



UNAUDITED CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

**FOR THE THREE AND NINE MONTH PERIODS ENDED SEPTEMBER 30, 2024 &
2023**

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 and nine month periods ended September 30, 2024 and 2023 have not been reviewed by the Company's auditors.

US COPPER CORP.**Unaudited Condensed Interim Consolidated Statements of Financial Position**

(Expressed in Canadian dollars)

	<i>September 30, 2024</i>	<i>December 31, 2023</i>
<i>As at,</i>	\$	\$
ASSETS		
Current		
Cash and cash equivalents (Note 5)	162,420	581,096
Marketable securities (Note 6)	43,250	89,250
Other receivables (Note 7)	4,933	5,426
	210,603	675,772
Capital assets (Note 8)	23,881	28,096
Total assets	234,484	703,868
LIABILITIES		
Current		
Trade and other payables (Notes 9 and 11)	90,585	69,782
Total liabilities	90,585	69,782
EQUITY		
Share capital (Note 12 (a))	17,125,143	16,975,283
Reserve for warrants (Note 13)	624,600	580,600
Reserve for share based payments (Note 14)	3,649,186	3,649,186
Accumulated deficit	(21,255,030)	(20,570,983)
Total equity	143,899	634,086
Total liabilities and equity	234,484	703,868

*Nature of Operations and Going Concern (Note 1)**Commitments and Contingencies (Note 10)***Approved on behalf of the Board of Directors on November 29, 2024:****“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)

	Three Months		Nine Months	
	2024	2023	2024	2023
For the periods ended September 30,	\$	\$	\$	\$
Professional fees	12,000	14,000	38,000	38,240
Management and consulting fees (Note 11)	15,000	15,000	45,000	45,000
Share based payments (Note 12 (c) and 14)	-	132,000	-	132,000
Office, general and administration	5,921	22,063	44,939	38,492
Investor relations, promotion and travel	37,396	43,802	56,853	67,838
Exploration and evaluation expenditures (Note 10)	267,111	452,744	453,255	1,036,593
	337,428	679,609	638,047	1,358,163
Unrealized loss on marketable securities (Note 6)	15,250	35,000	46,000	35,000
Net loss and comprehensive loss	352,678	714,609	684,047	1,393,163
Loss per share - basic and diluted	0.00	0.01	0.01	0.01
Weighted average number of common shares - basic and diluted (000's)	117,546	115,155	115,958	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

(Expressed in Canadian dollars)

	Share Capital		Reserves			
	Number of shares	Amount	Warrants	Share based payments	Accumulated deficit	Total
Balance at December 31, 2022	112,154,62	\$ 16,813,483	\$ 654,800	\$ 3,454,786	\$ (18,921,990)	\$ 2,001,079
Shares issued on warrants exercised	3,000,000	161,800	(11,800)	-	-	150,000
Share based payments	-	-	-	132,000	-	132,000
Reserve transferred on expiry of warrants	-	-	(62,400)	62,400	-	-
Net loss for the year	-	-	-	-	(1,648,993)	(1,648,993)
Balance at December 31, 2023	115,154,62	\$ 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 period	-	-	-	-	(684,047)	(684,047)
Balance at September 30, 2024	121,821,294	\$ 17,125,143	\$ 624,600	\$ 3,649,186	\$ (21,255,030)	\$ 143,899

Balance at December 31, 2022	112,154,62	\$ 16,813,483	\$ 654,800	\$ 3,454,786	\$ (18,921,990)	\$ 2,001,079
Shares issued on warrants exercised	3,000,000	161,800	(11,800)	-	-	150,000
Share based payments	-	-	-	132,000	-	132,000
Reserve transferred on expiry of warrants	-	-	(62,400)	62,400	-	-
Net loss for the period	-	-	-	-	(1,393,163)	(1,393,163)
Balance at September 30, 2023	115,154,627	\$ 16,975,283	\$ 580,600	\$ 3,649,186	\$ (20,315,153)	\$ 889,916

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)

	2024	2023
Nine month periods ended September 30,	\$	\$
Operating activities		
Net loss for the period	(684,047)	(1,393,163)
Adjustments to reconcile net loss to net cash used in operating activities:		
Share based payments	-	132,000
Marketable securities received for sale of exploration and evaluation expenditures	-	(59,750)
Unrealized loss on marketable securities	46,000	35,000
Amortization	4,215	5,265
Change in non-cash working capital		
Trade and other receivables	493	(10,124)
Trade and other payables	20,803	34,692
Cash used in operating activities	(612,536)	(1,256,080)
Financing activities		
Issuance of share capital, net of costs	193,860	-
Proceeds on warrants exercised	-	150,000
Cash provided from financing activities	193,860	150,000
Decrease in cash and cash equivalents	(418,676)	(1,106,080)
Cash and cash equivalents, beginning of period	581,096	1,880,449
Cash and cash equivalents, end of period	162,420	774,369
Supplementary Information		
Interest paid	-	-
Income tax paid	-	-

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

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (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 September 30, 2024, the Company had working capital of \$120,018 (December 31, 2023 – \$605,990), had not yet achieved profitable operations, had accumulated deficit of \$21,255,030 (December 31, 2023 – \$20,570,983) 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 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.

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 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 November 29, 2024. These unaudited condensed interim consolidated financial statements were authorized by the Board of Directors of the Company on November 29, 2024.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (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, 2023.

2.2 Use of management estimates, judgments and measurement uncertainty

The preparation of these 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 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.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (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 nine month period ended September 30, 2024, and the year ended December 31, 2023.

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 September 30, 2024, totaled \$143,899 (December 31, 2023 – \$634,086).

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.

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.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (Expressed in Canadian dollars)

4. FINANCIAL 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 September 30, 2024, is the carrying value of cash and cash equivalents. 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 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 September 30, 2024, 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 September 30, 2024, the Company had current assets of \$210,603 (December 31, 2023 - \$675,772) and current liabilities of \$90,585 (December 31, 2023 - \$69,782). The Company's trade and other payables and receivables are subject to normal trade terms. As at September 30, 2024, the Company had working capital of \$120,018 (December 31, 2023 - \$605,990).

Interest Rate Risk

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

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (Expressed in Canadian dollars)

5. CASH AND CASH EQUIVALENTS

The balance at September 30, 2024, consists of cash on deposit with Canadian banks in general non-interest-bearing accounts totaling \$92,420 (December 31, 2023 - \$3,135) and \$70,000 (December 31, 2023 - \$577,961) in short-term guaranteed cashable investment certificates and fixed instruments with remaining fixed maturities on the date of purchase of less than 90 days.

6. MARKETABLE SECURITIES

As at September 30, 2024, marketable securities consisted of shares and warrants in publicly-traded companies at a cost of \$211,750 (December 31, 2023 - \$211,750) and a fair value of \$43,250 (December 31, 2023 - \$89,250). The Company recorded a change of fair value on marketable securities during the nine month period ended September 30, 2023, of \$46,000 (2023 - \$Nil) as a result of this revaluation to market value. As at September 30, 2024, the marketable securities consisted of 1,000,000 (December 31, 2023 - 1,000,000) shares in Global Copper Corp. (formerly Li3 Lithium Corp.) ("Global Copper"), 250,000 (December 31, 2023 - 250,000) shares in Mink Ventures Corporation ("MINK") and 250,000 (December 31, 2023 - 250,000) warrants in MINK. The value of the MINK warrants as at September 30, 2024, were calculated using the Black-Scholes option pricing model with the following assumptions: expected life - 1.75 years, dividend yield - 0%, risk-free interest rate - 2.91%, exercise price - \$0.25, market price on value date - \$0.045 and expected volatility - 104%. See note 9 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 September 30, 2024.

	As at,	
	September 30, 2024	December 31, 2023
HST receivable	\$ 4,933	\$ 5,426
Total other receivables	\$ 4,933	\$ 5,426

8. Capital Assets

	Vehicles	Total
Cost		
As at September 30, 2024, December 31, 2023 and	\$ 43,916	\$ 43,916
Accumulated amortization		
As at December 31, 2022	\$ 8,800	\$ 8,800
Amortization	7,020	7,020
As at December 31, 2023	\$ 15,820	\$ 15,820
Amortization	4,215	4,215
As at September 30, 2024	\$ 20,035	\$ 20,035
Net book value		
As at December 31, 2023	\$ 28,096	\$ 28,096
As at September 30, 2024	\$ 23,881	\$ 23,881

Amortization for the nine month period ended September 30, 2024 of \$4,215 (2023 - \$3,510) is included in exploration and evaluation expenditures.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (Expressed in Canadian dollars)

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.

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

	As at,	
	September 30, 2024	December 31, 2023
Less than or equal to 90 days	\$ 90,585	\$ 69,782
Total trade and other payables	\$ 90,585	\$ 69,782

10. EXPLORATION AND EVALUATION EXPENDITURES

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

	Nine month period ended September 30,	
	2024	2023
Black Warrior	\$ -	\$ -
Moonlight-Superior	452,060	1,095,148
Timore	1,195	1,195
Warren Whiteside	-	(59,750)
Exploration and evaluation expenditures	\$ 453,255	\$ 1,036,593

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 and nine month periods ended September 30, 2024 and 2023 (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 nine month period ended September 30, 2024, the Company elected to not renew 58 unpatented claims. As at September 30, 2024, the Company holds a total of 271 (December 31, 2023 – 329) unpatented claims and a lease on 36 (December 31, 2023 – 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 August 23, 2021, the Company optioned the Warren Whiteside property (the “**Property**”) to Global Copper for consideration of 2,500,000 common shares in the capital of Global Copper (“**Global Copper Shares**”) and exploration expenditures, payable as follows (the “**Transaction**”):

- upon signing the Agreement and after all regulatory approvals, Global Copper will issue 200,000 Global Copper Shares (received - fair market value on the date of the agreement of \$32,000);
- on or before February 1, 2022, Global Copper will issue 800,000 Global Copper 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 (received - fair market value on date received on May 6, 2022 of \$120,000);
- and on or before December 1, 2022, Global Copper will issue 1,500,000 Global Copper Shares.

In the event that Global Copper 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 Global Copper previously shared a common officer, who was also a director of both Companies as well as a second director who was previously a director of Global Copper in common. The common officer and directors recused themselves from voting on any approvals related to the Transaction.

In April 2023, the Company was notified by Global Copper, that Global Copper had elected to drop its option on the Property.

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (Expressed in Canadian dollars)

10. EXPLORATION AND EVALUATION EXPENDITURES (continued)

Warren Whiteside (continued)

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;
- On or before the first anniversary of the Closing Date, MINK must incur and fund exploration expenditures of not less than \$150,000; and
- On or before 21 months from the Closing Date, MINK must incur and fund further exploration expenditures of not less than \$150,000, which shall include expenditures incurred in completing not less than 500 metres of drilling.

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

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,	September 30, 2024	December 31, 2023
Amount included in trade and other payables, due to directors and/or officers	\$ 7,000	\$ Nil

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

Transactions during the nine month period ended September 30,	2024	2023
Balances:		
Short-term benefits	\$ 45,000	\$ 45,000
Share based payments	-	84,000
Total compensation paid to key management	\$ 45,000	\$ 129,000

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Notes to the Unaudited Condensed Interim Consolidated Financial Statements For the three and nine month periods ended September 30, 2024 and 2023 (Expressed in Canadian dollars)

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, 2022	112,154,627	\$ 16,813,483
Shares issued on warrants exercised ¹	3,000,000	150,000
Value of reserve for share based payments transferred on stock	-	11,800
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 -	-	(44,000)
Balance, September 30, 2024	121,821,294	\$ 17,125,143

¹ The weighted average trading price on date of exercise for the warrants exercised during the nine month period ended September 30, 2024 was \$Nil (year ended December 31, 2023 - \$0.065).

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. Certain directors or companies controlled by them participated in the private placement subscribed for 626,667 units, for total gross proceeds to the Company of \$18,800.

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 September 30, 2024, are comprised as follows:

Date of Expiry	Type	No. of Warrants	Weighted Average Exercise Price \$
February 19, 2025 ¹	Warrants – Private Placement	26,400,000	0.10
February 19, 2025 ²	Warrants – Private Placement	5,000,000	0.25
August 30, 2026	Warrants – Private Placement	6,666,667	0.06
Total		38,066,667	0.11

¹ During the year ended December 31, 2023, the expiry term of these warrants was extended six months to May 20, 2024. During the nine month period ended September 30, 2024, the expiry term of these warrants was extended an additional nine months to February 19, 2025.

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12. SHARE CAPITAL (continued)

(b) Warrants (continued)

² During the year ended December 31, 2023, the expiry term of these warrants was extended nine months to February 19, 2024. During the nine month period ended September 30, 2024, the expiry term of these warrants was extended an additional year to February 19, 2025.

The weighted average remaining life of the outstanding warrants at September 30, 2024 is 0.65 years (December 31, 2023 – 0.34 years).

Continuity of the warrants to purchase common shares for the nine month period ended September 30, 2024 and the year ended December 31, 2023:

For the,	Period ended September 30, 2024		Year ended December 31, 2023	
	Weighted Average Exercise Price (\$)	No. of Warrants	Weighted Average Exercise Price (\$)	No. of Warrants
Outstanding at beginning of period/year	0.12	31,400,000	0.12	37,500,000
Transactions during the period/year:				
Granted	0.06	6,666,667	-	-
Exercised	-	-	0.05	(3,000,000)
Expired	-	-	0.13	(3,100,000)
Outstanding and exercisable at end of period/year	0.11	38,066,667	0.12	31,400,000

(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 September 30, 2024, the Company had 5,290,462 (December 31, 2023 - 3,840,462) options remaining available for issuance under the plan.

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

For the,	Period ended September 30, 2024		Year ended December 31, 2023	
	Weighted Average Exercise Price (\$)	No. of Options	Weighted Average Exercise Price (\$)	No. of Options
Outstanding at beginning of period/year	0.12	7,675,000	0.14	6,425,000
Transactions during the period/year:				
Granted	-	-	0.10	4,725,000
Expired	0.20	(1,450,000)	0.12	(3,475,000)
Outstanding and Exercisable at end of period/year	0.10	6,225,000	0.12	7,675,000

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12. SHARE CAPITAL (continued)

(c) Options (continued)

The following table provides additional information about outstanding stock options at September 30, 2024:

Range of Exercise Prices (\$)	No. of Options Outstanding and Exercisable	Weighted Average Exercise Price (\$)	Weighted Average Remaining Life (Years)
0.10	5,025,000	0.10	1.69
0.125	1,200,000	0.125	0.05
0.10 – 0.125	6,225,000	0.10	1.37

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, 2023:

	Aug-21-23	Total
Number of options granted	4,725,000	4,725,000
Risk-free interest rate	4.54%	
Expected life years	3.0	
Expected volatility	87%	
Exercise price	\$ 0.10	
Market price	\$ 0.06	
Vesting	Immediately	
Expected dividends	-	
Fair value of options granted as share based payments	\$ 132,000	\$ 132,000
Vesting of fair value of share based payments	\$ 132,000	\$ 132,000

The weighted average grant-date fair value of options granted as compensation during the nine month period ended September 30, 2024 was \$Nil (year ended December 31, 2023 – \$0.03) 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,	September 30, 2024	December 31, 2023
Balance, beginning of the period/year	\$ 580,600	\$ 654,800
Warrants issued on private placements - subscriber	44,000	-
Reserve transferred on exercise of warrants	-	(11,800)
Reserves transferred on expiry of warrants	-	(62,400)
Balance, end of period/year	\$ 624,600	\$ 580,600

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14. RESERVE FOR SHARE BASED PAYMENTS

Reserve for share based payments is comprised of the following:

For the period/year ending,	September 30, 2024	December 31, 2023
Balance, beginning of period/year	\$ 3,649,186	\$ 3,454,786
Share based payments granted	-	132,000
Reserves transferred on expiry of warrants	-	62,400
Balance, end of period/year	\$ 3,649,186	\$ 3,649,186

15. SEGMENTED INFORMATION

Operating Segments

At September 30, 2024 and December 31, 2023, 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 September 30, 2024 and December 31, 2023, 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,	September 30, 2024	December 31, 2023
Canada	\$ 210,603	\$ 675,772
United States	23,881	28,096
	\$ 234,484	\$ 703,868