



UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

FOR THE THREE MONTH PERIODS ENDED MARCH 31, 2025 & 2024

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL REPORTING

The accompanying unaudited condensed interim consolidated financial statements of US Copper 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 financial statements for the three month periods ended March 31, 2025 and 2024 have not been reviewed by the Company's auditors.

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Unaudited Condensed Interim Consolidated Statements of Financial Position

(Expressed in Canadian dollars)

	March 31, 2025	December 31, 2024
<i>As at,</i>	\$	\$
ASSETS		
Current		
Cash and cash equivalents (Note 5)	215,913	41,075
Marketable securities (Note 6)	135,000	38,250
Other receivables (Note 7)	9,799	3,940
Prepaid expenses	35,000	-
	395,712	83,265
Capital assets (Note 8)	21,351	22,476
Total assets	417,063	105,741
LIABILITIES		
Current		
Trade and other payables (Notes 9 and 11)	43,373	168,228
Total liabilities	43,373	168,228
EQUITY		
Share capital (Note 12 (a))	17,490,828	17,125,143
Reserve for warrants (Note 13)	163,000	624,600
Reserve for share-based payments (Note 14)	4,450,786	3,649,186
Accumulated deficit	(21,730,924)	(21,461,416)
Total equity (deficit)	373,690	(62,487)
Total liabilities and equity (deficit)	417,063	105,741

Nature of Operations and Going Concern (Note 1)

Commitments and Contingencies (Note 10)

Approved on behalf of the Board of Directors on May 23, 2025:

“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.**Unaudited Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Expressed in Canadian dollars)

	2025	2024
Three month periods ended March 31,	\$	\$
Professional fees	14,440	13,000
Management and consulting fees (Note 11)	15,000	15,000
Share-based payments (Notes 12 (c) and 14)	221,000	-
Office, general and administration	20,351	10,401
Investors relations, promotion and travel	63,530	7,442
Exploration and evaluation expenditures (Note 10)	(9,313)	88,754
	325,008	134,597
(Increase) Decrease of fair value on marketable securities (Note 6)	(55,500)	24,000
Net loss and comprehensive loss	269,508	158,597
Loss per share - basic and diluted	0.00	0.00
Weighted average number of common shares - basic and diluted (000's)	126,155	115,155

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

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Unaudited Condensed Interim Consolidated Statements of Changes in Equity (Deficit)

(Expressed in Canadian dollars)

	Share Capital		Reserves			
	Number of shares	Amount	Warrants	Share-based payments	Accumulated deficit	Total
Balance at December 31, 2023	115,154,627	\$ 16,975,283	\$ 580,600	\$ 3,649,186	\$ (20,570,983)	\$ 634,086
Private placements, net of issue costs	6,666,667	193,860	-	-	-	193,860
Warrants issued on private placement to subscribers	-	(44,000)	44,000	-	-	-
Net loss for the year	-	-	-	-	(890,433)	(890,433)
Balance at December 31, 2024	121,821,294	\$ 17,125,143	\$ 624,600	\$ 3,649,186	\$ (21,461,416)	\$ (62,487)
Private placements, net of issue costs	10,000,000	484,685	-	-	-	484,685
Warrants issued on private placement to subscribers	-	(119,000)	119,000	-	-	-
Share-based payments	-	-	-	221,000	-	221,000
Reserve transferred on expiry of warrants	-	-	(580,600)	580,600	-	-
Net loss for the period	-	-	-	-	(269,508)	(269,508)
Balance at March 31, 2025	131,821,294	\$ 17,490,828	\$ 163,000	\$ 4,450,786	\$ (21,730,924)	\$ 373,690

Balance at December 31, 2023	115,154,62	\$ 16,975,283	\$ 580,600	\$ 3,649,186	\$ (20,570,983)	\$ 634,086
Net loss for the period	-	-	-	-	(158,597)	(158,597)
Balance at March 31, 2024	115,154,627	\$ 16,975,283	\$ 580,600	\$ 3,649,186	\$ (20,729,580)	\$ 475,489

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

US COPPER CORP.**Unaudited Condensed Interim Consolidated Statements of Cash Flows**

(Expressed in Canadian dollars)

	2025	2024
Three month periods ended March 31,	\$	\$
Operating activities		
Net loss for the period	(269,508)	(158,597)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share-based payments	221,000	-
Marketable securities received for sale of exploration and evaluation expenditures	(41,250)	-
Change of fair value on marketable securities	(55,500)	24,000
Amortization	1,125	1,405
Change in non-cash working capital		
Trade and other receivables	(5,859)	(6,614)
Prepaid expenses	(35,000)	-
Trade and other payables	(124,855)	4,522
Cash used in operating activities	(309,847)	(135,284)
Financing activities		
Issuance of share capital, net of costs	484,685	-
Cash provided from financing activities	484,685	-
Increase (Decrease) in cash and cash equivalents	174,838	(135,284)
Cash and cash equivalents, beginning of period	41,075	581,096
Cash and cash equivalents, end of period	215,913	445,812
Supplementary Information		
Interest paid	-	-
Income tax paid	-	-

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

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

1. NATURE OF OPERATIONS AND GOING CONCERN

US Copper 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.

As at March 31, 2025, the Company had working capital of \$352,339 (December 31, 2024 – working capital deficiency of \$84,963), had not yet achieved profitable operations, had accumulated deficit of \$21,730,924 (December 31, 2024 – \$21,461,416) 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.

These unaudited condensed interim consolidated financial statements have been prepared in accordance with IFRS Accounting 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.

2. BASIS OF PREPARATION

2.1 Statement of compliance and presentation

These unaudited condensed interim consolidated financial statements 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 IFRS issued by the International Accounting Standards Board (“IASB”) and Interpretations of the International Financial Reporting Interpretations Committee (“IFRIC”) as at May 23, 2025. These unaudited condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on May 23, 2025.

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION (continued)

2.1 Statement of compliance and presentation (continued)

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, 2024.

2.2 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 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 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 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.

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

2. BASIS OF PREPARATION (continued)

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

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 month period ended March 31, 2025, and the year ended December 31, 2024.

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 March 31, 2025, totaled equity of \$373,690 (December 31, 2024 – Deficit of \$62,487).

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 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 INSTRUMENT RISK FACTORS

Credit Risk

The Company's credit risk is primarily attributable to cash and cash equivalents. 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 March 31, 2025, is the carrying value of cash and cash equivalents. The majority of the Company's cash is held in Canadian chartered banks.

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

4. FINANCIAL RISK FACTORS (continued)

Market Risk

Foreign Currency Risk

The Company's exploration and evaluation activities are substantially denominated in Canadian dollars and 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's maximum exposure to fair value fluctuations as at March 31, 2025, is the fair value of marketable securities. The Company's other financial instruments (cash and cash equivalents and trade and other payables) are not subject to equity price risk.

Fair Value

Marketable securities are classified as fair value through profit and loss ("FVTPL") and investments are classified as available for sale, which are both measured at fair value. Fair value of marketable securities and investments are determined based on bid-ask spread at each reporting date and is categorized as Level 1 measurement under the fair value hierarchy. Cash and cash equivalents are measured at amortized cost which approximates fair value due to their short-term nature. Trade and other payables 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.

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 March 31, 2025, the Company had current assets of \$395,712 (December 31, 2024 - \$83,265) and current liabilities of \$43,373 (December 31, 2024 - \$168,228). The Company's trade and other payables are subject to normal trade terms. As at March 31, 2025, the Company had working capital of \$352,339 (December 31, 2024 - Deficiency of \$84,963).

Interest Rate Risk

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

5. CASH AND CASH EQUIVALENTS

The balance at March 31, 2025, consists of cash on deposit with Canadian banks in general non-interest-bearing accounts totaling \$182,053 (December 31, 2024 - \$7,215) and \$33,860 (December 31, 2024 - \$33,860) in short-term guaranteed cashable investment certificates and fixed instruments with remaining fixed maturities on the date of purchase of less than 90 days.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three month periods ended March 31, 2025 and 2024

(Expressed in Canadian dollars)

6. MARKETABLE SECURITIES

As at March 31, 2025, marketable securities consisted of shares and warrants in publicly-traded companies at a cost of \$253,000 (December 31, 2024 - \$211,750) and a fair value of \$135,000 (December 31, 2024 - \$38,250). The Company recorded an increase in change of fair value on marketable securities during the three month period ended March 31, 2025 of \$55,500 (2024 – decrease of \$24,000) as a result of this revaluation to market value. As at March 31, 2025, the marketable securities consisted of 1,000,000 (2024 – 1,000,000) shares in Global Copper Corp. (formerly Li3 Lithium Corp.) (“**Global Copper**”), 1,000,000 (2024 – 250,000) shares in Mink Ventures Corporation (“**MINK**”) and 250,000 (2024 – 250,000) warrants in MINK. The value of the MINK warrants as at March 31, 2025, were calculated using the Black-Scholes option pricing model with the following assumptions: expected life – 1.25 years, dividend yield – 0%, risk-free interest rate – 2.53%, exercise price - \$0.25, market price on value date - \$0.105 and expected volatility – 100%. See note 10 for further details on acquisition of marketable securities.

7. OTHER RECEIVABLES

The Company’s other receivables arise from harmonized sales tax (“HST”) due from the Canadian government. The HST receivable is not past due as at March 31, 2025.

	As at,	
	March 31, 2025	December 31, 2024
HST receivable	\$ 9,799	\$ 3,940
Total other receivables	\$ 9,799	\$ 3,940

8. Capital Assets

	Vehicles	Total
Cost		
As at March 31, 2025, December 31, 2024 and 2023	\$ 43,916	\$ 43,916
Accumulated amortization		
As at December 31, 2023	\$ 15,820	\$ 15,820
Amortization	5,620	5,620
As at December 31, 2024	\$ 21,440	\$ 21,440
Amortization	1,125	1,125
As at March 31, 2025	\$ 22,565	\$ 22,565
Net book value		
As at December 31, 2024	\$ 22,476	\$ 22,476
As at March 31, 2025	\$ 21,351	\$ 21,351

Amortization for the three month period ended March 31, 2025 of \$1,125 (2024 - \$1,405) is included in exploration and evaluation expenditures.

9. TRADE AND OTHER PAYABLES

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

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

9. TRADE AND OTHER PAYABLES (continued)

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

	As at,	
	March 31, 2025	December 31, 2024
Less than or equal to 120 days	\$ 43,373	\$ 168,228
Total trade and other payables	\$ 43,373	\$ 168,228

10. EXPLORATION AND EVALUATION EXPENDITURES

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

	Three month period ended March 31,	
	2025	2024
Black Warrior	\$ -	\$ -
Moonlight-Superior	30,742	87,559
Timore	1,195	1,195
Warren Whiteside	(41,250)	-
Exploration and evaluation expenditures	\$ (9,313)	\$ 88,754

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, which included 132 unpatented mining claims and a lease on 36 patented claims in Plumas County, California for \$50,000. The, 36 patented claims under lease are subject to an underlying net smelter royalty of 2%. 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, should it elect, to purchase the leased patented claims for US\$10,000,000, and if purchased, the leased patented claims will be subject to a minimum annual net smelter royalty payment schedule of US\$600,000 per year to replace the current annual lease payment until the agreement is terminated or it reaches the capped net smelter return of US\$25,000,000, subject to CPI adjustments.

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:

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three month periods ended March 31, 2025 and 2024 (Expressed in Canadian dollars)

10. EXPLORATION AND EVALUATION EXPENDITURES (continued)

Moonlight-Superior (continued)

- 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).

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. During the year ended December 31, 2021, the Company re-staked 47 unpatented claims. During the year ended December 31, 2024, the Company elected to not renew 58 unpatented claims. As at March 31, 2025, the Company holds a total of 271 (December 31, 2024 – 271) unpatented claims and a lease on 36 (December 31, 2024 – 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.

On June 13, 2023, the Company optioned the Property to MINK for consideration of 1,500,000 common shares in the capital of MINK (“**MINK Shares**”), 250,000 MINK warrants exercisable at a price of \$0.25 for three years (“**MINK Warrants**”) and exploration expenditures, payable as follows (the “**Transaction**”):

- upon signing the Agreement and after all regulatory approvals (the “**Closing Date**”), MINK will issue 250,000 MINK Shares (received – July 4, 2023, fair market value on the date of the closing of \$38,750) and 250,000 MINK Warrants (received – July 4, 2023, fair market value on the date of the closing of \$21,000, calculated using the Black-Scholes option pricing model with the following assumptions: expected life – 3 years, dividend yield – 0%, risk-free interest rate – 4.26%, exercise price - \$0.25, market price on date of issue - \$0.155 and expected volatility – 100%);
- on or before 21 months from the Closing Date, MINK will issue 750,000 Mink Shares (received – February 18, 2025, fair market value on the date of the closing of \$41,250);
- On or before the first anniversary of the Closing Date, MINK must incur and fund exploration expenditures of not less than \$150,000 (completed); and
- On or before 21 months from the Closing Date, MINK must incur and fund further exploration expenditures of not less than \$150,000 (completed), which shall include expenditures incurred in completing not less than 500 metres of drilling.

During the three month period ended March 31, 2025, MINK completed all remaining requirements related to its 100% earn-in on the option Transaction. The Company is in the process of transferring ownership of the property to MINK.

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

11. 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,	March 31,	December 31,
	2025	2024
Amount included in trade and other payables, due to directors and/or officers	\$ 8,000	\$ 9,000

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

Transactions during the three month period ended March 31,	2025	2024
Balances:		
Short-term benefits	\$ 15,000	\$ 15,000
Share-based payments	101,000	-
Total compensation paid to key management	\$ 116,000	\$ 15,000

During the three month period ended March 31, 2025, an officer and director of the Company participated in the Company's private placements as described in Note 12 (a) and subscribed for 115,000 units (Year ended December 31, 2024 - 626,667), for total gross proceeds to the Company of \$5,750 (Year ended December 31, 2024 - \$18,800).

12. 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, 2023	115,154,627	\$ 16,975,283
Private placements	6,666,667	200,000
Cash share issue costs	-	(6,140)
Value assigned to warrants issued on private placement - subscriber	-	(44,000)
Balance, December 31, 2024	121,821,294	\$ 17,125,143
Private placements	10,000,000	500,000
Cash share issue costs	-	(15,315)
Value assigned to warrants issued on private placement - subscriber	-	(119,000)
Balance, March 31, 2025	131,821,294	\$ 17,490,828

Private Placements – 2025

On February 21, 2025, the Company completed a non-brokered private placement of 10,000,000 units at a price of \$0.05 per unit for proceeds of \$500,000. Each unit consisted of one common share and one common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share for \$0.08 for two years from the date of closing.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three month periods ended March 31, 2025 and 2024

(Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

(a) Common Shares (continued)

The Company records the proceeds received from the private placement as a credit to share capital. The Company then uses the fair value method of warrants to calculate the fair value of the warrant and records that value as a debit to share capital with a corresponding credit to reserve for warrants. The grant date fair value of the warrants of \$119,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	2.7%
Expected volatility	92%
Expected life of warrants	2 years
Expected dividend yield	Nil
Share price value on grant date	\$0.038

Volatility for all warrants has been calculated using the monthly historical prices for the last 2 years of the Company.

Private Placements – 2024

On August 29, 2024, the Company completed a non-brokered private placement of 6,666,667 units at a price of \$0.03 per unit for proceeds of \$200,000. Each unit consisted of one common share and one common share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share for \$0.06 for two years from the date of closing.

The Company records the proceeds received from the private placement as a credit to share capital. The Company then uses the fair value method of warrants to calculate the fair value of the warrant and records that value as a debit to share capital with a corresponding credit to reserve for warrants. The grant date fair value of the warrants of \$44,000 was estimated using the Black-Scholes option pricing model with the following assumptions:

Risk-free interest rate	3.3%
Expected volatility	94%
Expected life of warrants	2 years
Expected dividend yield	Nil
Share price value on grant date	\$0.025

(b) Warrants

The outstanding warrants at March 31, 2025, are comprised as follows:

Date of Expiry	Type	No. of Warrants	Weighted Average Exercise Price \$
August 30, 2026	Warrants – Private Placement	6,666,667	0.06
February 21, 2027	Warrants – Private Placement	10,000,000	0.08
Total		16,666,667	0.07

The weighted average remaining life of the outstanding warrants at March 31, 2025 is 1.70 years (December 31, 2024 – 0.40 years).

US COPPER CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three month periods ended March 31, 2025 and 2024 (Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

(b) Warrants (continued)

Continuity of the warrants to purchase common shares for three month period ended March 31, 2025 and the year ended December 31, 2024:

For the,	Period ended March 31, 2025		Year ended December 31, 2024	
	Weighted Average Exercise Price (\$)	No. of Warrants	Weighted Average Exercise Price (\$)	No. of Warrants
Outstanding at beginning of period/year	0.11	38,066,667	0.12	31,400,000
Transactions during the period/year:				
Granted	0.08	10,000,000	0.06	6,666,667
Expired	0.12	(31,400,000)	-	-
Outstanding and exercisable at end of period/year	0.07	16,666,667	0.11	38,066,667

(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 March 31, 2025, the Company had 2,582,129 (December 31, 2024 - 7,457,129) options remaining available for issuance under the plan.

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

For the,	Period ended March 31, 2025		Year ended December 31, 2024	
	Weighted Average Exercise Price (\$)	No. of Options	Weighted Average Exercise Price (\$)	No. of Options
Outstanding at beginning of period/year	0.10	4,725,000	0.12	7,675,000
Transactions during the period/year:				
Granted	0.10	6,350,000	-	-
Expired	0.10	(475,000)	0.16	(2,950,000)
Outstanding and Exercisable at end of period/year	0.10	10,600,000	0.10	4,725,000

The following table provides additional information about outstanding stock options at March 31, 2025:

Range of Exercise Prices (\$)	No. of Options Outstanding and Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Life (Years)
0.10	10,600,000	0.10	2.24

US COPPER CORP.

Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three month periods ended March 31, 2025 and 2024 (Expressed in Canadian dollars)

12. SHARE CAPITAL (continued)

(c) Options (continued)

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 three month period ended March 31, 2025:

	Jan-24-25	Total
Number of options granted	6,350,000	6,350,000
Risk-free interest rate	2.89%	
Expected life years	3.0	
Expected volatility	89%	
Exercise price	\$ 0.10	
Market price	\$ 0.07	
Vesting	Immediately	
Expected dividends	-	
Fair value of options granted as share-based payments	\$ 221,000	\$ 221,000
Vesting of fair value of share-based payments	\$ 221,000	\$ 221,000

The weighted average grant-date fair value of options granted as compensation during the three month period ended March 31, 2025 was \$0.03 (year ended December 31, 2024 – \$Nil) per option issued.

Volatility for these options has been calculated using the monthly historical prices for the last 3 years of the Company.

13. RESERVE FOR WARRANTS

Reserve for warrants is comprised of the following:

For the period/year ending,	March 31, 2025	December 31, 2024
Balance, beginning of the period/year	\$ 624,600	\$ 580,600
Warrants issued on private placements - subscriber	119,000	44,000
Reserves transferred on expiry of warrants	(580,600)	-
Balance, end of period/year	\$ 163,000	\$ 624,600

14. RESERVE FOR SHARE-BASED PAYMENTS

Reserve for share-based payments is comprised of the following:

For the period/year ending,	March 31, 2025	December 31, 2024
Balance, beginning of period/year	\$ 3,649,186	\$ 3,649,186
Share-based payments granted	221,000	-
Reserves transferred on expiry of warrants	580,600	-
Balance, end of period/year	\$ 4,450,786	\$ 3,649,186

US COPPER CORP.
Notes to the Unaudited Condensed Interim Consolidated Financial Statements
For the three month periods ended March 31, 2025 and 2024
(Expressed in Canadian dollars)

15. SEGMENTED INFORMATION

Operating Segments

At March 31, 2025 and December 31, 2024, 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 March 31, 2025 and December 31, 2024, 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,	March 31, 2025	December 31, 2024
Canada	\$ 395,712	\$ 83,265
United States	21,351	22,476
	\$ 417,063	\$ 105,741