

Condensed consolidated interim financial statements (Expressed in U.S. dollars) (unaudited)

For the three and six months ended June 30, 2025 and 2024

NOTICE OF NO AUDITOR REVIEW OF CONDENSED CONSOLIDATED INTERIM FINANCIAL STATEMENTS

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

The accompanying unaudited condensed consolidated interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

The Company's independent auditor has not performed a review of these condensed consolidated interim financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

Condensed consolidated interim statements of financial position (Expressed in U.S. dollars)

		June 30,		December 31,
		2025		2024
ASSETS				
Current				
Cash and cash equivalents	\$	1,262,759	\$	1,776,030
Amounts receivable and prepaid expenses		40,134		51,220
Total current assets		1,302,893		1,827,250
Property and equipment (Note 4)		513,987		543,187
Total assets	\$	1,816,880	\$	2,370,437
LIABILITIES				
	•	4 070 507	Φ	4 000 040
Accounts payable and accrued liabilities (Note 6 and Note 9) Lease liability (Note 11)	\$	1,272,597 96,970	\$	1,200,242 87,350
Deposit liability (Note 12)		2,600,000		2,600,000
Total current liabilities		3,969,567		3,887,592
Non-current lease liability (Note 11)		402,893		450,266
Total liabilities		4,372,460		4,337,858
SHAREHOLDERS' (DEFICIENCY)				
Common shares (Note 7)		84,459,366		84,237,825
Share based payments reserve (Note 8)		1,304,268		1,609,624
Accumulated other comprehensive loss		(211,383)		(99,112)
Accumulated deficit		(88,107,831)		(87,715,758)
Total shareholders' (deficiency)		(2,555,580)		(1,967,421)
Total shareholders' (deficiency) and liabilities	\$	1,816,880	\$	2,370,437

Nature of operations and going concern (Note 1) Commitments and contingencies (Note 9 and Note 10)

Approved by the Board of Directors on August 6, 2025

"BRUCE HUMPHREY", Director

"JOHN DETMOLD", Director

Condensed consolidated interim statements of loss and comprehensive loss (Expressed in U.S. dollars)

		ee months ended ne 30, 2025	-	hree months ended une 30, 2024	Six months ended une 30, 2025	J	Six months ended une 30, 2024
Expenses Consulting and management fees (Note 9)	\$	117,892	\$	105,901	\$ 213,953	\$	216,416
Professional fees expense		16,259		78,501	30,501		144,001
General office expenses Exploration and evaluation expenses (Note 5)		30,544 173,861		45,545 82,027	55,429 313,339		94,654 166,322
Share-based compensation (Note 8 and Note 9) Travel expenses		20,134 (8,980)		-	30,368 (8,909)		10,811 42
Shareholder communications and filing fees Loss (gain) on foreign exchange		27,221 (71,408)		23,128 (1,119)	50,401 (77,485)		44,596 (4,352)
Interest expense Interest income		14,110 (10,872)		(3,556)	28,715 (18,426)		- (42,040)
Net loss for the period	\$	308,761	\$	330,427	\$ 617,886	\$	630,450
Other comprehensive loss (income) Items that may be subsequently classifed to net loss:							
Cumulative exchange translation adjustments		110,001		(3,959)	112,271		(6,449)
Total other comprehensive income		110,001		(3,959)	112,271		(6,449)
Comprehensive loss for the period	\$	418,762	\$	326,468	\$ 730,157	\$	624,001
Basic and diluted loss per share	\$	-	\$	-	\$ -	\$	-
Weighted average number of common shares outstanding - basic and diluted	3	06,124,490		304,120,438	305,145,749		304,120,438

Condensed consolidated interim statements of changes in shareholders' (deficiency) (Expressed in U.S. dollars)

	Common	Common shares		Accumulated deficit	Warrants	Accumulated other comprehensive loss	Total shareholders' (deficiency)
	#	\$	\$	\$	\$	\$	\$
Balance, December 31, 2023	304,126,688	84,237,825	1,507,926	(86,495,200)	782,878	(187,378)	(153,949)
Net loss and comprehensive loss	-	-	-	(630,450)	-	6,449	(624,001)
Deferred share units (Note 8)	-	-	10,839	-	-	-	10,839
Stock option expired (Note 8)	-	-	(60,608)	60,608	-	-	-
Warrant expired (Note 8)	-	-	-	782,878	(782,878)	-	-
Balance, June 30, 2024	304,126,688	84,237,825	1,458,157	(86,282,164)	-	(180,929)	(767,111)
Balance, December 31, 2024	304,126,688	84,237,825	1,609,624	(87,715,758)	-	(99,112)	(1,967,421)
Net loss and comprehensive loss	-	-	-	(617,886)	-	(112,271)	(730,157)
Stock option vested (Note 8)	-	-	9,357	-	-	-	9,357
Deferred share units (Note 8)	-	-	20,982	-	-	-	20,982
Stock option expired (Note 8)	-	-	(225,813)	225,813	-	-	-
Stock option exercised (Note 8)	2,100,000	221,541	(109,882)	-	-	-	111,659
Balance, June 30, 2025	306,226,688	84,459,366	1,304,268	(88,107,831)	-	(211,383)	(2,555,580)

Condensed consolidated interim statements of cash flows (Expressed in U.S. dollars)

	S	ix months ended		x months ended		
	Ju	June 30, 2025				
OPERATING ACTIVITIES						
Net loss for the period	\$	(617,886)	\$	(630,450)		
Adjustment for:						
Share-based compensation (Note 8)		30,368		10,811		
Interest income		(18,427)		(42,040)		
Depreciation (Note 4)		55,627		457		
Net cash outflow before working capital changes		(550,318)		(661,222)		
Net change in non-cash working capital		82,889		9,018		
Cash used in operating activities		(467,429)		(652,204)		
FINANCING ACTIVITIES						
Option exercise (Note 8)		111,659		_		
Lease payments (Note 11)		(70,923)		-		
Cash provided by financing activities		40,736		-		
INVESTING ACTIVITIES						
Interest received		18,426		42,040		
Equipment purchase		(26,427)		-		
Cash provided by investing activities		(8,001)		42,040		
Effect of exchange rate changes on cash and cash equivalents		(78,577)		(8,028)		
CHANGE IN CASH AND CASH EQUIVALENTS		(513,271)		(618,192)		
CASH AND CASH EQUIVALENTS, beginning of period		1,776,030		1,099,337		
CASH AND CASH EQUIVALENTS, end of period	\$	1,262,759	\$	481,145		

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

1. Nature of operations and going concern

Black Iron Inc. (the "Company") was incorporated under the laws of the Province of Ontario, Canada by Articles of Incorporation dated June 29, 2010. The principal activity of the Company is the exploration and development of ferrous metals in Ukraine, namely the Shymanivske iron ore project located in Kryvyi Rih, Ukraine. The head office of the Company is located at 198 Davenport Road, Toronto, Ontario, M5R 1J2, Canada.

As at June 30, 2025, Black Iron Inc. held 100% of the shares of Black Iron (Cyprus) Limited which in turn holds a 100% interest in Shymanivske Steel LLC.

The condensed consolidated interim financial statements include the financial statements of the Company and its subsidiaries which are listed in the following table:

		Percentage of	f equity interest		
	Country of	June 30,	December 31,		
	incorporation	2025	2024		
Black Iron (Cyprus) Limited	Cyprus	100	100		
Shymanivske Steel LLC	Ukraine	100	100		

These condensed consolidated interim financial statements were prepared on a going concern basis of presentation, which contemplates the realization of assets and settlement of liabilities as they become due in the normal course of operations for the next fiscal year.

For the six months ended June 30, 2025, the Company incurred a net loss of \$617,886 and as at June 30, 2025, reported an accumulated deficit of \$88,107,831 and working capital deficiency of \$2,666,674, including \$1,262,759 in cash. The Company has no current source of operating cash flow, and there can be no assurances that sufficient funding, including adequate financing, will be available to explore and develop its property and to cover general and administrative expenses necessary for the maintenance of a public company. The Company's status as a going concern is contingent upon raising the necessary funds through the issuance of equity or debt.

In February 2022, Ukraine was subject to an invasion and an act of war. As of the date of approval of these condensed consolidated interim financial statements, all Company work in Ukraine has been reduced to only essential items to keep permits in good standing and progress Ukraine government land transfer for the Shymanivske Iron Ore Project. The Company's status as a going concern is contingent upon the situation being stabilized such that the Company may continue its activities in Ukraine. These matters represent material uncertainties that cast significant doubt about the ability of the Company to continue as a going concern.

These condensed consolidated interim financial statements do not reflect adjustments to the carrying value of assets and liabilities or reported expenses and consolidated statement of financial position classifications that would be necessary if the going concern assumption was not appropriate. These adjustments could be material.

The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, to acquire construction and operating permits and to construct mining and processing facilities. The recoverability of the exploration property interests of the Company is dependent upon the Company obtaining the necessary financing to complete the exploration of its property, the discovery of economically recoverable reserves and future profitable operations.

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

1. Nature of operations and going concern (continued)

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of operations of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unregistered prior agreements, unregistered claims, indigenous claims, and non-compliance with regulatory, social and environmental requirements. The Company's property interests may also be subject to increases in taxes and royalties, renegotiation of contracts, political uncertainty and currency exchange fluctuations and restrictions.

2. Basis of presentation

Statement of compliance

The condensed consolidated interim financial statements are in compliance with IAS 34, *Interim Financial Reporting*. Accordingly, certain information and disclosures normally included in the annual financial statements prepared in accordance with International Financial Reporting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"), have been omitted or condensed. These condensed consolidated interim financial statements should be read in conjunction with the Company's consolidated financial statements for the year ended December 31, 2024.

Basis of measurement

The condensed consolidated interim financial statements have been prepared on the historical cost basis, unless otherwise disclosed. The condensed consolidated interim financial statements have been prepared on an accrual basis except for cash flow information.

3. Material accounting policies

The unaudited condensed consolidated interim financial statements were prepared using the same accounting policies and methods as those used in the Company's consolidated financial statements for the year ended December 31, 2024.

New accounting policies

Certain pronouncements were issued by the IASB or the International Financial Reporting Interpretations Committee ("IFRIC") that are mandatory for accounting periods commencing on or after January 1, 2025. Many are not applicable or do not have a significant impact to the Company and have been excluded.

IAS 21 – The Effects of Changes in Foreign Exchange Rates ("IAS 21") - the IASB amended IAS 21 in August 2023 to clarify when a currency is exchangeable into another currency; and how a company estimates a spot rate when a currency lacks exchangeability. Under the amendments, companies will need to provide new disclosures to help users assess the impact of using an estimated exchange rate on financial statements. The adoption of this standard did not have a significant impact on the Company's financial statements.

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

4. Property and equipment

	Office Vehicles equipment and fixtures			ght-of-use asset	Total	
Cost:				(Note 11)	
Balance, December 31, 2024 Additions	\$	- 25,888	\$ 74,347 539	\$	544,475 -	\$ 618,822 26,427
Balance, June 30, 2025	\$	25,888	\$ 74,886	\$	544,475	\$ 645,249
Depreciation:						
Balance, December 31, 2024 Depreciation charge for the year	\$	- 431	\$ 73,518 746	\$	2,117 54,450	\$ 75,635 55,627
Balance, June 30, 2025	\$	431	\$ 74,264	\$	56,567	\$ 131,262
Net book value: As at June 30, 2025	\$	25,457	\$ 622	\$	487,908	\$ 513,987
Cost:						
Balance, December 31, 2023 Additions	\$	-	\$ 74,347 -	\$	544,475	\$ 74,347 544,475
Balance, December 31, 2024	\$	-	\$ 74,347	\$	544,475	\$ 618,822
Depreciation:						
Balance, December 31, 2023 Depreciation charge for the year	\$	- -	\$ 72,793 725	\$	- 2,117	\$ 72,793 2,842
Balance, December 31, 2024	\$	-	\$ 73,518	\$	2,117	\$ 75,635
Net book value: As at December 31, 2024	\$	-	\$ 829	\$	542,358	\$ 543,187

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

5. Exploration and evaluation expenditures

Exploration and evaluation expenditures for the periods presented were as follows:

	Three months ended June 30, 2025			Three months ended June 30, 2024		x months ended e 30, 2025	Six months ended June 30, 2024	
Consulting and technical	\$	105,916	\$	67,115	\$	210,015	\$	133,717
Surface rights and consulting		(13,825)		7,342		(13,825)		15,472
Drilling		6,305		-		6,305		-
Field office support and administration		43,175		7,570		78,554		17,133
Permitting		4,066		-		4,066		-
Environmental		28,224		-		28,224		-
	\$	173,861	\$	82,027	\$	313,339	\$	166,322

The Company's principal activity is the exploration and development of its Shymanivske project. The Company's mining permit for the Shymanivske project had an original expiry date of November 2024. The license is deemed to be active while Martial law is still in effect in Ukraine.

6. Accounts payable and accrued liabilities

	June 30, 2025	December 31, 2024		
Trade payables Accruals	\$ 1,017,788 254,809	\$ 929,032 271,210		
	\$ 1,272,597	\$ 1,200,242		

Trade payables and accruals are non-interest bearing, unsecured and due on demand.

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

7. Common shares

Authorized

Unlimited number of common shares without par value.

	Number of Common shares	Amount
Balance, December 31, 2023 and December 31, 2024	304,126,688	\$ 84,237,825
Option exercise	2,100,000	221,541
Balance, June 30, 2025	306,226,688	\$ 84,459,366

8. Share-based payments reserve

	Number of stock options	Weighted average ercise price CAD	Carrying amount of options	Number of DSU	Weighted average tercise price CAD	Ca	rrying amount of DSU	T	otal carrying amount
Balance, December 31, 2023	12,582,500	\$ 0.12	\$ 852,549	10,878,453	\$ 0.07	\$	655,377	\$	1,507,926
Granted / Vested	4,725,000	0.03	128,246	2,789,253	0.06		100,994		229,240
Expired	(2,700,000)	0.05	(127,542)	-	-		-		(127,542)
Balance, December 31, 2024	14,607,500	\$ 0.10	\$ 853,253	13,667,706	\$ 0.06	\$	756,371	\$	1,609,624
Granted / Vested	500,000	0.13	9,357	251,785	0.12		20,982		30,339
Exercised	(2,100,000)	0.08	(109,882)	-	-		-		(109,882)
Expired	(3,725,000)	0.10	(225,813)	-	-		-		(225,813)
Balance, June 30, 2025	9,282,500	\$ 0.11	\$ 526,915	13,919,491	\$ 0.07	\$	777,353	\$	1,304,268

Option Plan

The Company maintains a stock option plan pursuant to which the Company may grant stock options up to 10% of the number of issued and outstanding common shares of the Company at the time of the stock option grant. The 10% limit includes both the stock option plan and any other share compensation plan, including the Deferred Share Units ("DSU") plan. The terms and conditions of each option granted under the Plan are determined by the Board upon the recommendations of the Compensation Committee.

During the three and six months ended June 30, 2025, the Company granted 500,000 stock options and options vested in the amount of \$9,357 during the three and six months ended June 30, 2025 (no options vested for the three and six months ended June 30, 2024).

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

8. Share-based payments reserve (continued)

At June 30, 2025, outstanding options to acquire common shares of the Company were as follows:

								Black-	Scholes Inputs	
Grant date	Expiry date	Options exercise price (CAD\$)	Options outstanding (#)	Options exercisable (#)	Grant date estimated fair value (\$)	Grant date share price (\$)	Expected volatility based on historical share prices	Expected life (yrs)	Expected dividend yield	Risk-free interest rate
7-Aug-20	7-Aug-25	0.15	2,057,500	2,057,500	127,496	0.14	135%	5	0%	0.32%
18-May-21	18-May-26	0.48	350,000	350,000	108,741	0.45	118%	5	0%	0.95%
13-Aug-21	13-Aug-26	0.37	50,000	50,000	11,747	0.37	113%	5	0%	0.84%
5-Nov-21	5-Nov-26	0.31	300,000	300,000	33,970	0.31	114%	5	0%	1.36%
9-Mar-22	9-Mar-27	0.12	1,650,000	1,650,000	112,527	0.12	107%	5	0%	1.65%
10-Aug-23	10-Aug-28	0.08	200,000	200,000	9,759	0.08	114%	5	0%	3.93%
29-Aug-24	29-Aug-29	0.05	4,175,000	4,175,000	113,319	0.05	114%	5	0%	3.01%
1-Apr-25	1-Apr-30	0.13	500,000	-	37,427	0.13	118%	5	0%	2.57%
			9,282,500	8,782,500	554,986					

DSU Plan

On June 23, 2015, the Company adopted a DSU plan for the benefit of non-executive directors which provided the Company with the ability to issue DSUs from treasury and reserve for issuance of common shares of the Company up to a maximum of 3,000,000 DSUs. On June 27, 2018, shareholders approved an amendment to the DSU plan pursuant to which the maximum number of DSUs granted cannot exceed 5% of the number of issued and outstanding common shares of the Company at the date of grant, subject to an aggregate maximum number of common shares issuable from all share-based compensation plans of 10%.

The DSUs are deferred and will be redeemed in the form of one common share for each DSU held on the date the participant ceases to be an eligible director. During the three and six months ended June 30, 2025, the Company granted 146,875 and 251,785 DSUs, respectively, with a fair value of \$10,766 and \$20,982, respectively, based on the quoted market price of the Company's common shares at the date of grant (no DSUs and 293,750 DSUs, respectively, DSUs with a grant date fair value of \$nil and \$10,811, respectively, during the three and six months ended June 30, 2024). As the DSUs will be settled in shares, the value of the DSUs is recorded in share-based payments reserve at the time of issue.

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

9. Related party transactions

Key management personnel compensation

In addition to their contracted fees, executive officers participate in the Company's stock option program (Note 8). The Company also has a DSU plan which provides non-executive directors with the ability to redeem annual director compensation through the issuance of common shares of the Company. Certain executive officers are subject to mutual termination notices ranging from three to twelve months. Key management personnel compensation paid comprised:

	Six ı	Six months ended June 30, 2025		
	Ju			
Short term employee benefits	\$	216,375	\$	180,793
Share-based payments		30,368	\$	20,701
	\$	246,743	\$	201,494

Officers and directors had 125,000 vest during the six months ended June 30, 2025 (no options vested for the six months ended June 30, 2024).

The Company is party to certain management contracts. These contracts require payments of approximately \$1.2 million upon the occurrence of a change in control of the Company, as defined by each officer's respective consulting agreement. The Company is also committed to payments upon termination of approximately \$391,000 pursuant to the terms of these contracts due within one year. As triggering events have not yet taken place, no amounts have been accrued for these items.

As at June 30, 2025, the Company had \$3,384 (December 31, 2024 - \$nil) owing to its management personnel. Such amounts are unsecured, non-interest bearing, with no fixed terms of payment and are due on demand.

10. Commitments and contingencies

Environmental

The Company's exploration and evaluation activities are subject to laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its activities are materially in compliance with all applicable laws and regulations. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

Contract commitment

The Company has a contract with financial advisors that contains a success fee that is payable on consummation of a transaction. As a transaction has not taken place, the contingent payment has not been reflected in these consolidated financial statements.

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

11. Lease liability

In November 2024, the Company entered into a lease agreement for land in Kryvyi Rih. The monthly rent payable under the terms of the lease was \$11,820. The lease is for fixed term of five years commencing December 2024. The Company used a discount rate of 11.5% in determining the present value of the lease payments.

Lease liability as at December 31, 2023	\$	-
Additions		544,475
Interest expense		4,962
Lease payments		(11,821)
Lease liability as at December 31, 2024	\$	537,616
Interest expense		28,436
Lease payments		(70,923)
Foreign exchange		4,734
Lease liability as at June 30, 2025	\$	499,863
	June 30 , De	cember 31,
	2025	2024
Current lease liability	\$ 96,970 \$	87,350
Non-current lease liability	402,893	450,266
	\$ 499,863 \$	537,616

Future undiscounted minimum lease payments for the lease agreements are as follows:

	June 30,	December 31,
	2025	2024
Within one year	\$ 141,847	\$ 141,847
After one year but not more than five years	484,643	555,566
More than five years	-	
	\$ 626,490	\$ 697,413

Notes to the condensed consolidated interim financial statements (Expressed in U.S. dollars)

For the three and six months ended June 30, 2025 and 2024

12. Royalty agreement with Anglo American

In November 2024, the Company announced it had entered into a royalty agreement and offtake agreement with Anglo American Marketing Limited ("Anglo American") for a \$4,000,000 royalty investment, offtake rights and future potential construction prepayments. Under the terms of the royalty agreement, Anglo American will invest \$4,000,000 in two tranches for a gross revenue royalty of 1% should the prevailing 65% iron CFR China iron ore price be less than \$120 per tonne and 1.5% should the price be equal to or higher than \$120 per tonne for the first 60,000,000 tonnes of production at the Shymanivske project (the "Royalty"). Subject to the Company renewing its permit and commencing production, the term of the royalty agreement will be the longer of ten years from the commencement of extraction of iron ore concentrate and the period required for the Company to produce 60 million tonnes of iron ore concentrate.

The first tranche of the royalty agreement consisting of \$2,600,000 was received in November 2024. The second tranche of the royalty agreement consisting of \$1,400,000 will be paid contingent upon the renewal of the Shymanivske project permit by the Company. The Royalty will become effective after Black Iron receives the second tranche.

The Company has pledged its shares in its Shymanivske Steel LLC subsidiary as security for the royalty agreement.

The Company reserves the right to buy back the Royalty at any time during the term at a price that provides a pre-agreed internal rate of return of 25% to Anglo American.

Anglo American's investment in the Royalty secures it offtake rights to the higher of (a) 60% or (b) 2,400,000 tonnes per year during the Phase 1 of production for life of mine, with Phase 1 defined as the period when the Company is producing 4,000,000 tonnes per year. The offtake agreement also provides for a right of first offer for Anglo American to further invest at least 15% of the Phase 1 construction cost as part of a consortium after the conflict in Ukraine ends. Such an investment would increase Anglo American's offtake to 100% of the Phase 1 production. Additionally, Anglo American has first refusal rights to fund a further 15% of expansion construction costs for Phase 2 of the Shymanivske project. Such funding of Phase 2 would secure Anglo American 100% of the life of mine offtake rights for Phase 2 of the Shymanivske project.

As at June 30, 2025, the deposit liability has been accounted for as a financial instrument at FVPL, as a level 3 instrument in the fair value hierarchy as the Royalty is not yet effective. Due to the short-term nature of the instrument, the fair value approximates the face value of the instrument.