriter, dealer or agent may, in connection with the distribution, enter into any transaction that is intended to stabilize or maintain the market price of the Securities or securities of the same class as the Securities distributed, including selling an aggregate number or principal amount of securities that would result in the underwriter, dealer or agent creating an over-allocation position in the Securities.

Unless otherwise specified in a Prospectus Supplement, the Securities have not been and will not be registered under the 1933 Act or the securities laws of any states in the United States and may not be offered or sold or otherwise transferred or disposed of in the United States or to, or for the account of, U.S. Persons absent registration or pursuant to an applicable exemption from the 1933 Act and applicable state securities laws. This Prospectus does not constitute an offer to sell or a solicitation of an offer to buy any of these Securities within the United States or to, or for the account or benefit of, U.S. Persons.

Participation Rights and Qualification Rights

On November 7, 2018, the Corporation entered into an investment agreement with Resource Capital Fund VI L.P. (“RCF”) pursuant to which, among other things, the Corporation granted RCF a contractual participation right in respect of equity financings provided RCF holds 10% or more of all Common Shares on a partially diluted basis.

The Corporation and RCF have entered into a qualification rights agreement (the “**Qualification Rights Agreement**”) pursuant to which, under certain circumstances and limitations, RCF has the right to require the Corporation to qualify Common Shares held by RCF under a prospectus by way of secondary offering. These qualification rights expire July 25, 2022. Pursuant to the Qualification Rights Agreement, RCF can qualify certain of its Common Shares under a prospectus offering initiated by the Corporation and, subject to certain limitations, can also require the Corporation to file a prospectus to complete a secondary offering on a maximum of two occasions during the term of the agreement. The Corporation is entitled to postpone any such request by RCF for a period of up to 90 days in certain circumstances including in the event that the Corporation is actively employing its best efforts to complete an equity offering and also in the event that the request is made 60 days after the filing of a final prospectus by the Corporation.

EARNINGS COVERAGE RATIO

Earnings coverage ratios will be provided in the applicable Prospectus Supplement relating to any issuance of Debt Securities having a term to maturity in excess of one year, as required by applicable securities laws.

DESCRIPTION OF COMMON SHARES

Pursuant to Talon’s memorandum of association under the BVI Act, it is authorized to issue one class and one series of shares divided into 100,000,000,000 Common Shares of no par value. The holders of Common Shares are entitled to one vote per share at all meetings of the shareholders of the Corporation either in person or by proxy. The holders of Common Shares are also entitled to dividends, if and when declared by the directors of the Corporation and the distribution of the residual assets of the Corporation in the event of a liquidation, dissolution or winding up of the Corporation. The Common Shares are not subject to call or assessment rights or any conversion rights, and other than the participation rights of RCF set out under “*Plan of Distribution – Participation Rights and Qualification Rights*”, the Common Shares are not subject to any pre-emptive rights. There are no redemption, retraction, purchase for cancellation, surrender, sinking or purchase fund provisions.

At the annual and special meeting of shareholders of the Corporation held on June 25, 2020, the shareholders of the Corporation approved the amended and restated shareholder rights plan agreement (the “**A&R Rights Plan**”) entered into between the Corporation and Computershare Investor Services Inc., as rights agent. The A&R Rights Plan aims to ensure that all shareholders are treated equally and fairly in the event of a transaction that could lead to a change in control of the Corporation. The A&R Rights Plan also gives the board of directors of the Corporation more time to assess any unsolicited bid that may be made for the Corporation in the future and to explore and develop alternatives for maximizing shareholder value. A copy of the A&R Rights Plan is available electronically under the profile of the Corporation at www.sedar.com.

As of the date of this Prospectus, the Corporation has not declared dividends and has no current intention to declare dividends on its Common Shares in the foreseeable future. Any decision to pay dividends on its Common Shares in the future will be at the discretion of the Corporation’s board of directors and will depend on, among other things, the Corporation’s results of operations, current and anticipated cash requirements and surplus, financial condition, any future contractual restrictions and financing agreement covenants, solvency tests imposed by corporate law and other factors that the board of directors may deem relevant.

DESCRIPTION OF DEBT SECURITIES

The following sets forth certain general terms and provisions of the Debt Securities. The particular terms and provisions of Debt Securities offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Debt Securities, will be described in such Prospectus Supplement.

The Debt Securities will be issued in series under one or more trust indentures to be entered into between the Corporation and a financial institution to which the *Trust and Loan Companies Act* (Canada) applies or a financial institution organized under the laws of any province or territory of Canada and authorized to carry on business as a trustee. Each such trust indenture, as supplemented or amended from time to time, will set out the terms of the applicable series of Debt Securities. The statements in this Prospectus relating to any trust indenture and the Debt Securities to be issued under it are summaries of anticipated provisions of an applicable trust indenture and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of such trust indenture, as applicable. Each trust indenture may provide that Debt Securities may be issued thereunder up to the aggregate principal amount which may be authorized from time to time by the Corporation.

Any Prospectus Supplement for Debt Securities will contain the terms and conditions and other information relating to the Debt Securities being offered, including:

- the designation, aggregate principal amount and authorized denominations of such Debt Securities;
- the currency for which the Debt Securities may be purchased and the currency in which the principal and any interest is payable (in either case, if other than Canadian dollars);
- the percentage of the principal amount at which such Debt Securities will be issued;
- the date or dates on which such Debt Securities will mature;
- the rate or rates at which such Debt Securities will bear interest (if any), or the method of determination of such rates (if any);
- the dates on which any such interest will be payable and the record dates for such payments;
- any redemption, retraction, purchase for cancellation or surrender term or terms under which such Debt Securities may be defeased;
- any exchange or conversion terms;
- any sinking or purchase fund provisions relating to such Debt Securities;
- the nature and priority of any security interests for such Debt Securities, including the principal properties subject to lien or charge;
- any restrictions on issuance of additional Debt Securities, the incurring of additional indebtedness and other material negative covenants; and
- any other specific terms.

Each series of Debt Securities may be issued at various times with different maturity dates, may bear interest at different rates and may otherwise vary.

The Debt Securities will be direct obligations of the Corporation. The Debt Securities will be senior or subordinated indebtedness of the Corporation as described in the relevant Prospectus Supplement.

DESCRIPTION OF SUBSCRIPTION RECEIPTS

The following sets forth certain general terms and provisions of the Subscription Receipts. The Corporation may issue Subscription Receipts that may be exchanged by the holders thereof for Common Shares and/or other Securities of the Corporation upon the satisfaction of certain conditions. The particular terms and provisions of the Subscription Receipts offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Subscription Receipts, will be described in such Prospectus Supplement.

The Corporation may offer Subscription Receipts separately or together with Common Shares, Debt Securities or Warrants, as the case may be. The Corporation will issue Subscription Receipts under one or more subscription receipt agreements. Under each subscription receipt agreement, a purchaser of Subscription Receipts will have a contractual right of rescission following the issuance of the Common Shares and/or other Securities of the Corporation, as the case may be, to such purchaser, entitling the purchaser to receive the original amount paid for the Subscription Receipts, and any additional amount paid upon exchange thereof, upon surrender of the Common Shares and/or other Securities of the Corporation, as the case may be, if this Prospectus, the relevant Prospectus Supplement, and any amendment thereto, contains a misrepresentation, provided such remedy for rescission is exercised within 180 days of the date the Subscription Receipts are issued.

Any Prospectus Supplement for Subscription Receipts will contain the terms and conditions and other information relating to the Subscription Receipts being offered, including:

- the number of Subscription Receipts;
- the price at which the Subscription Receipts will be offered and whether the price is payable in installment;
- any conditions to the exchange of Subscription Receipts into Common Shares and/or other Securities of the Corporation, as the case may be, and the consequences of such conditions not being satisfied;
- the procedures for the exchange of the Subscription Receipts into Common Shares and/or other Securities of the Corporation, as the case may be;
- the number of Common Shares and/or other Securities of the Corporation, as the case may be, that may be exchanged upon exchange of each Subscription Receipt;
- the designation and terms of any other Securities with which the Subscription Receipts will be offered, if any, and the number of Subscription Receipts that will be offered with each Security;
- escrow release conditions, if any;
- the dates or periods during which the Subscription Receipts may be exchanged into Common Shares and/or other Securities of the Corporation;
- whether such Subscription Receipts will be listed on any securities exchange;
- any other rights, privileges, restrictions and conditions attaching to the Subscription Receipts; and
- any other specific terms.

Prior to the exchange of their Subscription Receipts, holders of Subscription Receipts will not have any of the rights of holders of the securities issuable on the exchange of the Subscription Receipts.

DESCRIPTION OF WARRANTS

The following sets forth certain general terms and provisions of the Warrants. The Corporation will deliver an undertaking to the securities regulatory authority in each of the provinces and territories of Canada, pursuant to which the Corporation will agree not to distribute pursuant to this Prospectus, as it may be supplemented or amended, any Warrants that are “novel” (as such term is defined in NI 44-102), including Warrants that are convertible into or exchangeable or exercisable for securities of an entity other than the Corporation or its affiliates, unless the applicable Prospectus Supplement(s) pertaining to the distribution of the novel securities is either (a) first approved for filing by the securities commissions or similar regulatory authorities in each of the provinces and territories of Canada where such novel securities are distributed, or (b) 10 business days have elapsed since the date of delivery to the applicable securities regulatory authority of the draft Prospectus Supplement in substantially final form and the applicable securities regulatory authority has not provided written comments on the draft Prospectus Supplement.

The Corporation may issue Warrants for the purchase of Common Shares and/or other Securities of the Corporation. The particular terms and provisions of the Warrants offered pursuant to this Prospectus will be set forth in the applicable Prospectus Supplement, and the extent to which the general terms and provisions described below may apply to such Warrants, will be described in such Prospectus Supplement.

The Corporation may offer Warrants separately or together with Common Shares, Debt Securities and Subscription Receipts, as the case may be, and such Warrants may be attached to, or separate from, any such offered Securities. The Corporation will issue Warrants under one or more warrant indentures to be entered into between the Corporation and a warrant agent named in the applicable Prospectus Supplement. Each such warrant indenture, as supplemented or amended from time to time, will set out the terms and conditions of the applicable Warrants. The statements in this Prospectus relating to any warrant indenture and the Warrants to be issued under it are summaries of anticipated provisions of an applicable warrant indenture and do not purport to be complete and are subject to, and are qualified in their entirety by reference to, all provisions of such warrant indenture, as applicable.

Any Prospectus Supplement for Warrants will contain the terms and conditions and other information relating to the Warrants being offered, including:

- the exercise price of the Warrants;
- the designation of the Warrants;
- the aggregate number of Warrants offered and the offering price;
- the designation, number and terms of the Common Shares and/or other Securities of the Corporation purchasable upon exercise of the Warrants, and procedures that will result in the adjustment of those numbers;
- the dates or periods during which the Warrants are exercisable;
- the designation and terms of any securities with which the Warrants are issued;
- if the Warrants are issued as a Unit with another security, the date on and after which the Warrants and the other security will be separately transferable;
- the currency or currency unit in which the exercise price is denominated;
- any minimum or maximum amount of Warrants that may be exercised at any one time;
- whether such Warrants will be listed on any securities exchange;
- any terms, procedures and limitations relating to the transferability, exchange or exercise of the Warrants;
- any other rights, privileges, restrictions and conditions attaching to the Warrants; and
- any other specific terms.

Prior to the exercise of their Warrants, holders of Warrants will not have any of the rights of holders of the securities issuable on exercise of the Warrants.

DESCRIPTION OF UNITS

The following sets forth certain general terms and provisions of the Units. The Corporation may issue Units comprising any combination of the other Securities described in this Prospectus. Each Unit will be issued so that the holder of such Unit is also the holder of each Security included in such Unit. Therefore, the holder of a Unit will have the rights and obligations of a holder of each Security comprising the Unit. The agreement, if any, under which

a Unit is issued may provide that the Securities comprising the Unit may not be held or transferred separately at any time or at any time before a specified date.

Any Prospectus Supplement for Units will contain the terms and conditions and other information relating to the Units being offered, including:

- the designation, terms and aggregate amount of the Units;
- the price at which the Units will be offered;
- the designation and terms of the Securities comprising the Units, including whether and under what circumstances those Securities may be held or transferred separately;
- any provisions for the issuance, payment, settlement, transfer or exchange of the Units or of the Securities comprising the Units;
- whether the Units will be issued in registered or global form;
- any other rights, privileges, restrictions and conditions attaching to the Units; and
- any other material terms and conditions of the Units.

SELLING SECURITYHOLDERS

This Prospectus may also, from time to time, relate to the offering of Securities by way of a secondary offering by certain selling securityholders, including RCF pursuant to its rights set out in the Qualification Rights Agreement. See “*Plan of Distribution – Participation Rights and Qualification Rights*”. The terms under which the Securities will be offered by selling securityholders will be described in the Prospectus Supplement. In connection with any secondary offering, in respect of any selling securityholder that is resident outside of Canada, the Corporation will file a non-issuer’s submission to jurisdiction form on behalf of such selling securityholder with the corresponding Prospectus Supplement. The Prospectus Supplement for, or including, any offering of the Securities by selling securityholders will include, without limitation, where applicable:

- the names of the selling securityholders;
- the number or amount of Securities owned, controlled or directed by each of the selling securityholders;
- the number or amount of Securities being distributed for the account of each selling securityholder;
- the number or amount of Securities to be owned, controlled or directed by each of the selling securityholders after the distribution, and the percentage that number or amount represents out of the total number or amount of outstanding Securities of the class or series being distributed;
- whether the Securities are owned by the selling securityholders both of record and beneficially, of record only, or beneficially only;
- if the selling securityholder purchased any of the Securities held by it in the two years preceding the date of the Prospectus Supplement, the date or dates the selling securityholder acquired the Securities; and
- if the selling securityholder acquired the Securities held by it in the 12 months preceding the date of the Prospectus Supplement, the cost thereof to the selling securityholder in the aggregate and on an average cost-per-security basis.

PRIOR SALES

Information in respect of prior sales of Common Shares and other Securities distributed under this Prospectus and for securities that are convertible or exchangeable into Common Shares or such other Securities within the previous 12-month period will be provided, as required, in a Prospectus Supplement with respect to the issuance of Common Shares and/or other Securities pursuant to such Prospectus Supplement.

TRADING PRICE AND VOLUME

The outstanding Common Shares are traded on the TSX under the symbol “TLO”. Trading prices and volumes of the Common Shares for the previous 12-month period will be provided, as required, in each Prospectus Supplement.

CERTAIN CANADIAN FEDERAL INCOME TAX CONSIDERATIONS

Owning any of the Securities may subject holders to tax consequences. The applicable Prospectus Supplement may describe certain Canadian federal income tax considerations generally applicable to investors described therein of purchasing, holding and disposing of applicable Securities, including, in the case of an investor who is not a resident of Canada, Canadian non-resident withholding tax consideration. Prospective investors should consult their own tax advisors prior to deciding to purchase any of the Securities.

RISK FACTORS

An investment in the Securities is speculative and involves a high degree of risk. Prospective investors in a particular offering of the Securities should carefully consider, in addition to information contained in this Prospectus and in the Prospectus Supplement relating to that offering and the information incorporated by reference herein and therein for the purposes of that offering, the risk factors set forth in the Corporation’s then-current annual information form, as well as the Corporation’s then-current annual MD&A and interim MD&A, if applicable, to the extent incorporated by reference herein for the purposes of that particular offering of Securities.

Any such risk factors could materially affect the Corporation’s business, financial condition and/or future operating results and prospects and could cause actual results and events to differ materially from those described in forward-looking statements and forward-looking information relating to the Corporation. The risks described herein and therein are not the only risks facing the Corporation. Additional risks and uncertainties not currently known to the Corporation, or that the Corporation currently deems to be immaterial, may also materially and adversely affect the Corporation’s business, financial condition, operations or prospects.

In addition, the following risk factors should be carefully considered by investors:

There is No Market for Certain of the Securities

There is currently no trading market for any Debt Securities, Subscription Receipts, Warrants or Units that may be offered and purchasers may not be able to resell such Securities purchased under this Prospectus. This may affect the pricing of such Securities in the secondary market, the transparency and availability of trading prices, the liquidity of such Securities, and the extent of issuer regulation. No assurance can be given that an active or liquid trading market for such Securities will develop or be sustained. If an active or liquid market for such Securities fails to develop or be sustained, the prices at which such Securities trade may be adversely affected. Whether or not such Securities will trade at lower prices depends on many factors, including liquidity of such Securities, prevailing interest rates and the markets for similar securities, the market price of the Common Shares, general economic conditions and the Corporation’s financial condition, historic financial performance and future prospects.

Additional Financings

The continued development of the Corporation may require the Corporation to raise additional financing in the future through the issuance of additional equity securities or convertible debt securities. If the Corporation raises additional funding by issuing additional equity securities or convertible debt securities such financings may substantially dilute the interests of shareholders of the Corporation and reduce the value of their investment. Additional financings and share issuances may result in a substantial dilution to shareholders of the Corporation and decrease the value of the Corporation’s securities.

The failure to raise or procure such additional funds as required could result in the delay or indefinite postponement of business objectives. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, will be on terms acceptable to the Corporation.

Volatility of Common Share Prices

The market prices for securities of mining companies, including those of the Corporation, historically have been volatile. Future developments concerning the Corporation or its industry, including downward fluctuations in the price of nickel and copper, may have a significant impact on the market price of the Common Shares.

Active Liquid Market for Common Shares

There may not be an active liquid market for the Common Shares. There is no guarantee that an active trading market for the Common Shares will be maintained on the TSX. Investors may not be able to sell their Common Shares quickly or at the latest market price if trading in the Common Shares is not active.

Discretion in the Use of Proceeds and Use of Available Funds

Management will have broad discretion concerning the use of the net proceeds from the offering of any Securities and the use of available funds, as well as the timing of their expenditures. Depending on fluctuations in nickel and copper prices and other factors, the intended use of proceeds from the offering of any Securities and use of available funds may change. As a result, an investor will be relying on the judgment of management for the application of the net proceeds from the offering of any Securities and use of available funds. Management may use the net proceeds from the offering of any Securities and available funds in ways that an investor may not consider desirable if they believe it would be in the best interests of the Corporation to do so. The results and the effectiveness of the application of proceeds from an offering of any Securities and available funds are uncertain. If the proceeds and available funds are not applied effectively, the Corporation's results of operations may suffer.

Negative Operating Cash Flow and Additional Funding

The Corporation has limited financial resources and has no source of operating cash flow. During the year ended December 31, 2020 and the three and nine months ended September 30, 2021, the Corporation had negative cash flow from operating activities. The Corporation anticipates it will continue to have negative cash flow from operating activities in future periods until profitable commercial production is achieved at the Tamarack North Project. There is no assurance that additional funding will be available to the Corporation for the exploration and development of its projects. Furthermore, additional financing will be required in order for the Corporation to complete a prefeasibility study on the Tamarack North Project and significant additional financing, whether through the issuance of additional securities and/or debt, will be required to continue the development of the Tamarack North Project and the Tamarack South Project generally. There can be no assurance that the Corporation will be able to obtain adequate additional financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could result in delay or indefinite postponement of completion of a prefeasibility study on the Tamarack North Project and further development of the Tamarack North Project and the Tamarack South Project generally.

LEGAL MATTERS

Unless otherwise specified in the Prospectus Supplement relating to an offering of Securities, certain legal matters relating to the offering of Securities will be passed upon on behalf of the Corporation by Cassels Brock & Blackwell LLP with respect to matters of Canadian law. As at the date hereof, the partners and associates of Cassels Brock & Blackwell LLP beneficially own, directly and indirectly, in the aggregate, less than 1.0% of the outstanding Common Shares.

In addition, certain legal matters in connection with any offering of Securities will be passed upon for any underwriters, dealers or agents by counsel to be designated at the time of the offering by such underwriters, dealers or agents, as the case may be, with respect to matters of Canadian and, if applicable, other foreign law.

AUDITORS, TRANSFER AGENT AND REGISTRAR

MNP LLP is the independent auditor of the Corporation and is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc., with its principal office in Toronto, Ontario.

INTEREST OF EXPERTS

The following are the names of each person or company who is named as having prepared or certified a report, valuation, statement or opinion described or included herein or in a document incorporated by reference, and whose profession or business gives authority to such report, valuation, statement or opinion:

1. MNP LLP provided an auditor's report dated March 30, 2021 in respect of the Annual Financial Statements. MNP LLP has advised that it is independent within the meaning of the Code of Professional Conduct of the Chartered Professional Accountants of Ontario.
2. Mr. Leslie Correia, Pr. Eng., Engineering Manager at Paterson & Cooke Canada Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
3. Mr. Tim Fletcher, P. Eng., Senior Project Manager at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
4. Mr. Daniel Gagnon, P. Eng., Vice President Mining and Geology at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
5. Mr. André-François Gravel, P. Eng., Senior Mining Engineer at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
6. Mr. Volodymyr Liskovych, P. Eng., Principal Process Engineer at DRA Americas Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
7. Ms. Andrea Martin, P.E., Lead Environmental Engineer at Foth Infrastructure & Environment, LLC, is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm she works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.

8. Mr. Oliver Peters, P. Eng., Principal Metallurgist and President at Metpro Management Inc., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had a material interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
9. Mr. David Ritchie, P. Eng., Engineering Service Line Manager at SLR Consulting (Canada) Ltd., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
10. Mr. Brian Thomas, P. Geo, Senior Resource Geologist at Golder Associates Ltd., is a qualified person who authored certain portions of the Updated PEA and who reviewed, approved and verified certain technical information disclosed in the AIF, the Annual MD&A and the Interim MD&A relating to the Updated PEA. To the knowledge of the Corporation, none of the author nor the firm he works with had an interest in any securities or other properties of the Corporation, its associates or affiliates as at the date of the Updated PEA or as at the date hereof.
11. Dr. Etienne Dinel, Vice President, Geology of the Corporation, is the qualified person who reviewed, approved and verified the technical information disclosed in this Prospectus and certain technical information disclosed in the AIF, the Annual MD&A and the Interim MD&A. Dr. Dinel's holdings of securities of the Corporation as of the date hereof do not exceed 1.0% of the issued and outstanding securities of the Corporation.

EXEMPTION

Pursuant to a decision of the Autorité des marchés financiers dated November 16, 2021, the Corporation was granted a permanent exemption from the requirement that this Prospectus as well as the documents incorporated by reference herein and any Prospectus Supplement and the documents incorporated by reference therein to be filed in relation to an "at-the-market distribution" be publicly filed in both the French and English languages. This exemption is granted on the condition that this Prospectus and any Prospectus Supplement (other than in relation to an "at-the-market distribution") and the documents incorporated by reference herein and therein be publicly filed in both the French and English languages if the Corporation offers Securities to Québec purchasers in connection with an offering other than in relation to an "at-the-market distribution".

STATUTORY AND CONTRACTUAL RIGHTS OF WITHDRAWAL AND RESCISSION

Unless provided otherwise in a Prospectus Supplement, the following is a description of a purchaser's statutory rights. Securities legislation in certain of the provinces and territories of Canada provides purchasers with the right to withdraw from an agreement to purchase securities. This right may be exercised within two business days after receipt or deemed receipt of a prospectus and any amendment. In several of the provinces and territories, the securities legislation further provides a purchaser with remedies for rescission or, in some jurisdictions, revisions of the price or damages if the prospectus and any amendment contains a misrepresentation or is not delivered to the purchaser, provided that the remedies for rescission, revision of the price or damages are exercised by the purchaser within the time limit prescribed by the securities legislation of the purchaser's province or territory. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for the particulars of these rights or consult with a legal advisor.

In an offering of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation, investors are cautioned that the statutory right of action for damages for a misrepresentation contained in the prospectus is limited, in certain provincial and territorial securities legislation, to the price at which the Securities which are convertible, exchangeable or exercisable for other securities of the Corporation is offered to the public under the prospectus offering. This means that, under the securities legislation of certain provinces and territories, if the purchaser pays additional amounts upon conversion, exchange or exercise of the Security, those amounts may not be recoverable under the statutory right of action for damages that applies in those provinces and

territories. The purchaser should refer to any applicable provisions of the securities legislation of the purchaser's province or territory for particulars of this right of action for damages or consult with a legal advisor.

Original purchasers of Securities which are convertible, exchangeable or exercisable for other securities of the Corporation will have a contractual right of rescission against the Corporation in respect of the conversion, exchange or exercise of such Securities. Other than in the case of an offering of warrants that may reasonably be regarded as incidental to the offering as a whole, the contractual right of rescission will entitle such original purchasers to receive, upon surrender of the underlying securities, the original amount paid for the applicable convertible, exchangeable or exercisable Securities and any additional amount paid upon conversion, exchange or exercise thereof in the event that this Prospectus, the relevant Prospectus Supplement or an amendment thereto contains a misrepresentation, provided that: (i) the conversion, exchange or exercise takes place within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement; and (ii) the right of rescission is exercised within 180 days of the date of the purchase of such Securities under this Prospectus and the applicable Prospectus Supplement. This contractual right of rescission will be consistent with the statutory right of rescission described under Section 130 of the *Securities Act* (Ontario), and is in addition to any other right or remedy available to original purchasers under Section 130 of the *Securities Act* (Ontario) or otherwise at law.

CERTIFICATE OF THE CORPORATION

Dated: December 7, 2021

This short form prospectus, together with the documents incorporated in this prospectus by reference, constitutes full, true and plain disclosure of all material facts relating to the securities offered by this prospectus as required by the securities legislation of each of the provinces and territories of Canada.

(signed) "Henri van Rooyen"

Henri van Rooyen
Chief Executive Officer

(signed) "Vincent Conte"

Vincent Conte
Chief Financial Officer

On behalf of the Board of Directors

(signed) "Warren Newfield"

Warren Newfield
Director

(signed) "Gregory Kinross"

Gregory Kinross
Director