

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended December 31, 2024
OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number: 001-41655



NioCorp Developments Ltd.

(Exact Name of Registrant as Specified in its Charter)

British Columbia, Canada

(State or other jurisdiction of incorporation or organization)

98-1262185

(I.R.S. Employer Identification No.)

7000 South Yosemite Street, Suite 115 Centennial, CO

(Address of Principal Executive Offices)

80112

(Zip code)

Registrant's telephone number, including area code: (720) 334-7066

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Shares, without par value	NB	The Nasdaq Stock Market LLC
Warrants, each exercisable for 1.11829212 Common Shares	NIOBW	The Nasdaq Stock Market LLC

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of “large accelerated filer,” “accelerated filer,” “smaller reporting company” and “emerging growth company” in Rule 12b-2 of the Exchange Act:

Large Accelerated Filer	<input type="checkbox"/>	Accelerated Filer	<input type="checkbox"/>
Non-Accelerated Filer	<input checked="" type="checkbox"/>	Smaller Reporting Company	<input checked="" type="checkbox"/>
		Emerging Growth Company	<input type="checkbox"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

As of February 7, 2025, the registrant had 46,818,119 Common Shares outstanding.

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PART I — FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

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NioCorp Developments Ltd.
Condensed Consolidated Balance Sheets
(expressed in thousands of U.S. dollars, except share data) (unaudited)

	As of	
	December 31, 2024	June 30, 2024
ASSETS		
Current		
Cash and cash equivalents	\$ 477	\$ 2,012
Prepaid expenses and other	261	916
Total current assets	<u>738</u>	<u>2,928</u>
Non-current		
Deposits	35	35
Investment in equity securities	4	4
Right-of-use assets	151	181
Land and buildings, net	840	837
Mineral properties	16,085	16,085
Total assets	<u>\$ 17,853</u>	<u>\$ 20,070</u>
LIABILITIES		
Current		
Accounts payable and accrued liabilities	\$ 2,552	\$ 1,843
Warrant liabilities, at fair value	-	2,365
Convertible debt	1,176	7,660
Operating lease liability	97	96
Total current liabilities	<u>3,825</u>	<u>11,964</u>
Non-current		
Warrant liabilities, at fair value	2,687	1,651
Earnout liability, at fair value	3,064	3,817
Operating lease liability	70	104
Total liabilities	<u>9,646</u>	<u>17,536</u>
Commitments and contingencies		
Redeemable noncontrolling interest	1,316	1,534
SHAREHOLDERS' EQUITY		
Common stock, no par value, unlimited shares authorized; 43,671,287 and 38,062,647 shares outstanding, respectively	172,235	163,823
Accumulated deficit	(164,433)	(161,912)
Accumulated other comprehensive loss	(911)	(911)
Total shareholders' equity	<u>6,891</u>	<u>1,000</u>
Total liabilities, redeemable noncontrolling interest, and shareholders' equity	<u>\$ 17,853</u>	<u>\$ 20,070</u>

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

NioCorp Developments Ltd.**Condensed Consolidated Statements of Operations and Comprehensive Loss**

(expressed in thousands of U.S. dollars, except share and per share data) (unaudited)

	For the three months ended December 31,		For the six months ended December 31,	
	2024	2023	2024	2023
Operating expenses				
Employee related costs	\$ 904	\$ 328	\$ 1,234	\$ 650
Professional fees	772	952	1,222	2,139
Exploration expenditures	261	828	399	1,928
Other operating expenses	964	809	1,441	1,643
Total operating expenses	2,901	2,917	4,296	6,360
Change in fair value of earnout shares liability	(1,569)	(806)	(753)	(2,899)
Change in fair value of warrant liabilities	(837)	71	(893)	144
Change in fair value of convertible notes	23	-	40	-
Interest expense	4	1,176	48	3,251
Foreign exchange (gain) loss	(4)	28	4	17
Other gains	-	-	(122)	-
Loss on equity securities	-	1	-	2
Loss before income taxes	(518)	(3,387)	(2,620)	(6,875)
Income tax benefit	-	-	-	(101)
Net loss and comprehensive loss	(518)	(3,387)	(2,620)	(6,774)
Less: Net loss attributable to redeemable noncontrolling interest	(68)	(96)	(99)	(270)
Net loss and comprehensive loss attributable to the Company	\$ (450)	\$ (3,291)	\$ (2,521)	\$ (6,504)
Loss per common share, basic and diluted	\$ (0.01)	\$ (0.09)	\$ (0.06)	\$ (0.18)
Weighted average common shares outstanding, basic and diluted	41,168,372	33,255,557	39,764,858	32,555,092

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

NioCorp Developments Ltd.
Condensed Consolidated Statements of Cash Flows
(expressed in thousands of U.S. dollars) (unaudited)

	For the six months ended December 31,	
	2024	2023
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	\$ (2,620)	\$ (6,774)
Adjustments for:		
Change in valuation of earnout shares liability	(753)	(2,899)
Change in valuation of warrant liabilities	(893)	144
Other gain	(122)	-
Share based compensation	781	-
Fair value of private placement warrants	144	102
Accretion of convertible debt	44	3,251
Change in fair value of convertible note	40	-
Yorkville share issuances	37	63
Depreciation	1	1
Unrealized loss on equity securities	-	2
Non-cash lease activity	(2)	22
	<u>(3,343)</u>	<u>(6,088)</u>
Change in working capital items:		
Prepaid expenses	654	953
Accounts payable and accrued liabilities	709	510
Net cash used in operating activities	<u>(1,980)</u>	<u>(4,625)</u>
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of land and buildings	(5)	-
Net cash used in investing activities	<u>(5)</u>	<u>-</u>
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issuance of capital stock	7,828	3,054
Related party debt draws	33	-
Related party debt repayments	(33)	-
Convertible debt repayments	(6,047)	-
Share issue costs	(1,331)	(136)
Net cash provided by financing activities	<u>450</u>	<u>2,918</u>
Change in cash and cash equivalents during period	(1,535)	(1,707)
Cash and cash equivalents, beginning of period	2,012	2,341
Cash and cash equivalents, end of period	<u>\$ 477</u>	<u>\$ 634</u>
Supplemental cash flow information:		
Conversion of debt for common shares	\$ 501	\$ 8,306
Value of warrants issued	2,262	-
Interest paid	4	-

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

NioCorp Developments Ltd.

Condensed Consolidated Statements of Shareholders' Equity (Deficit) and Redeemable Noncontrolling Interest

(expressed in thousands of U.S. dollars, except for share data) (unaudited)

	Common Shares Outstanding	Common Stock	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total	Redeemable Noncontrolling Interest
Balance, September 30, 2023	32,913,419	\$ 147,697	\$ (153,690)	\$ (911)	\$ (6,904)	\$ 1,926
Exercise of options	7,800	-	-	-	-	-
Private placements	413,432	1,393	-	-	1,393	-
Yorkville equity facility draws	75,000	244	-	-	244	-
Debt conversions	682,193	2,577	-	-	2,577	-
Share issuance costs	-	(101)	-	-	(101)	-
Loss for the period	-	-	(3,291)	-	(3,291)	(96)
Balance, December 31, 2023	34,091,844	\$ 151,810	\$ (156,981)	\$ (911)	\$ (6,082)	\$ 1,830
Balance, September 30, 2024	38,720,244	\$ 167,275	\$ (163,983)	\$ (911)	\$ 2,381	\$ 1,503
November 2024 Registered Offering	1,592,356	2,502	-	-	2,502	-
November 2024 Private Offering	2,199,602	1,716	-	-	1,716	-
Yorkville equity facility draws	811,000	1,172	-	-	1,172	-
Redemptions of vested shares	348,085	119	-	-	119	(119)
Share-based compensation	-	781	-	-	781	-
Share issuance costs	-	(1,330)	-	-	(1,330)	-
Loss for the period	-	-	(450)	-	(450)	(68)
Balance, December 31, 2024	43,671,287	\$ 172,235	\$ (164,433)	\$ (911)	\$ 6,891	\$ 1,316

	Common Shares Outstanding	Common Stock	Accumulated Deficit	Accumulated Other Comprehensive Loss	Total	Redeemable Noncontrolling Interest
Balance, June 30, 2023	31,202,131	\$ 140,421	\$ (150,477)	\$ (911)	\$ (10,967)	\$ 2,100
Exercise of options	7,800	-	-	-	-	-
Private placements	663,432	2,393	-	-	2,393	-
Yorkville equity facility draws	220,000	829	-	-	829	-
Debt conversions	1,998,481	8,306	-	-	8,306	-
Share issuance costs	-	(139)	-	-	(139)	-
Loss for the period	-	-	(6,504)	-	(6,504)	(270)
Balance, December 31, 2023	34,091,844	\$ 151,810	\$ (156,981)	\$ (911)	\$ (6,082)	\$ 1,830
Balance, June 30, 2024	38,062,647	\$ 163,823	\$ (161,912)	\$ (911)	\$ 1,000	\$ 1,534
November 2024 Registered Offering	1,592,356	2,502	-	-	2,502	-
November 2024 Private Offering	2,199,602	1,716	-	-	1,716	-
Yorkville equity facility draws	1,210,250	1,863	-	-	1,863	-
Redemptions of vested shares	348,085	119	-	-	119	(119)
Debt conversions	258,347	501	-	-	501	-
Issuance of warrants	-	2,262	-	-	2,262	-
Share-based compensation	-	781	-	-	781	-
Share issuance costs	-	(1,332)	-	-	(1,332)	-
Loss for the period	-	-	(2,521)	-	(2,521)	(99)
Balance, December 31, 2024	43,671,287	\$ 172,235	\$ (164,433)	\$ (911)	\$ 6,891	\$ 1,316

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

NioCorp Developments Ltd.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024

(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

1. DESCRIPTION OF BUSINESS

NioCorp Developments Ltd. (“we,” “us,” “our,” “NioCorp” or the “Company”) was incorporated on February 27, 1987, under the laws of the Province of British Columbia and currently operates in one reportable operating segment consisting of exploration and development of mineral deposits in North America, specifically, the Company’s niobium, scandium, and titanium project (the “Elk Creek Project”) located in southeastern Nebraska.

The Company currently earns no operating revenues and will require additional capital in order to advance the Elk Creek Project to construction and commercial operation. As further discussed in Note 3, these matters raised substantial doubt about the Company’s ability to continue as a going concern, and the Company is dependent upon the generation of profits from mineral properties, obtaining additional financing and maintaining continued support from its shareholders and creditors.

These interim condensed consolidated financial statements have been prepared on a going concern basis that contemplates the realization of assets and discharge of liabilities at their carrying values in the normal course of business for the foreseeable future. These financial statements do not reflect any adjustments that may be necessary if the Company is unable to continue as a going concern.

2. BASIS OF PRESENTATION

a) Basis of Presentation and Consolidation

The accompanying interim condensed consolidated financial statements have been prepared in accordance with generally accepted accounting principles of the United States of America (“U.S. GAAP”) and the rules and regulations of the Securities and Exchange Commission (“SEC”). The interim condensed consolidated financial statements include the consolidated accounts of the Company and its wholly owned subsidiaries with all significant intercompany transactions eliminated. The accounting policies followed in preparing these interim condensed consolidated financial statements are those used by the Company as set out in the audited consolidated financial statements for the year ended June 30, 2024. Certain transactions include reference to Canadian dollars (“C\$”) where applicable.

In the opinion of management, all adjustments considered necessary (including normal recurring adjustments) for a fair statement of the financial position, results of operations, and cash flows at December 31, 2024, and for all periods presented, have been included in these interim condensed consolidated financial statements. Certain information and footnote disclosures normally included in the consolidated financial statements prepared in accordance with U.S. GAAP have been condensed or omitted pursuant to appropriate SEC rules and regulations. These interim condensed consolidated financial statements should be read in conjunction with the audited consolidated financial statements for the year ended June 30, 2024. The interim results are not necessarily indicative of results for the full year ending June 30, 2025, or future operating periods.

b) Recent Accounting Standards

Issued and Not Effective

In November 2023, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2023-07, Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures. The amendments in this ASU expand public entities’ segment disclosures by requiring disclosure of significant segment expenses that are regularly provided to the Chief Operating Decision Maker and included within each reported measure of segment profit or loss, an amount and description of its composition for other segment items, and interim disclosures of a reportable segment’s profit or loss and assets. The ASU will be effective for our annual report for the period ending June 30, 2025, and for interim period reports beginning thereafter. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements and disclosures.

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Notes to the Condensed Consolidated Financial Statements
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(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

In December 2023, the FASB issued ASU 2023-09, Income Taxes (Topic 740): Improvements to Income Tax Disclosures, which enhances the transparency and decision usefulness of income tax disclosures primarily through changes to the rate reconciliation and income taxes paid information. ASU 2023-09 is effective for our annual report for the period ending June 30, 2027, and for interim period reports beginning thereafter. Early adoption is permitted and the amendments should be applied prospectively; however, retrospective application is permitted. We are currently evaluating the impact of this ASU on our consolidated financial statements and related disclosures.

In November 2024, the FASB issued ASU 2024-03, Income Statement - Reporting Comprehensive Income - Expense Disaggregation Disclosures (Subtopic 220-40): Disaggregation of Income Statement Expenses. ASU 2024-03 requires the disclosure of additional information related to certain costs and expenses, including amounts of inventory purchases, employee compensation, and depreciation and amortization included in each income statement line item. This ASU also requires disclosure of the total amount of selling expenses and our definition of selling expenses. This ASU is effective for our annual report for the period ending June 30, 2028, and for interim period reports beginning thereafter on a prospective or retrospective basis. Early adoption is permitted. We are currently evaluating the impact of adopting this ASU on our consolidated financial statements and disclosures.

From time to time, new accounting pronouncements are issued by the FASB that are adopted by the Company as of the specified effective date. Unless otherwise discussed, management believes that the impact of recently issued standards did not or will not have a material impact on the Company's consolidated financial statements upon adoption.

c) Use of Estimates

The preparation of consolidated financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of expenses during the reporting period. The Company regularly evaluates estimates and assumptions related to the carrying value of long-term assets, deferred income tax assets and related valuations, liabilities related to the April 2024 Notes, Earnout Shares, Private Warrants, November Public Warrants, and November Private Warrants (each, as defined below), and share-based compensation. The Company bases its estimates and assumptions on current facts, historical experience, and various other factors that it believes to be reasonable under the circumstances, the results of which form the basis for making judgments about the other sources. The actual results experienced by the Company may differ materially and adversely from the Company's estimates. To the extent there are material differences between estimates and the actual results, future results of operations will be affected.

The Company acquired a federal income tax payable of \$443 in connection with the GXII Transaction (as defined below). As a result of post-transaction losses at Elk Creek Resources Corp. ("ECRC"), a partial release of the valuation allowance attributed to the reduction of the acquired federal income tax payable of \$101 was recorded as an income tax benefit in the condensed consolidated statement of operations and comprehensive loss for the six months ended December 31, 2023. The Company maintains a full valuation allowance against future income tax assets as it is more likely than not that all of the assets will not be realized.

d) Basic and Diluted Earnings per Share

The Company utilizes the weighted average method to determine the impact of changes in a participating security on the calculation of loss per share. The following table sets forth the computation of the Company's basic and diluted net loss per share attributable to common shareholders:

NioCorp Developments Ltd.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024

(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Net loss	\$ (518)	(3,387)	\$ (2,620)	\$ (6,774)
Adjust: Net loss attributable to noncontrolling interest	(68)	(96)	(99)	(270)
Net loss available to participating securities	(450)	(3,291)	(2,521)	(6,504)
Net loss attributable to vested shares of ECRC Class B common stock	(48)	(321)	(176)	(580)
Net loss attributed to common shareholders - basic and diluted	\$ (402)	(2,970)	\$ (2,345)	\$ (5,924)
Denominator:				
Weighted average shares outstanding – basic and diluted	41,168,372	33,255,557	39,764,858	32,555,092
Loss per Common Share outstanding – basic and diluted	\$ (0.01)	(0.09)	\$ (0.06)	\$ (0.18)

The following common shares, no par value, of the Company (“Common Shares”) underlying options to purchase Common Shares (“Options”), Common Share purchase warrants (“Warrants”), and outstanding convertible debt were antidilutive due to a net loss in the periods presented and, therefore, were excluded from the dilutive securities computation for the three-month periods indicated below.

	For the Three and Six Months Ended December 31,	
	2024	2023
Excluded potentially dilutive securities ⁽¹⁾⁽²⁾ :		
Options	3,068,000	938,000
Warrants ⁽³⁾	26,740,515	19,032,421
Convertible debt	-	2,089,860
Total potential dilutive securities	29,808,515	22,060,281

(1) The number of shares is based on the maximum number of shares issuable on exercise or conversion of the related securities as of the period end. Such amounts have not been adjusted for the treasury stock method or weighted average outstanding calculations as required if the securities were dilutive.

(2) Earnout Shares are excluded as the vesting terms were not met as of the end of the reporting period.

(3) Includes 15,666,626 NioCorp Assumed Warrants that are each exercisable into 1.11829212 Common Shares and 11,073,889 Warrants that are each exercisable into one Common Share.

3. GOING CONCERN

The Company incurred a loss of \$2,521 for the six months ended December 31, 2024 (six months ended December 31, 2023 - \$6,504) and had a working capital deficit of \$3,087 and an accumulated deficit of \$164,433 as of December 31, 2024. As a development stage issuer, the Company has not yet commenced its mining operations and accordingly does not generate any revenue. As of December 31, 2024, the Company had cash of \$477, which will not be sufficient to fund normal operations or the repayment of the April 2024 Notes (as further discussed in Note 6b) for the next twelve months. These conditions and events raise substantial doubt about the Company’s ability to continue as a going concern.

In response to these conditions and events, the Company plans to obtain additional financing. As disclosed in Note 13, on January 31, 2025, the Company closed the January 2025 Offering (as defined below), which resulted in the receipt of net proceeds of approximately \$5,000 before deducting underwriting discounts and offering expenses. The Company may pursue additional sources of financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future. The Company’s plans

NioCorp Developments Ltd.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024

(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

to obtain additional financing have not been finalized, are subject to market conditions, and are not within the Company's control and therefore cannot be deemed probable. Further, the Company will be required to raise additional funds for the construction and commencement of operations. As a result, the Company has concluded that management's plans do not alleviate substantial doubt about the Company's ability to continue as a going concern.

These interim condensed consolidated financial statements do not include any adjustments related to the recoverability and classification of recorded asset amounts or the amounts and classification of liabilities that might result from the outcome of this uncertainty.

4. MINERAL PROPERTIES

During the quarter ended December 31, 2024, the Company completed negotiations with four landowners in Nebraska and entered into contract amendments which extended the option periods by approximately five years for each option to purchase agreement ("OTP") covering four parcels of land for project construction and operation which the Company does not already own. The Company paid \$106 upon closing of the OTP extensions and will make periodic payments totaling \$184 over the extension period.

5. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

	As of	
	December 31, 2024	June 30, 2024
Accounts payable, trade	\$ 2,243	\$ 1,417
Trade payable accruals	261	350
Environmental accruals	48	48
Loan origination fees payable to related party	-	28
Total accounts payable and accrued liabilities	\$ 2,552	\$ 1,843

6. DEBT

a) Yorkville Convertible Debenture

On July 19, 2024, the Company and Yorkville entered into a make-whole payment agreement under which Yorkville agreed to convert the remaining outstanding principal and accrued interest of \$554 under the unsecured convertible debentures (the "Convertible Debentures") issued to Yorkville pursuant to the Securities Purchase Agreement, dated January 26, 2023 (the "Yorkville Convertible Debt Financing Agreement"), into Common Shares in exchange for a \$95 make-whole payment. The Company recorded a gain on extinguishment of \$19 as part other gains in the condensed consolidated statements of operations and comprehensive loss.

The change in the Convertible Debentures is presented below:

	For the Six Months Ended December 31, 2024
Balance at June 30, 2024	\$ 571
Accretion expense	43
Principal and interest converted	(614)
Balance, December 31, 2024	\$ -

NioCorp Developments Ltd.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024

(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

The following table discloses the components of interest expense associated with the Convertible Debentures.

Component of Interest Expense	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Contractual interest	\$ -	\$ 91	\$ 1	\$ 221
Amortization of discount and issuance costs	-	1,085	42	3,030
Total	\$ -	\$ 1,176	\$ 43	\$ 3,251

b) April 2024 Notes

On April 12, 2024, the Company issued and sold to Yorkville and Lind Global Fund II LP (“Lind II”, and together with Yorkville, the “April 2024 Purchasers”) \$8.0 million aggregate principal amount of unsecured notes (the “April 2024 Notes”), pursuant to a securities purchase agreement, dated April 11, 2024 (the “April 2024 Purchase Agreement”), between the Company and each of the April 2024 Purchasers. The Company also issued to the April 2024 Purchasers, in proportion to the aggregate principal amount of April 2024 Notes issued to each April 2024 Purchaser, Warrants (the “April 2024 Warrants”) to purchase up to 615,385 Common Shares, which are equal to 25% of the aggregate principal amount of April 2024 Notes issued to the April 2024 Purchasers divided by the exercise price of \$3.25, subject to any adjustment to give effect to any stock dividend, stock split or recapitalization.

The change in the April 2024 Notes is presented below:

	For the Six Months Ended December 31, 2024
Fair value at June 30, 2024	\$ 7,089
Principal payments	(5,953)
Change in fair value	40
Balance, December 31, 2024	\$ 1,176
Remaining Principal Balance, December 31, 2024	\$ 1,176

The change in the April 2024 Warrant liability is presented below:

	For the Six Months Ended December 31, 2024
Fair value at June 30, 2024	\$ 298
Change in fair value	(86)
Fair value at December 31, 2024	\$ 212

On September 4, 2024 and October 3, 2024, NioCorp entered into (i) consents and waivers (the “2024 Yorkville Consents”) to the April 2024 Notes issued and sold to Yorkville pursuant to the April 2024 Purchase Agreement and (ii) consents and waivers (together with the 2024 Yorkville Consents, the “2024 Note Consents”) to the April 2024 Notes issued and sold to Lind II pursuant to the April 2024 Purchase Agreement. The 2024 Note Consents, among other things, extended and deferred certain monthly payments and extended the maturity of the April 2024 Notes until January 31, 2025.

Except as modified by the 2024 Note Consents and the January Yorkville Consent (as defined below), as discussed in Note 13, the terms of the April 2024 Notes as previously disclosed are unchanged.

NioCorp Developments Ltd.
Notes to the Condensed Consolidated Financial Statements
December 31, 2024

(expressed in thousands of U.S. dollars, except share and per share data or as otherwise stated) (unaudited)

7. CLASS B COMMON STOCK OF ECRC

The shares of Class B common stock of ECRC, an indirect, majority-owned subsidiary of NioCorp formerly known as GX Acquisition Corp. II (“GXII”), include rights under which the holders may exchange such shares into Common Shares. Certain of such shares were vested as of the Closing (as defined below) and are exchangeable at any time, from time to time, until the tenth anniversary of the Closing Date (as defined below) (the “Vested Shares”) and certain of such shares are subject to certain vesting conditions (the “Earnout Shares”).

Earnout Shares

The Earnout Shares were valued utilizing a Monte Carlo Simulation pricing model with the following primary inputs:

Key Valuation Input	December 31, 2024	June 30, 2024
Closing Common Share price	\$1.55	\$1.73
Term (expiry)	March 17, 2033	March 17, 2033
Implied volatility of Public Warrants	64.0%	65.0%
Risk-free rate	4.52%	4.35%

The following table sets forth a summary of the changes in the fair value of the Earnout Shares liability for the six-month period ended December 31, 2024:

	For the Six Months Ended December 31, 2024	
Fair value at June 30, 2024	\$	3,817
Change in fair value		(753)
Fair value at December 31, 2024	\$	3,064

Vested Shares

On December 12, 2024, and December 20, 2024, 25,000 Vested Shares and 323,085 Vested Shares, respectively, were exchanged for an equivalent number of Common Shares. This exchange resulted in a change in the Company’s ownership interest in ECRC and was accounted for as an equity transaction in accordance with Accounting Standards Codification (“ASC”) 810-10-45-23, with no gain or loss recognized. Accordingly, the carrying amount of the noncontrolling interest was adjusted to reflect the change in the Company’s ownership interest with a corresponding offset booked to equity. As of December 31, 2024, 3,934,031 Vested Shares remained outstanding.

8. COMMON SHARES

a) Issuance

On November 5, 2024, the Company closed an underwritten public offering (the “November 2024 Registered Offering”), pursuant to the underwriting agreement, dated November 3, 2024 (the “Underwriting Agreement”), with Maxim Group LLC, as underwriter (the “Underwriter”), which consisted of 1,592,356 Common Shares, 1,672,090 Warrants (the “Series A Public Warrants”) to purchase up to an additional 1,672,090 Common Shares and 836,045 Warrants (the “Series B Public Warrants” and, together with the Series A Public Warrants, the “November Public Warrants”) to purchase up to an additional 836,045 Common Shares. Each Common Share was sold together with one Series A Public Warrant and one-half of one Series B Public Warrant at a combined public offering price of \$1.57. The gross proceeds from the November 2024 Registered Offering were \$2,501 before deducting underwriting discounts and offering expenses. The November Public Warrants were classified as equity instruments and accordingly, the net proceeds were allocated based on the relative fair values of the Common Shares and the November Public Warrants on the date of issuance, with \$943 allocated to the fair value of the November Public Warrants and the balance of the proceeds of \$1,558 allocated to Common Shares. The Company incurred total transaction costs related to the November 2024 Registered Offering \$1,226, which were treated as share issuance costs at closing. The Series A Public

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Warrants have an exercise price of \$1.75 per underlying Common Share, are exercisable immediately, and will expire on November 5, 2026. The Series B Public Warrants have an exercise price of \$2.07 per underlying Common Share, are exercisable beginning six months and one day from the date of issuance and will expire on November 5, 2029. In addition, pursuant to the Underwriting Agreement, the Company granted the Underwriter a 45-day over-allotment option to purchase (i) 238,853 additional Common Shares and (ii) 358,280 Option Warrants (as defined below) to purchase up to an aggregate of 358,280 Common Shares. “Option Warrant” means one Series A Public Warrant combined with one-half of one Series B Public Warrant. On November 4, 2024, the Underwriter partially exercised its over-allotment option to purchase 79,734 additional Series A Public Warrants and 39,867 additional Series B Public Warrants, which amounts are included in the amounts, discussed above, issued at closing of the November 2024 Registered Offering.

On November 13, 2024, the Company closed a non-brokered private placement (the “November 2024 Private Offering”), pursuant to binding subscription agreements with certain accredited investors as part of a non-brokered private placement of 2,199,602 units of the Company (the “November 2024 Units”). Each November 2024 Unit consists of one Common Share, one Warrant (collectively, the “Series A Private Warrants”) to purchase one Common Share and one-half of one Warrant to purchase one-half of one Common Share (collectively, the “Series B Private Warrants”) and, together with the Series A Private Warrants, the “November Private Warrants”). Each November 2024 Unit was issued and sold at a price of \$1.57. The gross proceeds of the November 2024 Private Offering were approximately \$3,500 before deducting offering expenses. Certain directors and officers of the Company (the “Insider Investors”) purchased November 2024 Units at a price of \$1.7675 per November 2024 Unit, which price includes \$0.1975 per November 2024 Unit and allowed such directors and officers to participate in the November 2024 Private Offering in accordance with the rules of the Nasdaq Stock Market LLC (the “Nasdaq”). The Series A Private Warrants have an exercise price of \$1.75 per underlying Common Share, are exercisable immediately, and will expire on November 13, 2026. The Series B Private Warrants have an exercise price of \$2.07 per underlying Common Share, are exercisable beginning six months and one day from the date of issuance and will expire on November 13, 2029. The Company recorded a non-cash expense of \$34 and \$110 to other operating expense and employee related costs, respectively, representing the excess of fair value of the November 2024 Units over the purchase price paid by Insider Investors.

Based upon the Company’s analysis of the criteria contained in ASC 815, the Company determined that the November Private Warrants met the definition of a derivative liability, as any warrant exercise that could cause the holder to exceed 19.9% ownership of NioCorp Common Shares would require shareholder approval. As such, the November Private Warrants were recognized as warrant liabilities on the consolidated balance sheet and were measured at their issuance date fair value of \$1,928 and subsequently remeasured at each reporting period with changes being recorded as a non-operating gain or loss in the consolidated statement of operations and comprehensive loss. The remaining proceeds of the November 2024 Private Offering of \$1,573 were allocated to Common Shares. The Company incurred total transaction costs related to the November 2024 Private Offering of \$161, of which \$60 was allocated to the November Private Warrants and was expensed at closing.

The following tables disclose the primary inputs for the Black-Scholes model used in valuing the November Public Warrants and November Private Warrants.

Key Valuation Input	Series A Public Warrants		Series B Public Warrants	
	December 31, 2024	November 5, 2024	December 31, 2024	November 5, 2024
Closing Common Share price	\$ 1.55	\$ 1.455	\$ 1.55	\$ 1.455
Term (years)	4.5	4.5	1.85	2.0
Historic equity volatility	67.98%	67.43%	70.84%	67.13%
Risk-free rate	4.36%	4.14%	4.25%	4.20%

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Key Valuation Input	Series A Private Warrants		Series B Private Warrants	
	December 31, 2024	November 13, 2024	December 31, 2024	November 13, 2024
Closing Common Share price	\$ 1.55	\$ 1.49	\$ 1.55	\$ 1.49
Term (years)	4.5	4.5	1.87	2.0
Historic equity volatility	67.98%	67.52%	70.47%	67.26%
Risk-free rate	4.36%	4.30%	4.25%	4.20%

The following table sets forth a summary of the changes in the fair value of the November Private Warrants liabilities.

	November Private Warrants
Fair value at issuance	\$ 1,929
Change in fair value	152
Fair value as of December 31, 2024	\$ 2,081

As of December 31, 2024, the Company has access to up to \$57,443 in net proceeds from the Standby Equity Purchase Agreement, dated January 26, 2023 (the “Yorkville Equity Facility Financing Agreement”), between the Company and YA II PN, Ltd., an investment fund managed by Yorkville Advisors Global, LP (“Yorkville”), through April 1, 2026. The Company issued the following Common Shares under the Yorkville Equity Facility Financing Agreement during the six months ended December 31, 2024:

Date	Common Shares Issued	Gross Funds Received	Market Value of Shares Issued	(Gain)/Loss on Issuance
August 28, 2024	75,000	\$ 140	\$ 133	\$ (7)
September 3, 2024	71,000	124	123	(1)
September 6, 2024	71,500	118	118	-
September 16, 2024	72,000	124	124	-
September 19, 2024	49,750	85	85	-
September 25, 2024	60,000	101	108	7
November 18, 2024	115,000	158	167	9
November 21, 2024	110,000	147	150	3
November 27, 2024	105,000	137	138	1
December 6, 2024	110,000	155	187	32
December 11, 2024	141,000	219	212	(7)
December 16, 2024	120,000	168	166	(2)
December 20, 2024	110,000	149	154	5

(Gain)/loss on issuance represents a non-cash amount equal to the difference between the proceeds received and the fair value of the Common Shares issued based on the Nasdaq closing price per Common Share on the issuance date and is recorded in other operating expenses in the condensed consolidated statement of operations and comprehensive loss.

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b) Stock Options

	Number of Options	Weighted Average Exercise Price	Aggregate Intrinsic Value	Weighted Average Remaining Life
Balance, June 30, 2024	2,495,500	\$ 4.78		
Granted	935,000	1.40		
Exercised	-	-		
Cancelled/expired	(362,500)	9.35		
Balance, December 31, 2024	3,068,000	\$ 3.17	\$ 140	3.89 Years

On December 23, 2024, the Company granted 935,000 Options with a fair value price of \$0.84 per Option, based on a Black-Scholes model with a risk-free rate of 4.44%, average share price volatility of 67.2%, and a five-year expected option life. These Options were fully vested on the issuance date and the Company expensed \$781 in the condensed consolidated statement of operations associated with the Option grants.

c) Warrants

Warrant transactions are summarized as follows. Weighted average exercise prices related to Canadian dollar denominated warrants were converted to U.S. dollars using end of period foreign currency exchange rates.

	Number of Warrants	Weighted Average Exercise Price
Balance, June 30, 2024	18,563,561	\$ 10.53
Granted	8,624,272	2.00
Exercised	-	-
Expired	(447,318)	8.94
Balance, December 31, 2024	26,740,515	\$ 7.81

At December 31, 2024, the Company had outstanding exercisable Warrants, as follows:

Number	Exercise Price	Expiry Date
855,800	C\$9.70	February 19, 2025
250,000	\$4.60	September 1, 2025
413,432	\$3.54	December 22, 2025
315,000	\$2.20	June 24, 2026
1,672,090	\$1.75	November 5, 2026
2,199,602	\$1.75	November 13, 2026
615,385	\$3.25	April 12, 2027
15,666,626	\$11.50	March 17, 2028
2,816,742	\$2.31	September 17, 2028
836,045	\$2.07	November 5, 2029
1,099,793	\$2.07	November 13, 2029
26,740,515		

Private Warrants

On March 17, 2023 (the “Closing Date”), the Company closed a series of transactions (the “GXII Transaction”) pursuant to the Business Combination Agreement, dated as of September 25, 2022, by and among the Company, GXII, and Big Red Merger Sub Ltd. In connection with the closing of the GXII Transaction (the “Closing”), the Company assumed GXII’s obligations under the agreement governing the GXII share purchase warrants (the

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“GXII Warrants”), as amended by an assignment, assumption and amendment agreement (the “NioCorp Assumed Warrant Agreement”), and issued an aggregate of 15,666,626 Warrants (the “NioCorp Assumed Warrants”). The Company issued (a) 9,999,959 public NioCorp Assumed Warrants (the “Public Warrants”) in respect of the GXII Warrants that were publicly traded prior to the Closing and (b) 5,666,667 NioCorp Assumed Warrants (the “Private Warrants”) to GX Sponsor II LLC (the “Sponsor”).

Each Private Warrant entitles the holder to the right to purchase 1.11829212 Common Shares at an exercise price of \$11.50 per 1.11829212 Common Shares (subject to adjustments for stock splits, stock dividends, reorganizations, recapitalizations and the like). No fractional shares will be issued upon exercise of any Private Warrants, and fractional shares that would otherwise be due to the exercising holder will be rounded down to the nearest whole Common Share. In no event will the Company be required to net cash settle any Private Warrant.

The Private Warrants: (i) will be exercisable either for cash or on a cashless basis at the holder’s option and (ii) will not be redeemable by the Company, in either case as long as the Private Warrants are held by the Sponsor, its members or any of their permitted transferees (as prescribed in the NioCorp Assumed Warrant Agreement). In accordance with the NioCorp Assumed Warrant Agreement, any Private Warrants that are held by someone other than the Sponsor, its members or any of their permitted transferees are treated as Public Warrants.

The Company classifies Private Warrants as Level 2 instruments under the fair value hierarchy as inputs into our pricing model are based on observable data points. The following observable data points were used in calculating the fair value of the Private Warrants using a Black-Scholes pricing model:

Key Valuation Input	December 31, 2024	June 30, 2024
Closing Common Share price	\$ 1.55	\$ 1.73
Strike price	\$ 11.50	\$ 11.50
Implied volatility of Public Warrants	62.5%	69.0%
Risk free rate	4.35%	4.45%
Dividend yield	0%	0%
Expected warrant life in years	3.2	3.7

The change in the Private Warrants liability is presented below:

	For the Six Months Ended December 31, 2024
Fair value at June 30, 2024	\$ 1,353
Change in fair value	(960)
Fair value at December 31, 2024	\$ 393

Contingent Consent Warrants

As consideration for entering into the previously publicly disclosed Waiver and Consent Agreement, dated September 25, 2022 (the “Lind Consent”), between the Company and Lind Global Asset Management III, LLC (“Lind III”), Lind III received, amongst other things, the right to receive additional Warrants (the “Contingent Consent Warrants”) if on September 17, 2024, the closing trading price of the Common Shares on the Toronto Stock Exchange or such other stock exchange on which such shares may then be listed, is less than C\$10.00, subject to adjustments. The number of Contingent Consent Warrants to be issued, if any, is based on the Canadian dollar equivalent (based on the then current Canadian to U.S. dollar exchange rate as reported by Bloomberg, L.P.) of \$5,000 divided by the five-day volume weighted average price of the Common Shares on the date of issuance. Further, the number of Contingent Consent Warrants issued will be proportionately adjusted based on the percentage of Warrants currently held by Lind III that are exercised, if any, prior to the issuance of any Contingent Consent Warrants.

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On September 17, 2024, the Company's Common Share price was below the threshold price set forth in the Lind Consent, and accordingly, the Company issued 2,816,742 Contingent Consent Warrants to Lind III. Each Contingent Consent Warrant is exercisable for one Common Share at an exercise price of \$2.308 and may be exercised at any time prior to their expiration on September 17, 2028. The number of Contingent Consent Warrants issued was based on \$5,000 divided by the five-day volume weighted average price of the Common Shares on September 16, 2024. The Company valued the Contingent Consent Warrants at \$2,262 based on a Black-Scholes valuation with the following inputs:

Key Valuation Input	September 17, 2024
Closing Common Share price	\$ 1.74
Term (years)	4.0
Historic equity volatility	67.14%
Risk-free rate	3.44%

The Company recognized a gain of \$103 on the issuance of the Contingent Consent Warrants. This gain was recorded as a part of other gains in the condensed consolidated statements of operations and comprehensive loss.

9. RELATED PARTY TRANSACTIONS

On September 11, 2024, the Company and Mark Smith, Chief Executive Officer, President and Executive Chairman of NioCorp, entered into a loan agreement (the "Smith Loan Agreement"), which provides for a \$2,000 non-revolving, multi-draw credit facility (the "Smith Loan"). The Smith Loan has an interest rate of 10% per annum, calculated monthly in arrears, through the date of repayment of the Smith Loan. The Company can pre-pay the Smith Loan at any time without notice and without penalty, but any amount of principal or interest repaid by the Company prior to the earlier of the date of expiration of the Smith Loan Agreement on June 30, 2025 and the occurrence of an event of default under the Smith Loan Agreement will be subject to an early payment fee of 2.5% of the value of any such payment. The Smith Loan is secured by all of the Company's assets pursuant to a general security agreement between the Company and Mr. Smith dated September 11, 2024.

Through October 30, 2024, the Company borrowed a total of \$504 under the Smith Loan and subsequently the Company repaid \$508, representing the balance of the interest and principal outstanding under the Smith Loan, along with \$41 related to loan origination fees payable. As of December 31, 2024, the principal amount outstanding under the Smith Loan was \$0 and accounts payable and accrued liabilities as of December 31, 2024, included \$0 dollars of loan origination fees payable to Mr. Smith.

10. EXPLORATION EXPENDITURES

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Technical studies and engineering	\$ 4	\$ 97	\$ 4	\$ 297
Field management and other	210	147	301	282
Metallurgical development	47	584	94	1,330
Geologists and field staff	-	-	-	19
Total	\$ 261	\$ 828	\$ 399	\$ 1,928

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11. LEASES

The Company incurred lease costs as follows:

Operating Lease Cost:	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Fixed rent expense	\$ 23	\$ 23	\$ 46	\$ 45
Variable rent expense	4	3	7	7
Short-term lease cost	2	2	5	5
Sublease income	(15)	(10)	(24)	(16)
Lease cost – other operating expense:	\$ 14	\$ 18	\$ 34	\$ 41

The maturities of lease liabilities are as follows at December 31, 2024:

	Future Lease Maturities
Total remaining lease payments	\$ 197
Less portion of payments representing interest	(30)
Present value of lease payments	167
Less current portion of lease payments	(97)
Non-current lease liability	\$ 70

12. FAIR VALUE MEASUREMENTS

The following tables present information about the assets and liabilities that are measured at fair value on a recurring basis as of December 31, 2024, and June 30, 2024, respectively, and indicate the fair value hierarchy of the valuation techniques the Company utilized to determine such fair value. In general, fair values determined by Level 1 inputs utilize quoted prices (unadjusted) in active markets for identical instruments. Fair values determined by Level 2 inputs utilize data points that are observable, such as quoted prices, interest rates, and yield curves. Fair values determined by Level 3 inputs are unobservable data points for the financial instrument and include situations where there is little, if any, market activity for the instrument.

	As of December 31, 2024			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 477	\$ 477	\$ -	\$ -
Investment in equity securities	4	4	-	-
Total	\$ 481	\$ 481	\$ -	\$ -
Liabilities:				
April 2024 notes	\$ 1,176	\$ -	\$ -	\$ 1,176
Earnout Shares liability	3,064	-	-	3,064
Warrant liabilities	2,687	-	2,687	-
Total	\$ 6,927	\$ -	\$ 2,687	\$ 4,240

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	As of June 30, 2024			
	Total	Level 1	Level 2	Level 3
Assets:				
Cash and cash equivalents	\$ 2,012	\$ 2,012	\$ -	\$ -
Investment in equity securities	4	4	-	-
Total	\$ 2,016	\$ 2,016	\$ -	\$ -
Liabilities:				
April 2024 notes	\$ 7,089	\$ -	\$ -	\$ 7,089
Earnout Shares liability	3,817	-	-	3,817
Warrant liabilities	4,016	-	1,651	2,365
Total	\$ 14,922	\$ -	\$ 1,651	\$ 13,271

13. SUBSEQUENT EVENTS

The January Yorkville Consent and the Repayment of the April 2024 Notes

On January 3, 2025, the Company entered into a consent and waiver (the “January Yorkville Consent”) to the April 2024 Notes issued and sold to Yorkville pursuant to the April 2024 Purchase Agreement. The January Yorkville Consent, among other things, deferred the due date for the amounts that would otherwise have been due to Yorkville on January 1, 2025 to the maturity date and extended the maturity date to February 17, 2025, and prospectively waived any term of the April 2024 Notes that would otherwise be triggered upon a failure of the Company to pay to Yorkville the remainder of the amount due on January 1, 2025. All remaining amounts due to Lind II (\$176) and Yorkville (\$1,000) under the April 2024 Notes were repaid on January 6, 2025, and February 7, 2025, respectively.

The January 2025 Offering

On January 31, 2025, the Company closed an underwritten registered direct offering (the “January 2025 Offering”), pursuant to the underwriting agreement, dated January 29, 2025, with Maxim Group LLC, as underwriter, pursuant to which the Company issued and sold 2,577,320 Common Shares, 2,577,320 Series A warrants to purchase up to 2,577,320 Common Shares (the “January 2025 Series A Warrants”) and 1,288,660 Series B warrants to purchase up to an additional 1,288,660 Common Shares (the “January 2025 Series B Warrants”). Each Common Share was sold together with one Series A Warrant and one-half of one Series B Warrant at a combined public offering price of \$1.94. The gross proceeds from the January 2025 Offering were approximately \$5,000 before deducting underwriting discounts and offering expenses. The January 2025 Series A Warrants have an exercise price of \$1.98 per underlying Common Share, are exercisable immediately, and will expire on August 2, 2027. The January 2025 Series B Warrants have an exercise price of \$2.05 per underlying Common Share, are exercisable immediately, and will expire on January 31, 2029.

The Company used a portion of the net proceeds from the January 2025 Offering to repay outstanding obligations under the April 2024 Notes and currently intends to use the remaining net proceeds for working capital and general corporate purposes, including to advance its efforts to launch construction of the Elk Creek Project and move it to commercial operations.

ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis should be read in conjunction with our historical interim condensed consolidated financial statements and related notes included elsewhere in this Quarterly Report on Form 10-Q and the Annual Report on Form 10-K filed with the Securities and Exchange Commission (the "SEC") for the year ended June 30, 2024 filed on September 23, 2024 (the "Annual Report on Form 10-K"), which have been prepared in accordance with generally accepted accounting principles in the United States ("U.S. GAAP"). This discussion and analysis contains forward-looking statements and forward-looking information that involve risks, uncertainties, and assumptions. Our actual results may differ materially from those anticipated in these forward-looking statements and information as a result of many factors, including, but not limited to, those set forth elsewhere in this Quarterly Report on Form 10-Q. See "Note Regarding Forward-Looking Statements" below.

All currency amounts are stated in U.S. dollars unless noted otherwise.

As used in this Quarterly Report on Form 10-Q, unless the context otherwise indicates, references to "we," "our," the "Company," "NioCorp," and "us" refer to NioCorp Developments Ltd. and its subsidiaries, collectively.

Note Regarding Forward-Looking Statements

This Quarterly Report on Form 10-Q and the exhibits attached hereto contain "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and "forward-looking information" within the meaning of applicable Canadian securities legislation (collectively, "forward-looking statements"). Such forward-looking statements concern our anticipated results and developments in the operations of the Company in future periods, planned exploration activities, the adequacy of the Company's financial resources, and other events or conditions that may occur in the future.

Forward-looking statements have been based upon our current business and operating plans, as approved by the Company's Board of Directors, and may include statements regarding the anticipated benefits of the transactions (the "2023 Transactions") contemplated by the previously disclosed Business Combination Agreement, dated September 25, 2022 (the "Business Combination Agreement"), among the Company, GX Acquisition Corp. II and Big Red Merger Sub Ltd, including NioCorp's ability to access the full amount of the expected net proceeds of the Standby Equity Purchase Agreement, dated January 26, 2023 (the "Yorkville Equity Facility Financing Agreement"), between the Company and YA II PN, Ltd., an investment fund managed by Yorkville Advisors Global, LP ("Yorkville"); the anticipated benefits of the November Offerings (as defined below); the anticipated benefits of the January 2025 Offering (as defined below); NioCorp's ability to receive a final commitment of financing from the Export-Import Bank of the United States ("EXIM"); anticipated benefits of the listing of the Common Shares, no par value, of the Company ("Common Shares") on The Nasdaq Stock Market LLC ("Nasdaq"); the financial and business performance of NioCorp; NioCorp's anticipated results and developments in the operations of NioCorp in future periods; NioCorp's planned exploration activities; the adequacy of NioCorp's financial resources; NioCorp's ability to secure sufficient project financing to complete construction and commence operation of the Company's niobium, scandium and titanium project (the "Elk Creek Project") located in southeastern Nebraska; NioCorp's expectation and ability to produce niobium, scandium, and titanium and the potential to produce rare earth elements at the Elk Creek Project; NioCorp's plans to produce and supply specific products and market demand for those products; the outcome of current recovery process improvement testing and the evaluation of the benefits and costs of electrifying the mine using Railveyor technology, and NioCorp's expectation that such process and design improvements could lead to greater efficiencies and cost savings in the Elk Creek Project; the Elk Creek Project's ability to produce multiple critical metals; the Elk Creek Project's projected ore production and mining operations over its expected mine life; the completion of technical and economic analyses on the potential addition of magnetic rare earth oxides to NioCorp's planned product suite; NioCorp's updating its technical report for the Elk Creek Project; statements with respect to the estimation of mineral resources and mineral reserves; the exercise of options to purchase additional land parcels; the execution of contracts with engineering, procurement and construction companies; NioCorp's ongoing evaluation of the impact of inflation, supply chain issues and geopolitical unrest on the Elk Creek Project's economic model; and the creation of full time and contract construction jobs over the construction period of the Elk Creek Project.

Forward-looking statements are frequently, but not always, identified by words such as "expects," "anticipates," "believes," "intends," "estimates," "potential," "possible," and similar expressions, or statements that events, conditions,

or results “will,” “may,” “could,” or “should” (or the negative and grammatical variations of any of these terms) occur or be achieved. Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions, or future events or performance (often, but not always, using words or phrases such as “expects” or “does not expect,” “is expected,” “anticipates” or “does not anticipate,” “plans,” “estimates,” or “intends,” or stating that certain actions, events, or results “may,” “could,” “would,” “might,” or “will” be taken, occur or be achieved) are not statements of historical fact and may be forward-looking statements. Forward-looking statements reflect material expectations and assumptions, including, without limitation, expectations and assumptions relating to: NioCorp’s ability to receive sufficient project financing for the construction of the Elk Creek Project on acceptable terms or at all; NioCorp’s ability to service its existing debt and meet the payment obligations thereunder; the future price of metals; the stability of the financial and capital markets; and current estimates and assumptions regarding the 2023 Transactions and their benefits. Such forward-looking statements reflect the Company’s current views with respect to future events and are subject to certain known and unknown risks, uncertainties, and assumptions. Many factors could cause actual results, performance, or achievements to be materially different from any future results, performance, or achievements that may be expressed or implied by such forward-looking statements, including, among others, risks related to the following: NioCorp’s ability to use the net proceeds of the November Offerings in a manner that will increase the value of shareholders’ investment; NioCorp’s ability to operate as a going concern; NioCorp’s requirement of significant additional capital; NioCorp’s ability to receive sufficient project financing for the construction of the Elk Creek Project on acceptable terms or at all; NioCorp’s ability to receive a final commitment of financing from EXIM on an acceptable timeline, on acceptable terms, or at all; NioCorp’s ability to recognize the anticipated benefits of the 2023 Transactions, including NioCorp’s ability to access the full amount of the expected net proceeds under the Yorkville Equity Facility Financing Agreement; NioCorp’s ability to continue to meet Nasdaq listing standards; risks relating to the Common Shares, including price volatility, lack of dividend payments and dilution or the perception of the likelihood of any of the foregoing; the extent to which NioCorp’s level of indebtedness and/or the terms contained in agreements governing NioCorp’s indebtedness or the Yorkville Equity Facility Financing Agreement may impair NioCorp’s ability to obtain additional financing; covenants contained in agreements with NioCorp’s secured creditors that may affect its assets; NioCorp’s limited operating history; NioCorp’s history of losses; the material weaknesses in NioCorp’s internal control over financial reporting, NioCorp’s efforts to remediate such material weaknesses and the timing of remediation; the possibility that NioCorp may qualify as a “passive foreign investment company” (“PFIC”) under the Internal Revenue Code of 1986, as amended (the “Code”); the potential that the 2023 Transactions could result in NioCorp becoming subject to materially adverse U.S. federal income tax consequences as a result of the application of Section 7874 and related sections of the Code; cost increases for NioCorp’s exploration and, if warranted, development projects; a disruption in, or failure of, NioCorp’s information technology systems, including those related to cybersecurity; equipment and supply shortages; variations in the market demand for, and prices of, niobium, scandium, titanium and rare earth products; current and future offtake agreements, joint ventures, and partnerships; NioCorp’s ability to attract qualified management; estimates of mineral resources and reserves; mineral exploration and production activities; feasibility study results; the results of metallurgical testing; the results of technological research; changes in demand for and price of commodities (such as fuel and electricity) and currencies; competition in the mining industry; changes or disruptions in the securities markets; legislative, political or economic developments, including changes in federal and/or state laws that may significantly affect the mining industry; the impacts of climate change, as well as actions taken or required by governments related to strengthening resilience in the face of potential impacts from climate change; the need to obtain permits and comply with laws and regulations and other regulatory requirements; the timing and reliability of sampling and assay data; the possibility that actual results of work may differ from projections/expectations or may not realize the perceived potential of NioCorp’s projects; risks of accidents, equipment breakdowns, and labor disputes or other unanticipated difficulties or interruptions; the possibility of cost overruns or unanticipated expenses in development programs; operating or technical difficulties in connection with exploration, mining, or development activities; management of the water balance at the Elk Creek Project site; land reclamation requirements related to the Elk Creek Project; the speculative nature of mineral exploration and development, including the risks of diminishing quantities of grades of reserves and resources; claims on the title to NioCorp’s properties; potential future litigation; and NioCorp’s lack of insurance covering all of NioCorp’s operations.

Should one or more of these risks or uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described herein. This list is not exhaustive of the factors that may affect any of the Company’s forward-looking statements. Forward-looking statements are statements about the future and are inherently uncertain, and actual achievements of the Company or other future events or conditions may differ materially from those reflected in the forward-looking statements due to a variety of risks, uncertainties, and other factors, including without limitation those discussed under the heading “Risk Factors” in our Annual Report on Form 10-K, as well as other factors described elsewhere in this Quarterly Report on Form 10-Q and the Company’s other reports filed with the SEC.

The Company's forward-looking statements contained in this Quarterly Report on Form 10-Q are based on the beliefs, expectations, and opinions of management as of the date of this Quarterly Report on Form 10-Q. The Company does not assume any obligation to update forward-looking statements if circumstances or management's beliefs, expectations, or opinions should change, except as required by law. For the reasons set forth above, investors should not attribute undue certainty to, or place undue reliance on, forward-looking statements.

Qualified Person

All technical and scientific information that forms the basis for the Elk Creek Project disclosure included in this Quarterly Report on Form 10-Q has been reviewed and approved by Scott Honan, M.Sc., SME-RM, NioCorp's Chief Operating Officer. Mr. Honan is a "Qualified Person" as such term is defined in National Instrument 43-101 – Standards of Disclosure for Mineral Projects and subpart 1300 of Regulation S-K.

Company Overview

NioCorp is developing the Elk Creek Project, located in southeast Nebraska. The Elk Creek Project is a development-stage property that has disclosed niobium, scandium, and titanium reserves and resources and disclosed rare earth mineral resources. The Company is continuing technical and economic studies around the rare earths contained in the Elk Creek Project's mineral resources in order to determine whether extraction of rare earth elements can be reasonably justified and economically viable after taking into account all relevant factors. Niobium has developing applications in the formulation of solid-state lithium-ion batteries, which may reduce charging times and increase battery safety. Niobium is used to produce various superalloys that are extensively used in high performance aircraft and jet turbines. It also is used in High-Strength, Low-Alloy steel, a stronger steel used in automobiles, bridges, structural systems, buildings, pipelines, and other applications that generally increases strength and/or reduces weight, which can result in environmental benefits, including reduced fuel consumption and material usage and fewer air emissions. Scandium can be combined with aluminum to make high-performance alloys with increased strength and improved corrosion resistance. Scandium also is a critical component of advanced solid oxide fuel cells, an environmentally preferred technology for high-reliability, distributed electricity generation. Titanium is a component of various superalloys and other applications that are used for aerospace applications, weapons systems, protective armor, medical implants, and many others. It also is used in pigments for paper, paint, and plastics. Rare earths are critical to electrification and decarbonization initiatives and can be used to manufacture the strongest permanent magnets commercially available.

Our primary business strategy is to advance our Elk Creek Project to commercial production. We are focused on obtaining additional funds to carry out our near-term planned work programs associated with securing the project financing necessary to complete mine development and construction of the Elk Creek Project.

Recent Corporate Events

On January 31, 2025, the Company closed an underwritten registered direct offering (the "January 2025 Offering"), pursuant to the underwriting agreement, dated January 29, 2025 (the January 2025 Underwriting Agreement"), with Maxim Group LLC, as underwriter, pursuant to which the Company issued and sold 2,577,320 Common Shares, 2,577,320 Series A warrants to purchase up to 2,577,320 Common Shares (the "January 2025 Series A Warrants") and 1,288,660 Series B warrants to purchase up to an additional 1,288,660 Common Shares (the "January 2025 Series B Warrants"). Each Common Share was sold together with one Series A Warrant and one-half of one Series B Warrant at a combined public offering price of \$1.94. The gross proceeds from the January 2025 Offering were approximately \$5.0 million before deducting underwriting discounts and offering expenses. The January 2025 Series A Warrants have an exercise price of \$1.98 per underlying Common Share, are exercisable immediately, and will expire on August 2, 2027. The January 2025 Series B Warrants have an exercise price of \$2.05 per underlying Common Share, are exercisable immediately, and will expire on January 31, 2029.

Elk Creek Project Update

On October 30, 2024, the Company announced that it had completed bench-scale testwork at a demonstration-scale processing plant located in Trois-Rivieres, Quebec built by the Company and L3 Process Development ("L3") and operated by L3 (the "Demonstration Plant") that successfully demonstrated that the process developed for extracting and recovering rare earth oxides found in the ore at the Elk Creek Project can be used to recycle the rare earth content in rare earth permanent magnets. The L3 team was able to demagnetize and grind up permanent rare earth magnets and then leach the contained rare earth elements from the magnet. The successful outcome of this testing opens up the possibility

of accepting mixed rare earth concentrate from other mines into the planned Elk Creek plant once it is constructed and operating to supplement the ore expected to be produced from the Elk Creek mine.

During the quarter ended December 31, 2024, the Company completed negotiations with four landowners in Nebraska and entered into contract amendments which extended the option periods by approximately five years for each Option to Purchase agreement (“OPT”) covering four parcels of land for project construction and operation which the Company does not already own. The Company paid \$106,000 upon closing of the OPT extensions and will make periodic payments totaling \$184,000 over the extension period.

Other Activities

If funds become available through the Company’s fundraising efforts, we expect to undertake the following activities:

- Continuation of the Company’s efforts to secure federal, state and local operating permits;
- Continued evaluation of the potential to produce rare earth products and sell such products under offtake agreements;
- Negotiation and completion of offtake agreements for the remaining uncommitted production of niobium, scandium, and titanium from the Elk Creek Project, including the potential sale of titanium as titanium tetrachloride, as well as potential rare earth element production;
- Negotiation and completion of engineering, procurement, and construction agreements;
- Completion of the final detailed engineering for the underground portion of the Elk Creek Project;
- Initiation and completion of the final detailed engineering for surface project facilities;
- Construction of natural gas and electrical infrastructure under existing agreements to serve the Elk Creek Project site;
- Completion of water supply agreements and related infrastructure to deliver fresh water to the Elk Creek Project site;
- Initiation of revised mine groundwater investigation and control activities;
- Initiation of long-lead equipment procurement activities;
- As a follow-on to the Demonstration Plant operations, complete characterization and testing of waste materials to support tailings impoundment and paste backfill plant designs;
- Continue the engineering and costing of road improvements near the junction of Nebraska state highways 50 and 62, which are intended to facilitate access to the Elk Creek Project site and manage increased traffic in the project vicinity; and
- Continue technical work with respect to improvements in the mine and the metallurgical process and costs.

Financial and Operating Results

The Company has no revenues from mining operations. Operating expenses incurred primarily related to costs incurred for the advancement of the Elk Creek Project and the activities necessary to support corporate and shareholder duties and are detailed in the following table.

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2024	2023	2024	2023
Operating expenses				
Employee-related costs	\$ 904	\$ 328	\$ 1,234	\$ 650
Professional fees	772	952	1,222	2,139
Exploration expenditures	261	828	399	1,928
Other operating expenses	964	809	1,441	1,643
Total operating expenses	2,901	2,917	4,296	6,360
Change in fair value of Earnout Shares liability	(1,569)	(806)	(753)	(2,899)
Change in fair value of warrant liabilities	(837)	71	(893)	144
Change in fair values of convertible notes	23	-	40	-
Interest expense	4	1,176	48	3,251
Foreign exchange (gain) loss	(4)	28	4	17
Other gains	-	-	(122)	-
Loss on equity securities	-	1	-	2
Income tax benefit	-	-	-	(101)
Net loss and comprehensive loss	(518)	(3,387)	(2,620)	(6,774)
Less: Loss attributable to noncontrolling interest	(68)	(96)	(99)	(270)
Net loss attributable to the Company	\$ (450)	\$ (3,291)	\$ (2,521)	\$ (6,504)

Three- and six-month periods ended December 31, 2024 compared to the three- and six-month periods ended December 31, 2023

Significant items affecting operating expenses are noted below:

Employee-related costs increased for the three- and six-month periods in 2024 as compared to 2023, primarily due to the timing of fully vested incentive options to purchase Common Shares (“Options”) issued to employees in 2024.

Professional fees decreased for the three-month period in 2024 primarily due to increased audit fees associated with the Company’s June 30, 2023 financial statements and increased review fees in connection with the Company’s September 30, 2023 financial statements, partially offset by transactions expenses (primarily legal and accounting costs) associated with the warrant liabilities incurred with the November Offerings. Professional fees decreased for the six-month period in 2024 as compared to 2023, primarily due to higher costs incurred in 2023 related to the timing of legal services associated with the Company’s SEC registration statements filed in October 2023, as well as increased audit fees associated with the Company’s June 30, 2023 financial statements and increased review fees in connection with the Company’s September 30, 2023 financial statements.

Exploration expenditures decreased for the three- and six-month period in 2024 as compared to 2023, as 2023 costs included Demonstration Plant operation costs. Operation of the Demonstration Plant ended during the prior year.

Other operating expenses include costs related to investor relations, general office expenditures, equity offering and proxy expenditures, board-related expenditures, and other miscellaneous costs. These costs increased for the three-month period in 2024 as compared to 2023 primarily due to the timing of fully vested Options issued to board members and advisors in 2024 as well as broker fees and other financial service costs associated with the warrant liabilities incurred with the November Offerings. These costs decreased for the six-month period in 2024 as compared to 2023 primarily due to a decrease in director and officer insurance expense, as well as declines in scandium development initiatives and financial-related services, partially offset by the timing of fully vested Options issued to board members and advisors in 2024 and an increase in investor relation services.

Other significant items impacting the change in the Company’s net loss are noted below:

Change in fair value of Earnout Shares liability represents the changes in fair value related to the shares of Class B common stock of Elk Creek Resource Corporation (“ECRC”), an indirect, majority-owned subsidiary of NioCorp formerly known as GX Acquisition Corp. II, the rights of the holders of which to exchange such shares into Common

Shares are subject to certain vesting conditions (such shares of ECRC Class B common stock, the “Earnout Shares”). The credit balances for all periods represents the impact of decreases in the Company’s Common Share price on the financial modeling used to determine the period end fair values.

Change in fair value of warrant liabilities represents the changes in fair value of Common Share purchase warrants (“Warrants”) that are carried as liabilities in the condensed consolidated balance sheet. Expenses for the three- and six-month periods ending December 31, 2023, primarily related to Lind Global Asset Management III, LLC’s (“Lind III”) right to receive additional warrants (the “Contingent Consent Warrants”) as consideration for entering into the previously disclosed Waiver and Consent Agreement, dated September 25, 2022 (the “Lind Consent”), between the Company and Lind III. Expense was recorded in these periods based on the impact of a lower closing Common Share price, which increased the probability of these Contingent Consent Warrants being issued on the 18-month anniversary. The credit amounts booked for the three-and six-month periods ending December 31, 2024, primarily related to the impact of our declining Common Share market price on the Black-Scholes modeling results for our outstanding warrant liabilities.

Interest expense decreased for the three-and six-month periods in 2024 as compared to 2023 as 2023 periods included accretion expense associated with the unsecured convertible debentures (the “Convertible Debentures”) issued to Yorkville in March 2023. The outstanding balance of the Convertible Debentures was substantially reduced during fiscal year 2023, and was fully retired in the first quarter of 2024, resulting in lower accretion during 2024.

Other Gains for the six-month period ended December 31, 2024, primarily relates to a non-cash gain on the issuance of the Contingent Consent Warrants, which were issued in September 2024.

Loss attributable to noncontrolling interest represents the portion of net loss in ECRC not owned by the Company.

Liquidity and Capital Resources

We have no revenue generating operations from which we can internally generate funds. To date, our ongoing operations have been financed by the sale of our equity securities by way of private placements, convertible securities issuances, the exercise of Options and Warrants, and related party loans. With respect to currently outstanding Options and Warrants, we believe that exercise of these instruments, and cash proceeds from such exercises, will not occur unless and until the market price for our Common Shares equals or exceeds the related exercise price of each instrument.

On April 12, 2024, the Company issued and sold to Yorkville and Lind Global Fund II LP (“Lind II” and, together with Yorkville, the “April 2024 Purchasers”), pursuant to a securities purchase agreement, dated April 11, 2024 (the “April 2024 Purchase Agreement”), between the Company and each of the April 2024 Purchasers. The Company also issued to the April 2024 Purchasers, in proportion to the aggregate principal amount of the April 2024 Notes issued to each April 2024 Purchaser, Warrants to purchase up to 615,385 Common Shares (the “April 2024 Warrants”), which are equal to 25% of the aggregate principal amount of April 2024 Notes issued to the April 2024 Purchasers divided by the exercise price of \$3.25, subject to any adjustment to give effect to any stock dividend, stock split or recapitalization.

On November 5, 2024, the Company closed the November 2024 Registered Offering, pursuant to the underwriting agreement, dated November 3, 2024 (the “Underwriting Agreement”), with Maxim Group LLC, as underwriter (the “Underwriter”), which consisted of 1,592,356 Common Shares, 1,672,090 Warrants (the “Series A Public Warrants”) to purchase up to an additional 1,672,090 Common Shares and 836,045 Warrants (the “Series B Public Warrants” and, together with the Series A Public Warrants, the “November Public Warrants”) to purchase up to an additional 836,045 Common Shares. Each Common Share was sold together with one Series A Public Warrant and one-half of one Series B Public Warrant at a combined public offering price of \$1.57. The gross proceeds from the November 2024 Registered Offering were approximately \$2.5 million before deducting underwriting discounts and offering expenses. The Company entered into a warrant agency agreement with Computershare Inc. and its affiliate, Computershare Trust Company, N.A., together as warrant agent, setting forth the terms and conditions of the November Public Warrants. The Series A Public Warrants have an exercise price of \$1.75 per underlying Common Share, are exercisable immediately, and will expire on November 5, 2026. The Series B Public Warrants have an exercise price of \$2.07 per underlying Common Share, are exercisable beginning six months and one day from the date of issuance, and will expire on November 5, 2029. In addition, pursuant to the Underwriting Agreement, the Company granted the Underwriter a 45-day over-allotment option to purchase (i) 238,853 additional Common Shares and (ii) 358,280 Option Warrants (as defined below) to purchase up to an aggregate of 358,280 Common Shares. “Option Warrant” means one Series A Public Warrant combined with one-half

of one Series B Public Warrant. On November 4, 2024, Underwriter partially exercised its over-allotment option to purchase 79,734 additional Series A Public Warrants and 39,867 additional Series B Public Warrants, which amounts are included in the amounts issued at closing of the November 2024 Registered Offering above.

On November 13, 2024, the Company closed a non-brokered private placement (the “November 2024 Private Offering” and, together with the November 2024 Registered Offering, the “November Offerings”) pursuant to binding subscription agreements with certain accredited investors (the “Private Placement Investors”) as part of a non-brokered private placement of 2,199,602 units of the Company (the “November 2024 Units”). Each November 2024 Unit consists of one Common Share, one Warrant (the “Series A Private Warrants”) to purchase up to an additional Common Share and one-half of one Warrant to purchase up to an additional one-half of one Common Share (the “Series B Private Warrants” and, together with the Series A Private Warrants, the “November Private Warrants”). Each November 2024 Unit was issued and sold at a price of \$1.57. The gross proceeds of the November 2024 Private Offering were approximately \$3.5 million before deducting offering expenses. Certain directors and officers of the Company purchased November 2024 Units at a price of \$1.7675 per November 2024 Unit, which price includes \$0.1975 per November 2024 Private Unit and allows such directors and officers to participate in the November 2024 Private Offering in accordance with the rules of the Nasdaq. The Series A Private Warrants have an exercise price of \$1.75 per underlying Common Share, are exercisable immediately, and will expire on November 13, 2026. The Series B Private Warrants have an exercise price of \$2.07 per underlying Common Share, are exercisable beginning six months and one day from the date of issuance, and will expire on November 13, 2029.

The November Offerings and the sale of the April 2024 Notes have provided, and the January 2025 Offering and the Yorkville Equity Facility Financing Agreement are expected to provide, near-term and longer-term access to capital. The ability of the Company to draw down on the Yorkville Equity Facility Financing Agreement, at its discretion, is subject to certain limitations and the satisfaction of certain conditions. When available, the Yorkville Equity Facility Financing Agreement provides an opportunity to actively manage the cash needs of the Company more closely. Historically, cash has generally been available to the Company through private placements of equity for which the timing did not always coincide with the Company’s cash needs. In the near term, the Company intends to utilize the Yorkville Equity Facility Financing Agreement for working capital and general corporate purposes, including to advance our efforts to launch construction of the Elk Creek Project and move it to commercial operations. The Company may also utilize the Yorkville Equity Facility Financing Agreement to potentially generate funds at a time when they are in need. Alternatively, the Company can also utilize the Yorkville Equity Facility Financing Agreement for opportunistic share sales.

On September 11, 2024, the Company and Mark Smith entered into the Smith Loan Agreement, which provides for a \$2.0 million non-revolving credit facility (the “Smith Loan”). A total of \$504,000 was subsequently drawn down, and subsequently the Company repaid \$508,000, representing the balance of the interest and principal outstanding under the Smith Loan, plus \$41,000 related to the loan origination fees payable.

As of December 31, 2024, the Company had cash of \$0.5 million and a working capital deficit of \$3.1 million, compared to cash of \$2.0 million and a working capital deficit of \$9.0 million on June 30, 2024.

We expect that the Company will operate at a loss for the foreseeable future. The Company’s current planned cash needs are approximately \$13.0 million until June 30, 2025. On September 4, 2024, NioCorp entered into (i) a consent and waiver (the “September Yorkville Consent”) to the April 2024 Notes issued and sold to Yorkville pursuant to the April 2024 Purchase Agreement and (ii) a consent and waiver (together with the Yorkville Consent, the “September Consents”) to the April 2024 Notes issued and sold to Lind II. On October 3, 2024, NioCorp entered into (i) a consent and waiver (the “October Yorkville Consent”) to the April 2024 Notes issued and sold to Yorkville pursuant to the April 2024 Purchase Agreement and (ii) a consent and waiver (together with the September Consents and the October Yorkville Consent, the “2024 Note Consents”) to the April 2024 Notes issued and sold to Lind II pursuant to the April 2024 Purchase Agreement. The 2024 Note Consents, among other things, extended and deferred certain monthly payments and extended the maturity of the April 2024 Notes until January 31, 2025. On January 3, 2025, NioCorp entered into a consent and waiver (the “January Yorkville Consent”) to the April 2024 Notes issued and sold to Yorkville pursuant to the April 2024 Purchase Agreement. The January Yorkville Consent, among other things, deferred the due date for the amounts that would otherwise have been due to Yorkville on January 1, 2025 to the maturity date and extended the maturity date to February 17, 2025, and prospectively waived any term of the April 2024 Notes that would otherwise be triggered upon a failure of the Company to pay to Yorkville the remainder of the amount due on January 1, 2025. See Notes 6b and 13 to the interim condensed consolidated financial statements for additional information on the terms of the 2024 Note Consents and January Yorkville Consent, respectively. All remaining amounts due to Lind II (\$176,000) and Yorkville (\$1.0 million) under the April 2024 Notes were repaid on January 6, 2025, and February 7, 2025, respectively.

In addition to outstanding accounts payable and short-term liabilities, our average monthly planned expenditures through June 30, 2025, are expected to be approximately \$2.275 million per month where approximately \$0.350 million is for corporate overhead and estimated costs related to securing financing necessary for advancement of the Elk Creek Project. This

includes general overhead costs and satisfying outstanding accounts payable. This also includes anticipated financing costs associated with the Elk Creek Project. The scope of these financing costs remains under discussion with EXIM. Approximately \$1.925 million per month is planned for expenditures relating to the advancement of the Elk Creek Project by NioCorp's majority owned subsidiary, ECRC, including an updated mine plan in connection with the EXIM application process. The Company's ability to continue operations and fund our current work plan is dependent on management's ability to secure additional financing.

The Company anticipates that it does not have sufficient cash on hand to continue to fund basic operations for the next twelve months, and additional funds totaling \$12.0 million to \$15.0 million, net of funds raised from advances under the Yorkville Equity Facility Financing Agreement and borrowings under the Smith Loan, if any, are likely to be necessary to continue advancing the Elk Creek Project in the areas of financing, permitting, and detailed engineering. While the Yorkville Equity Facility Financing Agreement may provide the Company with access to additional capital, the Company will likely require additional capital to meet its cash needs. Management is actively pursuing such additional sources of debt and equity financing, and while it has been successful in doing so in the past, there can be no assurance it will be able to do so in the future.

Current Elk Creek property lease commitments are \$136,000 through June 30, 2025. To maintain our currently held properties and fund our currently anticipated general and administrative costs and planned exploration and development activities at the Elk Creek Project for the fiscal year ending June 30, 2025, the Company will likely require additional financing during the current fiscal year. Should such financing not be available in that timeframe, we will be required to reduce our activities and will not be able to carry out all our presently planned activities at the Elk Creek Project.

On June 6, 2023, the Company announced that it had submitted an application to EXIM for debt financing (the "EXIM Financing") to fund the project costs for the Elk Creek Project, under EXIM's "Make More in America" initiative. The EXIM Financing is subject to, among other matters, the satisfactory completion of due diligence, the negotiation and settlement of final terms, and the negotiation of definitive documentation. There can be no assurance that the EXIM Financing will be completed on the terms described herein or at all. The Company was informed that its application received approval by the first of three reviews by the EXIM Transaction Review Committee (the "TRC") on October 2, 2023. During the quarter, EXIM continued to process the Company's application for debt financing under EXIM's Make More in America Program. The Company's application sits at TRC in the second step in EXIM's four-step approval process. The Company continues to meet with EXIM as well as providing responses to requests for additional information from EXIM and to the consultants that are conducting due diligence on the Company's application on behalf of EXIM. As part of the diligence process, EXIM has identified additional project activities to be undertaken, including, among other things, an updated mine plan and updated Elk Creek Project capital costs on a final or close-to-final basis reflecting updated process flows. However, there can be no assurance what further project activities or matters EXIM may request in connection with the application process.

We are currently unable to estimate how long the application process may take, and there can be no assurances that we will be able to successfully negotiate a final commitment of debt financing from EXIM.

Except for the potential funding from advances under the Yorkville Equity Facility Financing Agreement, as discussed above, and the potential exercise of Options and Warrants, we currently have no further funding commitments or arrangements for additional financing at this time, and there is no assurance that we will be able to obtain any such additional financing on acceptable terms, if at all. Pursuant to the Exchange Agreement, dated as of March 17, 2023 (as amended, supplemented or otherwise modified, the "Exchange Agreement"), by and among NioCorp, ECRC and the Sponsor, NioCorp is restricted from issuing equity or equity-linked securities (other than Common Shares) or any preferred equity or non-voting equity if such issuance would adversely impact the rights of the holders of the shares of Class B common stock of ECRC, without the consent of the holders of a majority of the shares of Class B common stock of ECRC. The January 2025 Underwriting Agreement also contains certain covenants that, among other things, limit NioCorp's ability to enter into any variable rate transaction, including issuances of equity or debt securities that are convertible into Common Shares at variable rates and any equity line of credit, at-the-market agreement or other continuous offering of Common Shares, subject to certain exceptions. Notwithstanding the restrictions set forth in the Exchange Agreement and the January 2025 Underwriting Agreement, there is significant uncertainty that we would be able to secure any additional financing in the current equity or debt markets. The quantity of funds to be raised and the terms of any proposed equity or debt financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. Management may pursue funding sources of both debt and equity financing, including but not limited to the issuance of equity securities in the form of Common Shares, Warrants, subscription receipts, or any combination thereof in units of the Company

pursuant to private placements to accredited investors or pursuant to public offerings in the form of underwritten/brokered offerings, registered direct offerings, or other forms of equity financing and public or private issuances of debt securities including secured and unsecured convertible debt instruments or secured debt project financing. Management does not currently know the terms pursuant to which such financings may be completed in the future, but any such financings will be negotiated at arm's-length. Future financings involving the issuance of equity securities or derivatives thereof will likely be completed at a discount to the then-current market price of the Company's securities and will likely be dilutive to current shareholders. In addition, we could raise funds through the sale of interests in our mineral properties, although current market conditions and other recent worldwide events have substantially reduced the number of potential buyers/acquirers of any such interests. However, we cannot provide any assurances that we will be able to be successful in raising such funds.

Based on the conditions described within, management has concluded, as supported by the notes that accompany our financial statements for the year ended June 30, 2024, that substantial doubt exists as to our ability to continue as a going concern. The interim condensed consolidated financial statements included in this Quarterly Report on Form 10-Q have been prepared under the assumption that we will continue as a going concern. As defined under S-K 1300, we are a development stage issuer and we have incurred losses since our inception. We may not have sufficient cash, including Option and Warrant exercises subsequent to June 30, 2024, to fund normal operations and meet debt obligations for the next twelve months without deferring payment on certain current liabilities and raising additional funds. Uncertainty in capital markets, supply chain disruptions, increased interest rates and inflation, and the potential for geographic recessions have contributed to general global economic uncertainty. During the three months ended December 31, 2024, these events continued to create uncertainty with respect to overall project funding and timelines. We believe that the going concern uncertainty cannot be alleviated with confidence until the Company has entered into a business climate where funding of its planned ongoing operating activities is secured. Therefore, these factors raise substantial doubt as to our ability to continue as a going concern.

We have no exposure to any asset-backed commercial paper. Other than cash held by our subsidiaries for their immediate operating needs in Colorado and Nebraska, all of our cash reserves are on deposit with major U.S. and Canadian chartered banks. We do not believe that the credit, liquidity, or market risks with respect thereto have increased as a result of the current market conditions. However, in order to achieve greater security for the preservation of our capital, we have, of necessity, been required to accept lower rates of interest, which has also lowered our potential interest income.

Operating Activities

During the six months ended December 31, 2024, the Company's operating activities consumed \$2.0 million of cash (2023: \$4.6 million). The cash used in operating activities for the six months ended December 31, 2024, reflects the Company's funding of losses of \$2.6 million, increased fair value related to the Earnout Shares and Warrant liabilities, share-based compensation, and other non-cash transactions. Overall, operational outflows during the six months ended December 31, 2024, decreased from the corresponding period of 2023 due to costs and expenditures incurred in connection with the Company's Demonstration Plant. Going forward, the Company's working capital requirements are expected to increase substantially in connection with the development of the Elk Creek Project.

Financing Activities

Financing inflows were \$0.5 million during the three months ended December 31, 2024 (2023 inflows: \$2.9 million), with 2024 inflows reflecting the gross receipts of \$6.0 million from the November Offerings and \$1.8 million from Common Share issuances under the Yorkville Equity Facility Financing Agreement, offset by \$6.0 million of convertible debt repayments and \$1.3 million of share issuance costs.

Cash Flow Considerations

The Company has historically relied upon debt and equity financings to finance its activities. Subject to the restrictions set forth in the Exchange Agreement and the January 2025 Underwriting Agreement, the Company may pursue additional debt and/or equity financing in the medium term; however, there can be no assurance the Company will be able to obtain any required financing in the future on acceptable terms.

The Company has limited financial resources compared to its proposed expenditures, no source of operating income, and no assurance that additional funding will be available to it for current or future projects, although the Company has been successful in the past in financing its activities through the sale of equity securities.

The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions, and its success in developing the Elk Creek Project. Any quoted market for the Common Shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenue, cash flows, or earnings, and any depression of the trading price of the Common Shares could impact its ability to obtain equity financing on acceptable terms.

Historically, the Company has used net proceeds from issuances of Common Shares to provide sufficient funds to meet its near-term exploration and development plans and other contractual obligations when due. However, development and construction of the Elk Creek Project will require substantial additional capital resources. This includes near-term funding and, ultimately, funding for Elk Creek Project construction and other costs. See “*Liquidity and Capital Resources*” above for the Company’s discussion of arrangements related to possible future financings.

Critical Accounting Estimates

There have been no material changes in our critical accounting estimates discussed in “Management’s Discussion and Analysis of Financial Condition and Results of Operations” under the heading “Critical Accounting Estimates and Recent Accounting Pronouncements” as of June 30, 2024, in the Annual Report on Form 10-K.

Certain U.S. Federal Income Tax Considerations

If NioCorp (or a subsidiary) is a PFIC for any taxable year (or portion thereof) that is included in the holding period of a U.S. holder of Common Shares or other NioCorp securities (as determined under applicable U.S. federal income tax law), then certain significant adverse tax consequences could apply to such U.S. holder, including requirements to treat any gain realized upon a disposition of Common Shares (or other securities) as ordinary income, to include certain “excess distributions” on Common Shares in income, and to pay an interest charge on a portion of any such gain or distribution. NioCorp believes that it was classified as a PFIC during the taxable years ended June 30, 2024 and 2023, and, based on the current composition of its income and assets, as well as current business plans and financial expectations, that it may be classified as a PFIC for its current taxable year or in future taxable years. No opinion of legal counsel or ruling from the Internal Revenue Service (the “IRS”) concerning the PFIC status of NioCorp or any subsidiary has been obtained or is currently planned to be requested. The determination of whether any corporation was, or will be, a PFIC for a taxable year depends, in part, on the application of complex U.S. federal income tax rules, which are subject to differing interpretations. In addition, whether any corporation will be a PFIC for any taxable year depends on the assets and income of such corporation over the course of each such taxable year and, as a result, cannot be predicted with certainty as of the date of this Quarterly Report on Form 10-Q. In addition, even if NioCorp concluded that it or any subsidiary was not classified as a PFIC, the IRS could challenge such determination and a court could sustain the challenge. Accordingly, there can be no assurance that NioCorp or any subsidiary will not be classified as a PFIC for any taxable year. Each holder of Common Shares or other NioCorp securities should consult its own tax advisors regarding the PFIC status of NioCorp and each subsidiary thereof and the resulting tax consequences to the holder, as well as any potential to mitigate such tax consequences through a “QEF” or “mark-to-market” election. See the “Risk Factors” section of the Annual Report on Form 10-K.

Other

The Company has one class of shares, being Common Shares. A summary of outstanding shares, Options, Warrants, and convertible debt as of February 7, 2025, is set out below, on a fully diluted basis.

	Common Shares Outstanding (Fully Diluted)
Common Shares	46,818,119
Vested shares of ECRC Class B common stock (1)	3,934,031
Options (2)	3,063,000
Warrants (3)	30,376,495

- (1) Each exchangeable into one Common Share at any time, and from time to time, until March 17, 2033.
- (2) Each exercisable into one Common Share.
- (3) Includes 15,666,626 NioCorp Assumed Warrants that are each exercisable into 1.11829212 Common Shares and 14,709,869 Warrants that are each exercisable into one Common Share.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Interest rate risk

The Company's exposure to changes in market interest rates relates primarily to the Company's earned interest income on cash deposits and short-term investments. The Company maintains a balance between the liquidity of cash assets and the interest rate return thereon. The carrying amount of financial assets, net of any provisions for losses, represents the Company's maximum exposure to credit risk.

Foreign currency exchange risk

The Company incurs expenditures in both U.S. dollars and Canadian dollars. Canadian dollar expenditures are primarily related to certain Common Share-related costs and corporate professional services. As a result, currency exchange fluctuations may impact the costs of our operating activities. To reduce this risk, we maintain sufficient cash balances in Canadian dollars to fund expected near-term expenditures.

Commodity price risk

The Company is exposed to commodity price risk related to the elements associated with the Elk Creek Project. A significant decrease in the global demand for these elements may have a material adverse effect on our business. The Elk Creek Project is not in production, and the Company does not currently hold any commodity derivative positions.

ITEM 4. CONTROLS AND PROCEDURES

Disclosure Controls and Procedures

The management of NioCorp Developments Ltd. has evaluated, under the supervision of and with the participation of our management, including the Chief Executive Officer ("CEO") and the Chief Financial Officer ("CFO"), the effectiveness of the design and operations of our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Exchange Act) as of December 31, 2024. Based on that evaluation, the CEO and the CFO have concluded that, as of December 31, 2024, our disclosure controls and procedures were not effective due to the material weaknesses in internal control over financial reporting described below.

Notwithstanding the material weaknesses in our internal control over financial reporting, our CEO and CFO have concluded that the interim condensed consolidated financial statements included in this Quarterly Report on Form 10-Q fairly present, in all material respects, our financial position, results of operations and cash flows for the periods presented in conformity with U.S. GAAP.

Material Weaknesses in Internal Control over Financial Reporting Existing as of December 31, 2024

The management of NioCorp Developments Ltd. is responsible for establishing and maintaining adequate internal control over financial reporting as defined in Rules 13a-15(f) and 15d-15(f) of the Exchange Act for the Company. Management assessed the effectiveness of our internal control over financial reporting as of December 31, 2024. In making this assessment, our management used the criteria set forth in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (the "COSO Framework"). Based on that evaluation, the CEO and the CFO have concluded that, as of December 31, 2024, our internal control over financial reporting was not effective due to the material weaknesses in internal control over financial reporting described below.

Material Weaknesses

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of our annual or interim consolidated financial statements will not be prevented or detected on a timely basis.

Management concluded that the material weaknesses disclosed in the Company's Annual Report on Form 10-K for the fiscal year ended June 30, 2024, continued to exist as of December 31, 2024. Specifically, management identified deficiencies in the principles associated with the control environment, risk assessment, control activities, and monitoring components of internal control, based on the criteria established by the COSO Framework, that constitute material weaknesses, either individually or in the aggregate.

- **Control Environment**: The Company does not have sufficient personnel with the appropriate levels of knowledge, experience, and training in accounting and internal control over financial reporting commensurate with the complexity of the Company's financing transactions and associated reporting requirements. This material weakness contributed to additional material weaknesses further described below.
- **Risk Assessment**: The Company does not have a formal process to identify, update, and assess financial reporting risks due to changes in the Company's business practices, including entering into increasingly complex transactions that could significantly impact the design and operation of the Company's control activities.
- **Control Activities**: Management did not maintain effective controls over:
 - monitoring and assessing the work of third-party specialists, including the evaluation of the appropriateness of accounting conclusions, and
 - the evaluation of certain inputs and assumptions used to estimate the fair value of instruments and features associated with complex debt and equity transactions.
- **Monitoring Activities**: Management did not appropriately:
 - select, develop, and perform ongoing evaluation to ascertain whether the components of internal controls are present and functioning, and
 - evaluate and communicate internal control deficiencies in a timely manner to those parties responsible for taking corrective action.

As previously disclosed, these material weaknesses resulted in errors that required the restatement of Company's consolidated financial statements as of and for the fiscal years ended June 30, 2022 and 2021, as well as the restatement of the Company's condensed consolidated financial statements as of and for the interim periods ended September 30, 2021, December 31, 2021, March 31, 2022, September 30, 2022, and December 31, 2022. Additionally, these material weaknesses could result in a misstatement of the account balances or disclosures that would result in a material misstatement to the annual or interim consolidated financial statements that would not be prevented or timely detected.

Remediation Plan for the Material Weaknesses

To address our material weaknesses existing as of December 31, 2024, we have implemented a detailed plan to address each individual material weakness identified, including the following:

- We have, and will continue, to engage outside accounting and internal control consultants with subject matter expertise to supplement our level of knowledge, experience, and training in accounting and internal control over financial reporting.
- We plan to develop a formal risk assessment process to ensure that it is robust and frequent enough for the Company's business, including the identification of risks, the level of detail in our risk assessment, and the clarity of the linkage between risks and internal controls associated with the material weaknesses. The results of this effort are expected to enable us to effectively identify, develop, evolve and implement controls and procedures to address risks.
- We plan to develop and provide incremental training to the accounting and financial reporting team regarding accounting for and valuation of complex financial instruments.
- Management will develop a monitoring program to periodically evaluate and assess whether those responsible for controls are conducting their activities in accordance with their design, such that there is contemporaneous evidence

that the controls are present and functioning and will communicate internal control deficiencies in a timely manner to those parties responsible for taking corrective action.

The process of designing and maintaining effective internal control over financial reporting is a continuous effort that requires management to anticipate and react to changes in our business, economic and regulatory environments and to expend significant resources. As we continue to evaluate our internal control over financial reporting, we may take additional actions to remediate the material weaknesses or modify the remediation actions described above.

While we continue to devote significant time and attention to these remediation efforts, the material weaknesses will not be considered remediated until management completes the design and implementation of the actions described above and the controls operate for a sufficient period of time, and management has concluded, through testing, that these controls are effective.

Changes in Internal Control over Financial Reporting

Other than as discussed above, there has been no change in our internal control over financial reporting during the quarter ended December 31, 2024, that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II — OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

We know of no material, active, or pending legal proceedings against the Company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which any of our directors, officers, or affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

ITEM 1A. RISK FACTORS

There have been no changes to the risk factors set forth under the heading “Risk Factors” in the Annual Report on Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

Recent Sales of Unregistered Securities

The Company issued and sold the following Common Shares in reliance on exemptions from the registration requirements of the Securities Act:

Date	Gross Proceeds (\$000s)	Shares Issued	Price/Share (\$)
November 13, 2024 ⁽¹⁾	3,500.8	5,499,005 ⁽²⁾	(3)
November 18, 2024 ⁽⁴⁾	158.3	115,000	\$ 1.3767
November 21, 2024 ⁽⁴⁾	147.2	110,000	\$ 1.3381
November 27, 2024 ⁽⁴⁾	136.8	105,000	\$ 1.3024
December 6, 2024 ⁽⁴⁾	155.4	110,000	\$ 1.4126
December 11, 2024 ⁽⁴⁾	218.7	141,000	\$ 1.5512
December 16, 2024 ⁽⁴⁾	168.3	120,000	\$ 1.4026
December 20, 2024 ⁽⁴⁾	149.0	110,000	\$ 1.3545

(1) Issued in reliance on the exemption from the registration requirements of the Securities Act provided by Rule 506(b) of Regulation D thereunder and/or Section 4(a)(2) thereof in connection with the closing of the November 2024 Private Offering and based upon representations and warranties of the Private Placement Investors in connection therewith.

(2) Represents 2,199,602 Units, each of which consisted of one Common Share, one Series A Private Warrant and one-half of one Series B Private Warrant.

- (3) The Units were sold at a price of \$1.57 per Unit to Private Placement Investors other than the Insider Investors. The Units were sold to the Insider Investors at a price of \$1.7675 per Unit, which price includes \$0.1975 per Unit purchased by the Insider Investors and allowed the Insider Investors to participate in the November 2024 Private Offering in accordance with the rules of Nasdaq.
- (4) Issued in reliance on Section 4(a)(2) of the Securities Act in connection with the closing of an advance under the Yorkville Equity Facility Financing Agreement and based upon representations and warranties of Yorkville in connection therewith.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

Pursuant to Section 1503(a) of the Dodd-Frank Act, issuers that are operators, or that have a subsidiary that is an operator, of a coal or other mine in the United States are required to disclose specified information about mine health and safety in their periodic reports. These reporting requirements are based on the safety and health requirements applicable to mines under the Federal Mine Safety and Health Act of 1977 (the “Mine Act”) which is administered by the U.S. Department of Labor’s Mine Safety and Health Administration (“MSHA”). During the three-month period ended December 31, 2024, the Company and its subsidiaries and their properties or operations were not subject to regulation by MSHA under the Mine Act and thus no disclosure is required under Section 1503(a) of the Dodd-Frank Act.

ITEM 5. OTHER INFORMATION

Rule 10b5-1 Trading Arrangements

During the quarter ended December 31, 2024, no director or officer (as defined in Rule 16a-1(f) promulgated under the Exchange Act) of the Company adopted or terminated a “Rule 10b5-1 trading arrangement” or “non-Rule 10b5-1 trading arrangement” (as each term is defined in Item 408 of Regulation S-K).

ITEM 6. EXHIBITS

Exhibit No.	Title
3.1(1)	Notice of Articles dated April 5, 2016
3.2(1)	Articles, as amended, effective as of January 27, 2015
3.3(2)	Amendment to Articles, effective March 17, 2023
4.1(3)	Consent and Waiver, dated as of October 3, 2024, between NioCorp Developments Ltd. and YA II PN, Ltd.
4.2(3)	Consent and Waiver, dated as of October 3, 2024, between NioCorp Developments Ltd. and Lind Global Fund II LP
4.3(4)	Warrant Agency Agreement, dated as of November 5, 2024, by and between NioCorp Developments Ltd., Computershare Inc. and Computershare Trust Company, N.A.
4.4(4)	Form of November 2024 Series A Public Warrant
4.5(4)	Form of November 2024 Series B Public Warrant
4.6(3)	Form of Subscription Agreement in respect of units issued in November 2024
4.7(3)	Form of November 2024 Series A Private Warrant
4.8(3)	Form of November 2024 Series B Private Warrant
4.9(5)	Form of January 2025 Series A Warrant
4.10(5)	Form of January 2025 Series B Warrant
4.9	Consent and Waiver, dated as of January 3, 2025, between NioCorp Developments Ltd. and YA II PN, Ltd.
10.1(4)	Underwriting Agreement, dated as of November 3, 2024, by and between NioCorp Developments Ltd. and Maxim Group LLC
10.1(5)	Underwriting Agreement, dated as of January 29, 2025, by and between NioCorp Developments Ltd. and Maxim Group LLC
31.1	Certification of Chief Executive Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002
31.2	Certification of Chief Financial Officer pursuant to Exchange Act Rules 13a-14(a) and 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002

32.1	Certification of the Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
32.2	Certification of the Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
101.INS(6)	Inline XBRL Instance Document
101.SCH(6)	Inline XBRL Taxonomy Extension- Schema
101.CAL(6)	Inline XBRL Taxonomy Extension – Calculations
101.DEF(6)	Inline XBRL Taxonomy Extension – Definitions
101.LAB(6)	Inline XBRL Taxonomy Extension – Labels
101.PRE(6)	Inline XBRL Taxonomy Extension – Presentations
104	Cover Page Interactive Data File (formatted as Inline XBRL and contained in Exhibit 101)

Management compensation plan, arrangement, or agreement.

- (1) Previously filed as an exhibit to the Company’s Draft Registration Statement on Form S-1 (Registration No. 377-01354) submitted to the SEC on July 26, 2016, and incorporated herein by reference.
- (2) Previously filed as an exhibit to the Company’s Current Report on Form 8-K (File No. 001-41655) filed with the SEC on March 17, 2023, and incorporated herein by reference.
- (3) Previously filed as an exhibit to the Company’s Quarterly Report on Form 10-Q (File No. 001-41655) filed with the SEC on November 11, 2024, and incorporated herein by reference.
- (4) Previously filed as an exhibit to the Company’s Current Report on Form 8-K (File No. 001-41655) filed with the SEC on November 5, 2024, and incorporated herein by reference.
- (5) Previously filed as an exhibit to the Company’s Current Report on Form 8-K (File No. 001-41655) filed with the SEC on January 31, 2025, and incorporated herein by reference.
- (6) Submitted Electronically Herewith. Attached as Exhibit 101 to this report are the following formatted in inline XBRL (Extensible Business Reporting Language): (i) the Interim Condensed Consolidated Balance Sheets as of December 31, 2024 and June 30, 2024, (ii) the Interim Condensed Consolidated Statements of Operations and Comprehensive Loss for the Three and Six Months ended December 31, 2024 and 2023, (iii) the Interim Condensed Consolidated Statements of Cash Flows for the Six Months ended December 31, 2024 and 2023, (iv) the Interim Condensed Consolidated Statements of Shareholders’ Equity (Deficit) and Redeemable Noncontrolling Interest for the Three and Six Months ended December 31, 2024 and 2023 and (v) the Notes to the Interim Condensed Consolidated Financial Statements.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

NIOCORP DEVELOPMENTS LTD.

(Registrant)

By: /s/ Mark A. Smith
 Mark A. Smith
 President, Chief Executive Officer and
 Executive Chairman
 (Principal Executive Officer)

Date: February 7, 2025

By: /s/ Neal Shah
 Neal Shah
 Chief Financial Officer
 (Principal Financial and Accounting Officer)

Date: February 7, 2025

CONSENT AND WAIVER

THIS CONSENT AND WAIVER (this “Consent and Waiver”), dated as of January 3, 2025 to the Note (as defined below) is between **NIOCORP DEVELOPMENTS LTD.**, a company organized under the laws of the Province of British Columbia, Canada, with principal executive offices located at 7000 South Yosemite Street, Suite 115, Centennial, Colorado 80112 (the “Company”), and **YA II PN, LTD.**, a Cayman Islands exempt limited partnership (the “Holder”). Capitalized terms used herein and not otherwise defined have the meanings set forth for such terms in the Note.

WHEREAS, reference is made to that certain Unsecured Convertible Note, dated as of April 12, 2024 (the “Note”), between the Company and the Holder, as modified by the Consents and Waivers, dated September 4, and October 3, 2024, between the Company and the Holder (the “Consents”);

WHEREAS, the Note was originally issued pursuant to the Securities Purchase Agreement, dated April 11, 2024, between the Company, the Holder and Lind Global Fund II LP;

WHEREAS, pursuant to Section (1)(c) of the Note, any Payment Date and the amount payable to the Holder on any such Payment Date may be modified from time to time upon the mutual written consent of the Company and the Holder;

WHEREAS, pursuant to the terms of the Note (as unmodified), the Company is obligated to make payment of \$1,000,000 (the “January Payment Amount”) in respect of the Payment Date on January 1, 2025 (the “January Payment Date”) because the Equity Conditions have not been satisfied as of the last Trading Date prior to the January Payment Date;

WHEREAS, the Company and the Holder desire to modify the Company’s payment obligation with respect of the January Payment Date by deferring the due date of the January Payment Amount until February 17, 2025 (the “Amended January Payment Date”); and

WHEREAS, the Company and the Holder desire to modify the meaning of “Maturity Date” from the Amended Maturity Date of January 31, 2025 to February 17, 2025 (the “New Maturity Date”);

WHEREAS, the Holder desires to prospectively waive any term in the Note that would otherwise be triggered upon a failure to pay to the Holder the full January Payment Amount on the January Payment Date, including, but not limited to, (i) the occurrence of an Event of Default under Section (2)(a)(i) of the Note (the “Event of Default Provision”), (ii) an increase to the Interest Rate pursuant to Section (1)(b) of the Note (the “Interest Rate Provision”) and (iii) the Holder’s right to accelerate, at the Holder’s election, all amounts owing in respect of the Note pursuant to Section (2)(b) of the Note (the “Acceleration Provision”).

NOW, THEREFORE, in consideration of the premises and the mutual covenants contained herein and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the Company and the Holder hereby agree as follows:

1. The Holder hereby prospectively waives any term in the Note that would otherwise be triggered upon a failure to pay to the Holder the January Payment Amount, equal to \$1,000,000, on the Amended January Payment Date, including, but not limited to, (i) the Event of Default Provision, (ii) the Interest Rate Provision and (iii) the Acceleration Provision.

2. Except as described in Sections 1 of this Consent and Waiver, the terms of the Note attached hereto as Exhibit A are unchanged.

3. This Consent and Waiver may be executed in two or more counterparts, each of which shall for all purposes be deemed to be an original and all of which shall constitute the same document.

[remainder of page intentionally left blank]

IN WITNESS WHEREOF, the Holder and the Company have caused their respective signature page to this Consent and Waiver to be duly executed as of the date first written above.

COMPANY:

NIOCORP DEVELOPMENTS LTD.

By: /s/ Mark A. Smith

Name: Mark A. Smith

Title: President & CEO

[Signature Page to Consent and Waiver to the Unsecured Convertible Note]

HOLDER:

YA II PN, LTD.

By: Yorkville Advisors Global, LP
Its: Investment Manager

By: Yorkville Advisors Global II, LLC
Its: General Partner

By: /s/ Michael Rosselli
Name: Michael Rosselli
Title: Partner

[Signature Page to Consent and Waiver to the Unsecured Convertible Note]

Exhibit A

Yorkville Note

CERTIFICATION

I, Mark A. Smith, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NioCorp Developments Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2025

By: /s/ Mark A. Smith

Mark A. Smith
Chief Executive Officer
(Principal Executive Officer)

CERTIFICATION

I, Neal Shah, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of NioCorp Developments Ltd.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: February 7, 2025

By: /s/ Neal Shah

Neal Shah
Chief Financial Officer
(Principal Financial and Accounting Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of NioCorp Developments Ltd. (the "Company"), for the period ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Mark Smith, Chief Executive Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 7, 2025

By: /s/ Mark A. Smith

Mark A. Smith
Chief Executive Officer
(Principal Executive Officer)

**CERTIFICATION PURSUANT TO 18 U.S.C. SECTION 1350
AS ADOPTED PURSUANT TO
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report on Form 10-Q of NioCorp Developments Ltd. (the "Company"), for the period ended December 31, 2024, as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Neal Shah, Chief Financial Officer of the Company, hereby certify pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, that, to my knowledge:

1. The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
2. The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: February 7, 2025

By: /s/ Neal Shah

Neal Shah
Chief Financial Officer
(Principal Financial and Accounting Officer)
