



(formerly Crown Mining Corp.)

**UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL
STATEMENTS**

FOR THE THREE AND SIX MONTH PERIODS ENDED JUNE 30, 2021 & 2020

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of US Copper Corp. (formerly Crown Mining Corp.) (the "Company") are the responsibility of the management and Board of Directors of the Company.

The unaudited condensed interim consolidated financial statements have been prepared by management, on behalf of the Board of Directors, in accordance with the accounting policies disclosed in the notes to the unaudited condensed interim consolidated financial statements. Where necessary, management has made informed judgments and estimates in accounting for transactions which were not complete at the statement of financial position date. In the opinion of management, the unaudited condensed interim consolidated financial statements have been prepared within acceptable limits of materiality and are in accordance with International Accounting Standard 34 Interim Financial Reporting of International Financial Reporting Standards using accounting policies consistent with International Financial Reporting Standards appropriate in the circumstances.

Management has established systems of internal control over the financial reporting process, which are designed to provide reasonable assurance that relevant and reliable financial information is produced.

The Board of Directors is responsible for reviewing and approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company and for ensuring that management fulfills its financial reporting responsibilities. An Audit Committee assists the Board of Directors in fulfilling this responsibility. The Audit Committee meets with management to review the financial reporting process and the unaudited condensed interim consolidated financial statements together with other financial information of the Company. The Audit Committee reports its findings to the Board of Directors for its consideration in approving the unaudited condensed interim consolidated financial statements together with other financial information of the Company for issuance to the shareholders.

Management recognizes its responsibility for conducting the Company's affairs in compliance with established financial standards, and applicable laws and regulations, and for maintaining proper standards of conduct for its activities.

“Stephen Dunn” (signed)
Chief Executive Officer

“Rich Morrow” (signed)
Chief Financial Officer

NOTICE TO READER

The accompanying unaudited condensed interim consolidated financial statements of the Company have been prepared by and are the responsibility of management. The unaudited condensed interim consolidated statements for the three and six month periods ended June 30, 2021 and 2020 have not been reviewed by the Company's auditors.

US COPPER CORP.*(formerly Crown Mining Corp.)***Unaudited Condensed Interim Consolidated Statements of Financial Position***(Expressed in Canadian dollars)*

<i>As at,</i>	<i>June 30, 2021</i>	<i>December 31, 2020</i>
	\$	\$
ASSETS		
Current		
Cash (Note 5)	3,799,918	1,632,389
Trade and other receivables (Note 6)	11,125	6,983
Total assets	3,811,043	1,639,372
LIABILITIES		
Current		
Trade and other payables (Notes 7 and 9)	397,412	6,685
	397,412	6,685
CEBA loan (Note 8)	60,000	60,000
Total liabilities	457,412	66,685
EQUITY		
Share capital (Note 11 (a))	16,691,583	13,778,292
Reserve for warrants (Note 12)	729,100	452,000
Reserve for share based payments (Note 13)	3,295,186	3,175,786
Accumulated deficit	(17,362,238)	(15,833,391)
Total equity	3,353,631	1,572,687
Total liabilities and equity	3,811,043	1,639,372

*Nature of Operations and Going Concern (Note 1)**Commitments and Contingencies (Notes 9 and 14)**Subsequent Events (Notes 9 and 11(b))***Approved on behalf of the Board of Directors on August 30, 2021:****“Stephen Dunn” (signed)***Director***“James Fairbairn” (signed)***Director*

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

US COPPER CORP.*(formerly Crown Mining Corp.)***Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Expressed in Canadian dollars)

	Three Months		Six Months	
	2021	2020	2021	2020
For the periods ended June 30,	\$	\$	\$	\$
Professional fees	11,500	(2,170)	20,000	4,442
Management and consulting fees (Note 10)	18,166	15,000	33,166	30,000
Share based payments (Note 11 (c) and 13)	57,000	-	140,000	-
Office, general and administration	84,045	2,746	116,942	16,190
Investor relations, promotion and travel	115,984	838	340,296	1,102
Exploration and evaluation expenditures (Note 9)	765,973	34,228	878,443	38,539
Net loss and comprehensive loss	1,052,668	50,642	1,528,847	90,273
Loss per share - basic and diluted	0.01	0.00	0.02	0.00
Weighted average number of common shares - basic and diluted (000's)	103,184	48,787	97,120	46,608

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US COPPER CORP.

(formerly Crown Mining Corp.)

Unaudited Condensed Interim Consolidated Statements of Changes in Equity

(Expressed in Canadian dollars)

	Share Capital		Reserves			
	Number of shares	Amount	Warrants	Share based payments	Accumulated deficit	Total
Balance at December 31, 2019	44,429,627	\$ 12,229,404	\$ 333,000	\$ 2,683,786	\$ (15,291,857)	\$ (45,667)
Private placements, net of issue costs	43,100,000	1,936,888	-	-	-	1,936,888
Warrants issued on private placement to subscribers	-	(378,000)	378,000	-	-	-
Warrants issued on private placement to finders	-	(10,000)	10,000	-	-	-
Share based payments	-	-	-	223,000	-	223,000
Reserve transferred on expiry of warrants	-	-	(269,000)	269,000	-	-
Net loss for the year	-	-	-	-	(541,534)	(541,534)
Balance at December 31, 2020	87,529,627	\$ 13,778,292	\$ 452,000	\$ 3,175,786	\$ (15,833,391)	\$ 1,572,687
Private placements, net of issue costs	15,000,000	2,454,791	-	-	-	2,454,791
Warrants issued on private placement to subscribers	-	(366,000)	366,000	-	-	-
Shares issued on stock options exercised	1,225,000	184,600	-	(49,600)	-	135,000
Shares issued on warrants exercised	7,300,000	639,900	(59,900)	-	-	580,000
Share based payments	-	-	-	140,000	-	140,000
Reserve transferred on expiry of warrants	-	-	(29,000)	29,000	-	-
Net loss for the period	-	-	-	-	(1,528,847)	(1,528,847)
Balance at June 30, 2021	111,054,62	\$ 16,691,583	\$ 729,100	\$ 3,295,186	\$ (17,362,238)	\$ 3,353,631

Balance at December 31, 2019	44,429,627	\$ 12,229,404	\$ 333,000	\$ 2,683,786	\$ (15,291,857)	\$ (45,667)
Private placements, net of issue costs	6,100,000	145,988	-	-	-	145,988
Warrants issued on private placement to subscribers	-	(24,000)	24,000	-	-	-
Reserve transferred on expiry of warrants	-	-	(175,000)	175,000	-	-
Net loss for the period	-	-	-	-	(90,273)	(90,273)
Balance at June 30, 2020	50,529,627	\$ 12,351,392	\$ 182,000	\$ 2,858,786	\$ (15,382,130)	\$ 10,048

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

US COPPER CORP.*(formerly Crown Mining Corp.)***Unaudited Condensed Interim Consolidated Statements of Cash Flows**

(Expressed in Canadian dollars)

	2021	2020
Six month periods ended June 30,	\$	\$
Operating activities		
Net loss for the period	(1,528,847)	(90,273)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share based payments	140,000	-
Change in non-cash working capital		
Trade and other receivables	(4,142)	184
Prepaid expenses	-	750
Trade and other payables	390,727	(3,750)
Cash used in operating activities	(1,002,262)	(93,089)
Financing activities		
Issuance of share capital, net of costs	2,454,791	145,988
Proceeds on stock options exercised	135,000	-
Proceeds on warrants exercised	580,000	-
Cash provided from financing activities	3,169,791	145,988
Increase in cash	2,167,529	52,899
Cash, beginning of period	1,632,389	2,423
Cash, end of period	3,799,918	55,322
Supplementary Information		
Interest paid	-	-
Income tax paid	-	-

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US COPPER CORP.

(formerly Crown Mining Corp.)

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and six month periods ended June 30, 2021 and 2020 (Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

US Copper Corp. (formerly Crown Mining Corp.) (“US Copper” or the “Company”) is a public company amalgamated under the laws of Canada on August 30, 2010. The Company’s head office is located at 330 Zeller Dr., Kitchener, ON, N2A 0B5. The Company is an exploration stage company and currently has interests in exploration properties in Ontario, Canada and, through wholly owned subsidiaries, has interests in exploration properties in Nevada and California, USA. Substantially all of the Company’s efforts are devoted to financing, exploring and evaluating these properties. There has been no determination whether the Company’s interests in mineral properties contain mineral reserves which are economically recoverable.

On March 29, 2021, at the Company’s annual general and special meeting, the shareholders approved the name change to US Copper Corp., which was completed effective April 5, 2021. In addition, effective April 8, 2021, the Company began trading under the name US Copper with a new ticker symbol “USCU”.

As at June 30, 2021, the Company had working capital of \$3,413,631 (December 31, 2020 – \$1,632,687), had not yet achieved profitable operations, had accumulated deficit of \$17,362,238 (December 31, 2020 – \$15,833,391) and expects to incur further losses in the development of its business. These conditions indicate the existence of a material uncertainty that cast significant doubt as to whether the Company can continue as a going concern.

The business of exploring for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company’s continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, and the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company’s ability to dispose of its interests on an advantageous basis, all of which are uncertain. Failure to achieve the above could have a significant impact on the Company’s ability to continue as a going concern.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and evaluation activities, and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company’s title. Property title may be subject to unregistered prior agreements, non-compliance with regulatory requirements or aboriginal land claims.

On March 11, 2020, the World Health Organization declared a global pandemic outbreak of a novel coronavirus identified as “COVID-19”. In order to combat the spread of COVID-19 governments worldwide have enacted emergency measures including travel bans, legally enforced or self-imposed quarantine periods, social distancing and business and organization closures. These measures have caused material disruptions to businesses, governments and other organizations resulting in an economic slowdown and increased volatility in national and global equity and commodity markets. Central banks and governments, including Canadian federal and provincial governments, have reacted with significant monetary and fiscal interventions designed to stabilize economic conditions. The duration and impact of the COVID-19 outbreak is unknown at this time, as is the efficacy of any interventions. It is not possible to reliably estimate the length and severity of these developments and the impact on the financial results and condition of the Company and its operations in future periods.

These unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) applicable to a going concern. Accordingly, they do not give effect to adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and liquidate its liabilities and commitments in other than the normal course of business and at amounts different from those in the accompanying unaudited condensed interim consolidated financial statements.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three and six month periods ended June 30, 2021 and 2020
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION

2.1 Statement of compliance and presentation

These unaudited condensed interim consolidated financial statements, including comparatives, have been prepared in accordance with International Accounting Standards (“IAS”) 34 ‘Interim Financial Reporting’ (“IAS 34”) using accounting policies consistent with the International Financial Reporting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) as at August 30, 2021. These unaudited condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on August 30, 2021.

The notes herein include only significant transactions and events occurring since the Company’s last fiscal year end and are not fully inclusive of all matters required to be disclosed in the annual audited consolidated financial statements. Accordingly, these unaudited condensed interim consolidated financial statements should be read in conjunction with our most recent annual audited consolidated financial statements for the year ended December 31, 2020.

2.2 Future accounting policies to be adopted

The following new standards, amendments and interpretations have been issued but are not effective for the fiscal year ended December 31, 2020 and, accordingly, have not been applied in preparing these unaudited condensed interim consolidated financial statements.

IAS 1 was amended in January 2020 to provide a more general approach to the classification of liabilities under IAS 1 based on the contractual arrangements in place at the reporting date. The amendments clarify that the classification of liabilities as current or noncurrent is based solely on a company’s right to defer settlement at the reporting date. The right needs to be unconditional and must have substance. The amendments also clarify that the transfer of a company’s own equity instruments is regarded as settlement of a liability, unless it results from the exercise of a conversion option meeting the definition of an equity instrument. The amendments are effective for annual periods beginning on January 1, 2023.

IAS 37 – Provisions, Contingent Liabilities, and Contingent Assets (“IAS 37”) was amended. The amendments clarify that when assessing if a contract is onerous, the cost of fulfilling the contract includes all costs that relate directly to the contract – ie. a full-cost approach. Such costs include both the incremental costs of the contract (ie. costs a company would avoid if it did not have the contract) and an allocation of other direct costs incurred on activities required to fulfill the contract – ie. contract management and supervision, or depreciation of equipment used in fulfilling the contract. The amendments are effective for annual periods beginning on January 1, 2022.

IFRS 3 – Business Combinations (“IFRS 3”) was amended. The amendments introduce new exceptions to the recognition and measurement principles in IFRS 3 to ensure that the update in references to the revised conceptual framework does not change which assets and liabilities qualify for recognition in a business combination. An acquirer should apply the definition of a liability in IAS 37 – rather than the definition in the Conceptual Framework – to determine whether a present obligation exists at the acquisition date as a result of past events. For a levy in the scope of IFRIC 21, the acquirer should apply the criteria in IFRIC 21 to determine whether the obligating event that gives rise to a liability to pay the levy has occurred by the acquisition date. In addition, the amendments clarify that the acquirer should not recognize a contingent asset at the acquisition date. The amendments are effective for annual periods beginning on January 1, 2022.

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(Expressed in Canadian dollars)

2. BASIS OF PREPARATION (continued)

2.2 Future accounting policies to be adopted (continued)

IAS 16 – Property, Plant and Equipment (“IAS 16”) was amended. The amendments introduce new guidance, such that the proceeds from selling items before the related property, plant and equipment is available for its intended use can no longer be deducted from the cost. Instead, such proceeds are to be recognized in profit or loss, together with the costs of producing those items. The amendments are effective for annual periods beginning on January 1, 2022.

2.3 Use of management estimates, judgments and measurement uncertainty

The preparation of these unaudited condensed interim consolidated financial statements using accounting policies consistent with IFRS requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the unaudited condensed interim consolidated financial statements and reported amounts of revenues and expenses during the reporting period. Such estimates primarily relate to unsettled transactions and events as at the date of the unaudited condensed interim consolidated financial statements. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors it believes to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions. The most significant estimates relate to valuation of deferred income tax amounts and the calculation of share-based payments and warrants.

Significant estimates and judgments made by management in the preparation of these unaudited condensed interim consolidated financial statements are outlined below:

Going concern assumption

Going concern presentation of the unaudited condensed interim consolidated financial statements assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due.

Income taxes

The Company is subject to income, value added, withholding and other taxes. Significant judgment is required in determining the Company’s provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company’s income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations. The Company’s interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

Valuation of share based payments and warrants

The Black-Scholes option pricing model is used to determine the fair value for share based payments and warrants and utilizes subjective assumptions such as expected price volatility and expected life of the option or warrant. Discrepancies in these input assumptions can significantly affect the fair value estimate.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and six month periods ended June 30, 2021 and 2020 (Expressed in Canadian dollars)

2. BASIS OF PREPARATION (continued)

2.3 Use of management estimates, judgments and measurement uncertainty (continued)

Decommissioning provisions

These are made based on the estimated settlement amounts. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to provisions on a quarterly basis. Actual rehabilitation costs will ultimately depend on actual future settlement amount for the rehabilitation costs which will reflect the market condition at the time that the rehabilitation costs are actually incurred. The final cost of the currently recognized rehabilitation provisions may be higher or lower than currently provided for.

Functional currency

The Company's management is required to make judgments as to the currency of the primary economic environment in which an entity operates to determine the functional currency of the entity. The Company has determined that the functional currency of the parent company and its Canadian and US subsidiaries is the Canadian dollar.

3. CAPITAL MANAGEMENT

The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company, in order to support the acquisition, exploration and evaluation of mineral properties. The board of directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include all components of shareholders' equity. In order to carry out the planned exploration and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient geologic or economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the three and six month periods ended June 30, 2021 and the year ended December 31, 2020.

The Company considers its capital to be equity, which is comprised of share capital, reserve for warrants and share based payments and accumulated deficit, which as at June 30, 2021, totaled \$3,353,631 (December 31, 2020 – \$1,572,687).

The Company's objective when managing capital is to obtain adequate levels of funding to support its exploration activities, to obtain corporate and administrative functions necessary to support organizational functioning and to obtain sufficient funding to further the identification of mineral deposits.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and six month periods ended June 30, 2021 and 2020 (Expressed in Canadian dollars)

3. CAPITAL MANAGEMENT (continued)

The Company raises capital, as necessary, to meet its needs and take advantage of perceived opportunities and, therefore, does not have a numeric target for its capital structure. Funds are primarily secured through equity capital raised by way of private placements. There can be no assurance that the Company will be able to continue raising equity capital in this manner. The Company invests all capital that is surplus to its immediate operational needs in interest bearing accounts with a Canadian financial institution.

4. FINANCIAL RISK FACTORS

Credit Risk

The Company's credit risk is primarily attributable to cash. The Company has no significant concentration of credit risk arising from operations. The Company's current policy is to invest excess cash in interest bearing deposits issued by its banking institutions.

The Company's maximum exposure to credit risk as at June 30, 2021 is the carrying value of cash, and trade and other receivables. The majority of the Company's cash is held in Canadian chartered banks.

Market Risk

Foreign Currency Risk

The Company's exploration and evaluation activities are substantially denominated in Canadian dollars and, to a lesser degree, in United States dollars. The Company's funds are predominantly kept in Canadian dollars, with a major Canadian financial institution.

Equity Price Risk

Market risk arises from the possibility that changes in market prices will affect the value of the financial instruments of the Company. The Company has no exposure to fair value fluctuations. The Company's financial instruments (cash, trade and other receivables, and trade and other payables) are not subject to equity price risk.

Fair Value

Cash, and trade and other receivables are measured at amortized cost which approximates fair value due to their short-term nature. Trade and other payables and CEBA Loan are measured at amortized cost which also approximates fair value due to their short-term nature.

The fair value hierarchy has the following levels:

- Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level two includes inputs that are observable other than quoted prices included in level one.
- Level three includes inputs that are not based on observable market data.

As at June 30, 2021 and December 31, 2020, the Company does not have any financial assets measured at fair value and that require classification within the fair value hierarchy.

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4. FINANCIAL RISK FACTORS (continued)

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at June 30, 2021, the Company had current assets of \$3,811,043 (December 31, 2020 - \$1,639,372) and current liabilities of \$397,412 (December 31, 2020 - \$6,685). The Company's trade and other payables and receivables are subject to normal trade terms. As at June 30, 2021, the Company had working capital of \$3,413,631 (December 31, 2020 - \$1,632,687).

Interest Rate Risk

The Company is not exposed to interest rate risk due to the short-term nature of its financial instruments.

5. CASH

The balance at June 30, 2021 consists of cash on deposit with Canadian banks in general interest-bearing accounts totaling \$3,799,918 (December 31, 2020 - \$1,632,389).

6. TRADE AND OTHER RECEIVABLES

The Company's trade and other receivables arise from harmonized sales tax ("HST") due from the Canadian government. The HST receivable is not past due as at June 30, 2021.

	As at,	
	June 30, 2021	December 31, 2020
HST receivable	\$ 11,125	\$ 6,983
Total trade and other receivables	\$ 11,125	\$ 6,983

At June 30, 2021, the Company anticipates full recovery of these amounts and therefore no impairment has been recorded against these receivables. The credit risk on the receivables has been further discussed in Note 4. The Company holds no collateral for any receivable amounts outstanding as at June 30, 2021.

7. TRADE AND OTHER PAYABLES

Trade and other payables of the Company are principally comprised of amounts outstanding for trade purchases relating to exploration activities and amounts payable for operating and financing activities. The usual credit period taken for trade purchases is between 30 to 90 days.

The following is an aged analysis of the trade and other payables:

	As at,	
	June 30, 2021	December 31, 2020
Less than or equal to 90 days	\$ 397,412	\$ 6,685
Total trade and other payables	\$ 397,412	\$ 6,685

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and six month periods ended June 30, 2021 and 2020 (Expressed in Canadian dollars)

8. CEBA LOAN

The Company received a \$60,000 Canada Emergency Business Account loan (“CEBA Loan”) from the government of Canada comprised of \$40,000 received on July 22, 2020 and \$20,000 received on December 21, 2020. The CEBA Loan is interest free and becomes due on December 31, 2022. Up to 25 percent of the first \$40,000 of the CEBA Loan, being \$10,000 is forgivable if the \$40,000 of the CEBA Loan is repaid on or before December 31, 2022. Up to 50 percent of the second \$20,000 of the CEBA Loan, being \$10,000 is forgivable if the \$20,000 of the CEBA Loan is repaid on or before December 31, 2022.

9. EXPLORATION AND EVALUATION EXPENDITURES

The evaluation and exploration expenses for the Company are segregated as follows:

	Six month period ended June 30,	
	2021	2020
Black Warrior	\$ -	\$ -
Moonlight-Superior	876,232	36,328
Timore	1,195	1,195
Warren Whiteside	1,016	1,016
Exploration and evaluation expenditures	\$ 878,443	\$ 38,539

Black Warrior

On May 20, 2008, the Company acquired a 100% interest in 2 patented claims near Silver Peak in Esmeralda County, Nevada for US\$25,000.

Moonlight-Superior

Effective June 28, 2013, the Company purchased a 100% interest in the Superior Project, subject to an underlying production royalty, which included 132 unpatented mining claims and a lease on 36 patented claims in Plumas County, California for \$50,000. The conditions of the lease include an annual lease payment of US\$20,000 per year and an annual work obligation of US\$25,000. The Company has a right to purchase the leased patented claims, and if purchased, the leased patented claims will be subject to an annual royalty payment schedule.

During the year ended December 31, 2015, the Company restaked the area in a more efficient way resulting in title to 47 unpatented claims. During the year ended December 31, 2016, the Company staked 57 additional claims. In addition, during the year ended December 31, 2018, the Company staked an additional 6 claims adjacent to the Superior Mine and an additional 35 new federal mining claims adjacent to the Engels Mine.

On February 26, 2016, the Company entered into an agreement with Canyon Copper Corp (“Canyon”) to acquire a 100% interest in the Moonlight Property (the “Agreement”), subject to an underlying production royalty. Under the terms of the Agreement US Copper acquired a 100% interest in the Moonlight Property for consideration of \$375,000 and 2,750,000 common shares of the Company as follows:

- Cash Payments: \$5,000 due on signing (paid), \$20,000 due on or before June 1, 2016 (paid); and \$350,000 (Paid in February 2018) due on or before March 4, 2019.
- Common Share Issuances: 2,000,000 common shares on or before 5 days after TSXV approval, which was received on March 4, 2016 (issued with a fair market value of \$140,000), 750,000 common shares on or before 5 days after 1st anniversary of TSXV approval if the final payment has not yet been paid (issued with a fair market value of \$60,000).

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9. EXPLORATION AND EVALUATION EXPENDITURES (continued)

Moonlight-Superior (continued)

In addition, the advanced royalty holders, being Lester Storey and Metamin Enterprises Inc., (the “Advanced Royalty Holders”) have approved the following: (i) elimination of the advanced royalty payments, (ii) an increase in each of the Advance Royalty Holder’s net smelter returns from 1.0% to 1.25%, in exchange for the issuance of 300,000 common shares of the Company to each of the Advance Royalty Holders (issued with a fair market value of \$42,000).

During the year ended December 31, 2020, the Company elected to not renew 75 unpatented claims and now holds a total of 282 unpatented claims and a lease on 36 patented claims.

Timore

The Company owns a 100% interest in patented claims covering 1 property near Timmins, Ontario and 1 property near Red Lake, Ontario.

Warren Whiteside

The Company owns a 100% interest in 14 patented mining claims in Whiteside Township in Ontario.

Subsequent to June 30, 2021 and on August 23, 2021, the Company optioned the Warren Whiteside property (the “**Property**”) to Western Troy Capital Resources Inc. (“**Western Troy**”) for consideration of 2,500,000 common shares in the capital of Western Troy (“**Common Shares**”) and exploration expenditures, payable as follows (the “**Transaction**”):

- upon signing the Agreement, Western Troy will issue 200,000 Common Shares;
- on or before February 1, 2023, Western Troy will issue 800,000 Common Shares following the completion of not less than three diamond drilling holes of an aggregate of at least 450 feet on the Property and completing a technical report, prepared in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects;
- and on or before December 1, 2023, Western Troy will issue 1,500,000 Common Shares.

In the event that Western Troy does not complete any of the above compensation, the Property and all consideration received to date would remain with the Company.

This Transaction is considered a related party transaction for accounting purposes as the Company and Western Troy share a common officer, who is also a director of both Companies as well as a second director in common. The common officer and directors recused themselves from voting on any approvals related to the Transaction.

10. RELATED PARTY DISCLOSURES

Certain corporate entities and consultants that are related to the Company’s officers and directors provide consulting and other services to US Copper. All transactions were conducted in the normal course of operations and are measured as follows:

As at,	June 30, 2021	December 31, 2020
Amount included in trade and other payables, due to directors and/or officers	\$ -	\$ -

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10. RELATED PARTY DISCLOSURES (continued)

Amounts due to directors and officers are non-interest bearing and have no set terms of repayment.

Transactions during the six month period ended June 30,

Balances:

Short-term benefits

Total compensation paid to key management

	2021	2020
\$	30,000	\$ 30,000
\$	30,000	\$ 30,000

During the six month period ended June 30, 2021, certain officers, directors or companies controlled by them participated in the Company's private placements as described in Note 11 (a) and subscribed for 800,000 units (Year ended December 31, 2020 - 3,700,000), for total gross proceeds to the Company of \$180,000 (Year ended December 31, 2020 - \$92,500).

11. SHARE CAPITAL

(a) Common Shares

US Copper's authorized share capital consists of an unlimited number of common shares and with no par value.

The issued and outstanding common shares are as follows:

	Number of Shares	Stated Value
Balance, December 31, 2019	44,429,627	\$ 12,229,404
Private placements	43,100,000	2,002,500
Cash share issue costs	-	(65,612)
Value assigned to warrants issued on private placement - subscriber	-	(378,000)
Value assigned to warrants issued on private placement - broker	-	(10,000)
Balance, December 31, 2020	87,529,627	\$ 13,778,292
Private placements	15,000,000	2,500,000
Cash share issue costs	-	(45,209)
Value assigned to warrants issued on private placement - subscriber	-	(366,000)
Shares issued on stock options exercised ¹	1,225,000	135,000
Value of reserve for share based payments transferred on stock options exercised	-	49,600
Shares issued on warrants exercised ²	7,300,000	580,000
Value of reserve for share based payments transferred on stock warrants exercised	-	59,900
Balance, June 30, 2021	111,054,627	\$ 16,691,583

¹ The weighted average trading price on date of exercise for the stock options exercised during the six month period ended June 30, 2021 was \$0.21 (December 31, 2020 - \$Nil).

² The weighted average trading price on date of exercise for the warrants exercised during the six month period ended June 30, 2021 was \$0.24 (December 31, 2020 - \$Nil).

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11. SHARE CAPITAL (continued)

(a) Common Shares (continued)

Private Placements – 2021

On May 19, 2021, the Company completed a private placement of 10,000,000 units at a price of \$0.20 per unit for proceeds of \$2,000,000. Each unit consisted of one common share and one-half of one common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share for \$0.25 for two years from the date of closing. As part of the private placement, the Company paid finder fees of \$13,800.

The grant date fair value of the warrants of \$306,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.3%
Expected volatility	87%
Expected life of warrants	2 years
Expected dividend yield	Nil
Share price value on grant date	\$0.17

On February 8, 2021, the Company completed a private placement of 5,000,000 units at a price of \$0.10 per unit for proceeds of \$500,000. Each unit consisted of one common share and one half of one common share purchase warrant, each whole warrant entitling the holder to purchase one common share for \$0.15 for two years from the date of closing.

The grant date fair value of the warrants of \$60,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.2%
Expected volatility	78%
Expected life of warrants	2 years
Expected dividend yield	Nil
Share price value on grant date	\$0.09

Private Placements – 2020

On November 19, 2020, the Company completed a private placement of 30,000,000 units at a price of \$0.05 per unit for proceeds of \$1,500,000. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to purchase one common share for \$0.10 for three years from the date of closing. As part of the private placement, the Company paid finder fees of \$34,000.

The grant date fair value of the warrants of \$312,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.3%
Expected volatility	75%
Expected life of warrants	3 years
Expected dividend yield	Nil
Share price value on grant date	\$0.04

On July 27, 2020, the Company completed a private placement of 7,000,000 units at a price of \$0.05 per unit for proceeds of \$350,000. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to purchase one common share for \$0.10 for two years from the date of closing.

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11. SHARE CAPITAL (continued)

(b) Common Shares (continued)

Private Placements – 2020 (continued)

As part of the private placement, the Company paid finders fees of \$3,150 and issued 500,000 finders' units, with each finder unit entitling the holder to purchase one unit at \$0.05 per unit, exercisable until July 27, 2022. Each unit consists of one common share and one common share purchase warrant. Each whole warrant will entitle the holder to purchase one common share for \$0.10 at any time until July 27, 2022.

The grant date fair value of the warrants issued to subscribers and finder units and warrants issued to finders were \$42,000 and \$10,000, respectively, was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.3%
Expected volatility	66%
Expected life of warrants	2 years
Expected dividend yield	Nil
Share price value on grant date	\$0.04

On April 27, 2020, the Company completed a private placement of 6,100,000 units at a price of \$0.025 per unit for proceeds of \$152,500. Each unit consisted of one common share and one common share purchase warrant, each warrant entitling the holder to purchase one common share for \$0.05 for three years from the date of closing.

The grant date fair value of the warrants of \$24,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	0.3%
Expected volatility	63%
Expected life of warrants	3 years
Expected dividend yield	Nil
Share price value on grant date	\$0.02

(b) Warrants

The outstanding warrants at June 30, 2021 are comprised as follows:

Date of Expiry	Type	No. of Warrants	Weighted Average Exercise Price \$
June 17, 2022	Warrants – Private Placement	2,400,000	0.10
July 27, 2022	Warrants – Private Placement	7,000,000 ¹	0.10
February 8, 2023	Warrants – Private Placement	2,500,000	0.15
April 27, 2023	Warrants – Private Placement	3,600,000	0.05
May 19, 2023	Warrants – Private Placement	5,000,000	0.25
November 19, 2023	Warrants – Private Placement	26,400,000	0.10
Total		46,900,000	0.11

¹ Subsequent to June 30, 2021, 1,000,000 of these warrants were exercised for proceeds of \$100,000

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11. SHARE CAPITAL (continued)

(b) Warrants (continued)

The weighted average remaining life of the outstanding warrants at June 30, 2021 is 1.98 years (December 31, 2020 – 2.42 years).

Continuity of the warrants to purchase common shares for the six month period ended June 30, 2021 and year ended December 31, 2020:

For the,	Period ended June 30, 2021		Year ended December 31, 2020	
	Weighted Average Exercise Price (\$)	No. of Warrants	Weighted Average Exercise Price (\$)	No. of Warrants
Outstanding at beginning of period/year	0.10	48,300,000	0.17	10,347,200
Transactions during the period/year:				
Issued on private placements	0.22	7,500,000	0.09	44,100,000
Exercised	0.08	(7,300,000)	0.20	-
Expired	0.16	(1,600,000)	0.20	(6,147,200)
Outstanding and exercisable at end of period/year	0.11	46,900,000	0.10	48,300,000

(c) Options

US Copper has a 10% rolling stock option plan pursuant to which options to purchase common shares may be granted to certain officers, directors, employees and consultants. As at June 30, 2021, the Company had 4,480,462 (December 31, 2020 - 1,522,962) options remaining available for issuance under the plan.

Continuity of the unexercised options to purchase common shares is as follows:

As at,	June 30, 2021		December 31, 2020	
	Weighted Average Exercise Price (\$)	No. of Options	Weighted Average Exercise Price (\$)	No. of Options
Outstanding at beginning of period/year	0.12	7,230,000	0.13	4,320,000
Transactions during the period/year:				
Granted	0.21	1,450,000	0.11	4,325,000
Exercised	0.11	(1,225,000)	0.11	-
Expired	0.20	(830,000)	0.11	(1,415,000)
Outstanding and Exercisable at end of period/year	0.13	6,625,000	0.12	7,230,000

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11. SHARE CAPITAL (continued)

(c) Options (continued)

The following table provides additional information about outstanding stock options at June 30, 2021:

Range of Exercise Prices (\$)	No. of Options Outstanding and Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Life (Years)
0.10	2,350,000	0.10	1.53
0.12 – 0.13	2,825,000	0.12	1.84
0.20 – 0.22	1,450,000	0.21	2.70
0.10 – 0.22	6,625,000	0.13	1.92

The following table summarizes the assumptions used in the Black-Scholes valuation model for determining the fair value for the stock options granted during the six month period ended June 30, 2021:

	Feb-16-21	Apr-29-21	Total
Number of options granted	950,000	500,000	1,450,000
Risk-free interest rate	0.26%	0.49%	
Expected life years	3.0	3.0	
Expected volatility	73%	81%	
Exercise price	\$ 0.20	0.22	
Market price	\$ 0.19	0.12	
Vesting	Immediately	Immediately	
Expected dividends	-	-	
Fair value of options granted as share based payments	\$ 83,000	57,000	\$ 140,000
Vesting of fair value of share based payments	\$ 83,000	57,000	\$ 140,000

The following table summarizes the assumptions used in the Black-Scholes valuation model for determining the fair value for the stock options granted during the year ended December 31, 2020:

	Aug-11-20	Nov-30-20	Dec-4-20	Total
Number of options granted	1,800,000	1,925,000	600,000	4,325,000
Risk-free interest rate	0.28%	0.29%	0.32%	
Expected life years	3.0	3.0	3.0	
Expected volatility	74%	77%	77%	
Exercise price	\$ 0.10	0.12	0.13	
Market price	\$ 0.09	0.12	0.125	
Vesting	Immediately	Immediately	Immediately	
Expected dividends	-	-	-	
Fair value of options granted as share based payments	\$ 73,000	114,000	36,000	\$ 223,000
Vesting of fair value of share based payments	\$ 73,000	114,000	36,000	\$ 223,000

The weighted average grant-date fair value of options granted as compensation during the six month period ended June 30, 2021 was \$0.10 (year ended December 31, 2020 – \$0.05) per option issued.

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12. RESERVE FOR WARRANTS

Reserve for warrants is comprised of the following:

	June 30, 2021	December 31, 2020
Balance, beginning of the period/year	\$ 452,000	\$ 333,000
Warrants issued on private placements - subscriber	366,000	378,000
Warrants issued on private placements - finder	-	10,000
Reserve transferred on exercise of warrants	(59,900)	-
Reserves transferred on expiry of warrants	(29,000)	(269,000)
Balance, end of period/year	\$ 729,100	\$ 452,000

13. RESERVE FOR SHARE BASED PAYMENTS

Reserve for share based payments is comprised of the following:

	June 30, 2021	December 31, 2020
Balance, beginning of the period/year	\$ 3,175,786	\$ 2,683,786
Share based payments granted	140,000	223,000
Reserve transferred on exercise of options	(49,600)	-
Reserves transferred on expiry of warrants	29,000	269,000
Balance, end of period/year	\$ 3,295,186	\$ 3,175,786

14. COMMITMENTS AND CONTINGENCIES

The Company's activities are subject to environmental regulation (including regular environmental impact assessments and permitting) in each of the jurisdictions in which its mineral properties are located. Such regulations cover a wide variety of matters including, without limitation, prevention of waste, pollution and protection of the environment, labour relations and worker safety. The Company may also be subject under such regulations to clean-up costs and liability for toxic or hazardous substances which may exist on or under any of its properties or which may be produced as a result of its operations. It is likely that environmental legislation and permitting will evolve in a manner which will require stricter standards and enforcement. This may include increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a higher degree of responsibility for companies, their directors and employees.

The Company has not determined and is not aware whether any provision for such costs is required and is unable to determine the impact on its financial position, if any, of environmental laws and regulations that may be enacted in the future due to the uncertainty surrounding the form that these laws and regulations may take.

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15. SEGMENTED INFORMATION

Operating Segments

At June 30, 2021 and December 31, 2020, the Company's operations comprise a single reporting operating segment engaged in mineral exploration in Canada and the United States.

An operating segment is defined as a component of the Company:

- that engages in business activities from which it may earn revenues and incur expenses;
- whose operating results are reviewed regularly by the entity's chief operating decision maker; and
- for which discrete financial information is available.

Geographic Information

The Company currently has one reportable segment as at June 30, 2021 and December 31, 2020, being the exploration and evaluation of mineral properties in Canada and the United States.

The following is a detailed breakdown of the Company's assets by geographical location:

Identifiable assets as at,	June 30, 2021	December 31, 2020
Canada	\$ 3,811,043	\$ 1,639,372
United States	-	-
	\$ 3,811,043	\$ 1,639,372