



CONSOLIDATED FINANCIAL STATEMENTS

Years ended June 30, 2020 and 2019

In US dollars



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INDEPENDENT AUDITORS' REPORT

To the shareholders of Highland Copper Company Inc.

Opinion

We have audited the accompanying consolidated financial statements of Highland Copper Company Inc. (the "Entity"), which comprise:

- the consolidated statements of financial position as at June 30, 2020 and June 30, 2019
- the consolidated statements of loss and comprehensive loss for the years then ended
- the consolidated statements of changes in shareholders' equity for the years then ended
- the consolidated statements of cash flows for the years then ended
- as well as the notes to the consolidated financial statements, including a summary of significant accounting policies

(hereinafter referred to as the "financial statements").

In our opinion, the accompanying financial statements present fairly, in all material respects, the consolidated financial position of the Entity as at June 30, 2020 and June 30, 2019, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with International Financial Reporting Standards ("IFRS").

Basis of opinion

We conducted our audit in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the "***Auditors' Responsibilities for the Audit of the Financial Statements***" section of our auditors' report.

We are independent of the Entity in accordance with the ethical requirements that are relevant to our audit of the financial statements in Canada and we have fulfilled our other ethical responsibilities in accordance with these requirements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 2 in the financial statements, which indicates that the Entity is still in the exploration stage and, as such, no revenue has been yet generated and it has incurred net losses for the last two years, and has an accumulated deficit and a working capital deficiency as at June 30, 2020.



As stated in Note 2 in the financial statements, these events or conditions, along with other matters as set forth in Note 2 in the financial statements, indicate that a material uncertainty exists that may cast significant doubt on the Entity's ability to continue as a going concern.

Our opinion is not modified in respect of this matter.

Other information

Management is responsible for the other information. Other information comprises:

- the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions.

Our opinion on the financial statements does not cover the other information and we do not and will not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit and remain alert for indications that the other information appears to be materially misstated.

We obtained the information included in Management's Discussion and Analysis filed with the relevant Canadian Securities Commissions as at the date of this auditors' report. If, based on the work we have performed on this other information, we conclude that there is a material misstatement of this other information, we are required to report that fact in the auditors' report.

We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

Management is responsible for the preparation and fair presentation of the financial statements in accordance with International Financial Reporting Standards, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Entity's ability to continue as a going concern, disclosing as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Entity or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Entity's financial reporting process.

Auditors' Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion.



Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists.

Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit.

We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion.

The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Entity's internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Entity's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditors' report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditors' report. However, future events or conditions may cause the Entity to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.



- Provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the group Entity to express an opinion on the financial statements. We are responsible for the direction, supervision and performance of the group audit. We remain solely responsible for our audit opinion.

The engagement partner on the audit resulting in this auditors' report is Marie David.

A handwritten signature in black ink that reads 'KPMG LLP' with a horizontal line underneath.

Montréal, Canada

October 27, 2020

Highland Copper Company Inc.

Consolidated Statements of Financial Position

<i>(in US dollars)</i>	June 30, 2020	June 30, 2019
	\$	\$
ASSETS		
Current		
Cash (Note 5)	164,327	605,046
Sales taxes receivable	7,282	12,767
Prepaid expenses and other	29,297	36,899
	200,906	654,712
Non-current		
Capital assets (Note 6)	51,214	81,768
Exploration and evaluation assets (Note 7)	20,636,987	20,385,814
TOTAL ASSETS	20,889,107	21,122,294
LIABILITIES		
Current		
Accounts payable and accrued liabilities	916,939	913,359
Lease liabilities (Note 8)	9,446	-
Credit facility, including accrued interest (Note 9)	5,006,142	2,495,484
Note payable (Note 10)	55,000	110,000
Promissory note, including accrued interest (Note 12)	16,535,251	15,128,068
	22,522,778	18,646,911
Non-current		
Note payable (Note 10)	-	55,000
Environmental liability (Note 13)	266,151	257,004
TOTAL LIABILITIES	22,788,929	18,958,915
SHAREHOLDERS' (DEFICIT) EQUITY		
Share capital (Note 14)	66,137,274	66,137,274
Contributed surplus	11,872,108	11,681,150
Deficit	(81,650,160)	(77,278,822)
Cumulative translation adjustment	1,740,956	1,623,777
TOTAL (DEFICIT) EQUITY	(1,899,822)	2,163,379
TOTAL LIABILITIES AND (DEFICIT) EQUITY	20,889,107	21,122,294

Going Concern (Note 2); Commitments and Contingencies (Note 7); Event after the Reporting Date (Note 26).

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

On behalf of the Board,

/s/ Denis Miville-Deschenes
Denis Miville-Deschenes, Director

/s/ Jo Mark Zurel
Jo Mark Zurel, Director

Highland Copper Company Inc.

Consolidated Statements of Net Loss and Comprehensive Loss

<i>(in US dollars)</i>	Years ended June 30,	
	2020	2019
	\$	\$
Expenses and other items		
Exploration and evaluation (Note 16)	787,564	2,410,219
Management and administration (Note 17)	978,320	1,359,322
Share-based compensation	27,646	168,612
Depreciation and amortization (Note 6)	81,603	48,252
Write-down of exploration and evaluation assets (Note 7)	-	18,010,770
Accretion on environmental liability (Note 13)	9,147	4,326
Finance expense (Note 18)	2,385,385	219,908
Finance income	(5,376)	(19,005)
Loss (gain) on foreign exchange	107,049	(46,823)
Net loss for the year	(4,371,338)	(22,155,581)
Other comprehensive income		
Item that will not be subsequently reclassified to income		
Foreign currency translation adjustment	333,904	(248,958)
Item that may be subsequently reclassified to income		
Foreign currency translation adjustment	(216,725)	191,144
Comprehensive loss for the year	(4,254,159)	(22,213,395)
Basic and diluted loss per common share (Note 20)	(0.01)	(0.05)
Weighted average number of common shares - basic and diluted	472,933,689	472,933,689

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

Highland Copper Company Inc.

Consolidated Statements of Changes in Shareholders' (Deficit) Equity

<i>(in US dollars)</i>	Number of issued and outstanding common shares	Share capital	Contributed surplus	Deficit	Cumulative translation adjustment	Total shareholders' (deficit) equity
		\$	\$	\$	\$	\$
Balance at June 30, 2019	472,933,689	66,137,274	11,681,150	(77,278,822)	1,623,777	2,163,379
Share-based compensation	-	-	27,646	-	-	27,646
Below-market element of credit facility (Note 9)	-	-	163,312	-	-	163,312
Net loss for the year	-	-	-	(4,371,338)	-	(4,371,338)
Foreign currency translation adjustment	-	-	-	-	117,179	117,179
Balance at June 30, 2020	472,933,689	66,137,274	11,872,108	(81,650,160)	1,740,956	(1,899,822)
Balance at June 30, 2018	472,933,689	66,137,274	11,349,577	(55,123,241)	1,681,591	24,045,201
Share-based compensation	-	-	168,612	-	-	168,612
Below-market element of credit facility (Note 8)	-	-	162,961	-	-	162,961
Net loss for the year	-	-	-	(22,155,581)	-	(22,155,581)
Foreign currency translation adjustment	-	-	-	-	(57,814)	(57,814)
Balance at June 30, 2019	472,933,689	66,137,274	11,681,150	(77,278,822)	1,623,777	2,163,379

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

Highland Copper Company Inc.

Consolidated Statements of Cash Flows

<i>(in US dollars)</i>	Years ended June 30,	
	2020	2019
	\$	\$
Operating activities		
Net loss for the year	(4,371,338)	(22,155,581)
Adjustments		
Share-based compensation	27,646	168,612
Depreciation and amortization	81,603	48,252
Write-down of exploration and evaluation assets	-	18,010,770
Accretion on environmental liability	9,147	4,326
Loss (gain) on sale of capital assets	1,225	(19,776)
Unrealized loss (gain) on foreign exchange	107,049	(46,823)
Finance expense	2,374,891	199,596
Finance income accrued	(5,376)	(19,005)
Finance income received	6,495	21,884
Changes in other working capital items		
Sales taxes receivable	5,053	118,777
Prepaid expenses and other	6,838	86,795
Accounts payable and accrued liabilities	(52,527)	(447,462)
	(1,809,294)	(4,029,635)
Investing activities		
Proceeds on sale of capital assets (Note 6)	5,666	29,379
Additions to exploration and evaluation assets (Note 7)	(178,410)	(352,752)
	(172,744)	(323,373)
Financing activities		
Credit facility, net of transaction costs (Note 9)	1,750,000	2,586,917
Reimbursement of note payable (Note 10)	(110,000)	(110,000)
Reimbursement of balance of purchase price payable (Note 11)	-	(1,000,000)
Repayment of lease liabilities (Note 8)	(61,552)	-
	1,578,448	1,476,917
Effect of exchange rate changes on cash held in foreign currency	(37,129)	(6,710)
Net change in cash and cash equivalents	(440,719)	(2,882,801)
Cash and cash equivalents, beginning of year	605,046	3,487,847
Cash, end of year	164,327	605,046
<i>Supplemental cash flow information</i>		
Additions to exploration and evaluation assets included in accounts payable and accrued liabilities	87,500	-
Accretion of promissory note included in exploration and evaluation assets (Note 12)	-	6,254,513
Below-market element of credit facility in contributed surplus (Note 9)	163,312	162,961

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

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

Highland Copper Company Inc. is a Canadian-based company. Highland and its subsidiaries (together "Highland" or the "Company") are primarily engaged in the acquisition, exploration and development of mineral properties in Michigan, USA. The address of the Company's registered office is 1055 West Georgia Street, Suite 1500, Vancouver, British Columbia, Canada, V6E 4N7. Highland's common shares are listed on the TSX Venture Exchange (the "TSXV") under the symbol HI and on the OTCQB Venture Marketplace (the "OTCQB") under the symbol "HDRSF".

The Company's principal assets, located in Michigan's Upper Peninsula region, include the 100%-owned Copperwood copper project (the "Copperwood Project"), the White Pine copper project (subject to final closing pursuant to the May 2014 agreement with Copper Range Company ("CRC"), a wholly-owned subsidiary of First Quantum Minerals Ltd.) (the "White Pine Project") and a mineral exploration property referred to as the UPX Property, which was acquired in May 2017 from Kennecott Exploration Company and Rio Tinto Nickel Company ("RTX"), subsidiaries of the Rio Tinto Group.

1. BASIS OF PRESENTATION

Statement of compliance

These consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The Board of Directors approved these consolidated financial statements on October 27, 2020.

Basis of measurement

These consolidated financial statements were prepared on a going concern and historical cost basis. Financial assets and liabilities are measured at fair value at inception pursuant to IFRS 9, *Financial Instruments*, and equity-classified share-based payment arrangements are measured at fair value at grant date pursuant to IFRS 2, *Share-based payment*.

The methods used to measure fair value are discussed further in Note 4.

Functional and reporting currency

These consolidated financial statements are presented in US dollars. The functional currency of Highland is the Canadian dollar and the functional currency of the Company's US-based subsidiaries is the US dollar. The functional currencies of Highland and its subsidiaries have remained unchanged during the reporting years. The exchange difference resulting from the conversion of the consolidated financial statements from its functional currency to its reporting currency is included in other comprehensive income presented in equity.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

2. GOING CONCERN

These consolidated financial statements have been prepared on the basis of a going concern, which assumes that the Company will continue its operations in the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of operations.

The Company is subject to a number of risks and uncertainties associated with its future exploration and development activities. The recovery of amounts recorded for exploration and evaluation assets depend on the ability of the Company to complete the acquisition of the White Pine Project, the ability of the Company to obtain the necessary financing to complete the development of the projects, and future profitable production from the projects or proceeds from their disposition thereof.

To date, the Company has not earned revenues and is in the exploration and development stage. The Company has incurred a net loss of \$4,371,338 during the year ended June 30, 2020 (\$22,155,581 in 2019) and has a deficit of \$81,650,160 as at June 30, 2020 (a deficit of \$77,278,822 at June 30, 2019). The Company also has a working capital deficiency of \$22,321,872 as at June 30, 2020 (a working capital deficiency of \$17,992,199 at June 30, 2019).

The Company needs to secure funds to reimburse the credit facility and accrued interest described in Note 9, to reimburse the promissory note and accrued interest described in Note 12, to meet all existing commitments, to complete the acquisition of White Pine (including an amount of approximately \$1.7 million to replace the current environmental financial assurance bond) and to provide for management and administration expenses for the next 12 months. The Company is continuing its review of various options to secure such additional funds. This includes discussions with its major shareholders, lenders and royalty holders. Given the Company's significant working capital deficiency and the state of the capital markets for a company such as Highland, there is no assurance that additional funds will be available or available on terms acceptable to the Company or that the Company will be able to complete a strategic transaction.

The conditions and uncertainties described above indicate the existence of a material uncertainty that may cast a significant doubt about the Company's ability to continue as a going concern. If the going concern assumption was not appropriate for these consolidated financial statements, adjustments which could be material would be necessary to the carrying value of assets and liabilities, in particular an impairment of exploration and evaluation assets, as well as adjustments to reported expenses.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

3. CHANGES IN ACCOUNTING POLICIES

Adoption of IFRS 16, Leases

On July 1, 2019, the Company has adopted IFRS 16, *Leases* ("IFRS 16") using the modified retrospective approach for transition. As a result, comparative information has not been restated. IFRS 16 sets out the principles for the recognition, measurement, presentation and disclosure of leases. IFRS 16 replaces IAS 17, *Leases* ("IAS 17"), and related interpretations. IFRS 16 eliminates the classification of leases as either operating leases or finance leases as is required by IAS 17 and, instead, introduces a single lessee accounting model. All leases result in the lessee obtaining the right to use an asset at the start of the lease and incurring a financing obligation corresponding to the lease payments to be made over time. The main impact of IFRS 16 relates to office and warehouse space leases. At July 1, 2019, the Company recognized a right-of-use assets of \$58,183 included in capital assets with a corresponding amount to lease liabilities. When measuring lease liabilities, the Company discounted lease payments using its incremental borrowing rate of 20%. Each lease payment is allocated between the liability and finance cost. The finance cost is charged to profit or loss over the lease period. The right-of-use assets are amortized over the shorter of the asset's useful life and the lease term on a straight-line basis. Instead of performing an impairment review of the right-of-use assets at the date of initial application, the Company has relied on its historic assessment as to whether leases were onerous immediately before the date of initial application of IFRS 16. The Company has benefited from the use of hindsight for determining lease term when considering options to extend and terminate leases.

The following table sets forth the adjustments to the Company's operating lease commitments as disclosed in the Company's consolidated financial statements for the year ended June 30, 2019, used to derive the lease obligations recognized on initial application of IFRS on July 1, 2019:

	\$
Operating lease commitments at June 30, 2019	74,100
Effect of discounting commitments using the incremental borrowing rate of 20%	(15,917)
Lease liabilities recognized at July 1, 2019	58,183

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

3. CHANGES IN ACCOUNTING POLICIES (continued)

Adoption of IFRIC 23, Uncertainty Over Income Tax Treatments

On July 1, 2019, the Company adopted IFRIC 23, *Uncertainty Over Income Tax Treatments* ("IFRIC 23"). IFRIC 23 explains how to recognize and measure deferred and current income tax assets and liabilities where there is uncertainty over a tax treatment. In particular, it discusses the following issues: that each uncertain tax treatment should be considered separately or together as a group, depending on which approach better predicts the resolution of the uncertainty; that the entity should assume a tax authority will examine the uncertain tax treatments and have full knowledge of all related information; that the entity should reflect the effect of the uncertainty in its income tax accounting when it is not probable that the tax authorities will accept the treatment; that the impact of the uncertainty should be measured using either the most likely amount or the expected value method, depending on which method better predicts the resolution of the uncertainty; and that the judgments and estimates made must be reassessed whenever circumstances have changed or there is new information that affects the judgments. The adoption of IFRIC 23 had no impact on the consolidated financial statements for the year ended June 30, 2020.

4. SUMMARY OF ACCOUNTING POLICIES

a) *Basis of consolidation*

These consolidated financial statements include the accounts of Highland and its subsidiaries. All intercompany transactions, balances, income and expenses are eliminated upon consolidation. Highland and its subsidiaries have an annual reporting date of June 30. Details of the Company's subsidiaries are as follows:

- Upper Peninsula Holding Company Inc. ("UPHC") is the Company's US-based holding company, incorporated in February 2014 in the State of Delaware, USA, which in turn wholly owns the following four (4) companies:
 - Keweenaw Copper Co. ("Keweenaw"), incorporated in July 2011 in the State of Michigan, USA;
 - White Pine LLC ("WP LLC"), formed in February 2014 in the State of Delaware, USA;
 - Copperwood Resources Inc. ("CRI"), previously known as Orvana Resources US Corp., acquired in June 2014 and incorporated in the State of Michigan, USA; and
 - UPX Minerals Inc, incorporated in March 2017 in the State of Michigan, USA.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

b) *Foreign currency translation*

Transactions in foreign currencies are translated to the functional currency at exchange rates in effect at the date of transaction. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated to the functional currency in effect at that date. The foreign currency gain or loss on monetary items is the difference between amortized cost in the functional currency at the beginning of the reporting year, adjusted for effective interest and payments during the reporting year, and the amortized cost in foreign currency translated at the exchange rate in effect at the end of the reporting year.

Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value are translated to the functional currency at the exchange rate in effect at the date on which the fair value was determined. Non-monetary items that are measured at historical cost in a foreign currency are translated using the exchange rate in effect at the date of the transaction. Foreign currency differences arising on translation are recognized in net loss.

The assets and liabilities in foreign operations whose functional currency is not the Canadian dollar are translated into Canadian dollars at the exchange rate prevailing at the balance sheet rate. Revenues and expenses are translated at the exchange rate in effect at the transaction date. Unrealized exchange gains and losses resulting from translation are presented in other comprehensive income.

c) *Financial instruments*

Financial instruments are measured on initial recognition at fair value, plus, in the case of financial instruments other than those classified as fair value through profit or loss ("FVPL"), directly attributable transaction costs. Financial instruments are recognized when the Company becomes party to the contracts that give rise to them and are classified as amortized cost, FVPL or fair value through other comprehensive income ("FVOCI"), as appropriate. The Company considers whether a contract (other than a financial asset) contains an embedded derivative when the entity first becomes a party to it. The embedded derivatives are separated from the host contract if the host contract is not measured at fair value through profit or loss and when the economic characteristics and risks are not closely related to those of the host contract. Reassessment only occurs if there is a change in the terms of the contract that significantly modifies the cash flows that would otherwise be required. The Company has no financial assets at FVPL and at FVOCI.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

c) *Financial instruments* (continued)

Financial assets at amortized cost

A financial asset is measured at amortized cost if it is held within a business model whose objective is to hold assets to collect contractual cash flows and its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding, and is not designated as FVPL. Financial assets classified as amortized cost are measured subsequent to initial recognition at amortized cost using the effective interest method. Cash and cash equivalents, including accrued interest, are classified as and measured at amortized cost.

Financial liabilities

Financial liabilities are recognized initially at fair value, net of transaction costs. After initial recognition, financial liabilities are subsequently measured at amortized cost using the effective interest method. Gains and losses are recognized in profit or loss when the liabilities are derecognized as well as through the amortization process. Accounts payable and accrued liabilities, credit facility, including accrued interest, note payable, balance of purchase price payable and promissory note are classified as and measured at amortized cost.

Fair values

Financial instruments that are measured at fair value subsequent to initial recognition, if any, are grouped into a hierarchy based on the degree to which the fair value is observable as follows: Level 1: Quoted prices in active markets for identical items (unadjusted); Level 2: Observable direct or indirect inputs other than Level 1 inputs; or Level 3: Unobservable inputs (not derived from market data).

Impairment of financial assets

A loss allowance for expected credit losses is recognized in net loss for financial assets measured at amortized cost. At each balance sheet date, on a forward-looking basis, the Company assesses the expected credit losses associated with its financial assets carried at amortized cost and, if any, FVOCI. The impairment methodology applied depends on whether there has been a significant increase in credit risk. The expected credit losses are required to be measured through a loss allowance at an amount equal to the 12-month expected credit losses (expected credit losses that result from those default events on the financial instrument that are possible within 12 months after the reporting date) or full lifetime expected credit losses (expected credit losses that result from all possible default events over the life of the financial instrument). A loss allowance for full lifetime expected credit losses is required for a financial instrument if the credit risk of that financial instrument has deteriorated significantly since initial recognition and whose credit risk is low.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

c) *Financial instruments* (continued)

Derecognition of financial assets and liabilities

A financial asset is derecognised when either the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party. If neither the rights to receive cash flows from the asset have expired nor the Company has transferred its rights to receive cash flows from the asset, the Company will assess whether it has relinquished control of the asset or not. If the Company does not control the asset, then derecognition is appropriate.

A financial liability is derecognised when the associated obligation is discharged or canceled or has expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in profit or loss.

d) *Cash and cash equivalents*

Cash and cash equivalents include cash balances and highly liquid investments with original maturities of three months or less.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

e) *Capital assets*

Intangibles

Intangible assets, which consist of software licenses, are carried at cost (which includes the purchase price and any costs directly attributable to bringing the asset to the condition necessary for its intended use), less accumulated amortization and accumulated impairment losses. Amortization of software licenses begins when the asset is ready for use and is recognized based on the cost of the item on a straight-line basis, over its useful life estimated to be two years. Each intangible's residual value, useful life and depreciation method are reassessed, and adjusted, if appropriate, at each annual reporting date. The carrying amount of an item of intangible assets is derecognized upon disposal or when no future economic benefits are expected from its use. The gain or loss arising from derecognition is included in profit or loss when the item is derecognized.

Property, plant and equipment

Property, plant and equipment are carried at cost less accumulated depreciation and accumulated impairment losses. The cost of an item of property, plant and equipment consists of the purchase price and all other costs directly attributable to bringing the asset to the location and condition necessary for its intended use. Where parts of an item of property, plant and equipment have a different useful life, they are accounted for as separate items of property, plant and equipment. Depreciation is recognized on a straight-line basis using the cost of the item less its estimated residual value, over its estimated useful life. Each asset's residual value, useful life and depreciation method are reassessed, and adjusted if appropriate, at each annual reporting date. Vehicles are depreciated over three years, computer equipment is depreciated over two years, office equipment and furniture are depreciated over five years, exploration equipment is depreciated over three years and leasehold improvements are depreciated over the lease period. The carrying amount of an item of property, plant and equipment is derecognized upon disposal or when no future economic benefits are expected from its use. The gain or loss arising from derecognition is included in profit or loss when the item is derecognized.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

f) *Exploration and evaluation assets*

Costs related to exploration and evaluation of mineral properties are recognized in profit or loss as incurred. All option and lease payments and costs of acquiring mineral rights are capitalized as exploration and evaluation assets. Exploration and evaluation assets are assessed for impairment indicators at the end of each reporting period.

Any option payments or proceeds from the sale of royalty interests received by the Company are credited to the capitalized cost of the related exploration and evaluation asset. If payments received exceed the capitalized cost of the exploration and evaluation assets, the excess is recognized as income in the period received.

Whenever a mining property is considered no longer viable, or is abandoned, the capitalized amounts are written down to their recoverable amounts with the difference recognized in profit or loss. When the technical feasibility and the commercial viability of extracting a mineral resource are demonstrable and a mine development decision has been made by the Company, exploration and evaluation assets related to the mining property are transferred as tangible assets and related development expenditures are capitalized. Before the reclassification, the related exploration and evaluation assets are tested for impairment and any impairment loss is then recognized in profit or loss.

The establishment of technical feasibility and commercial viability of a mineral property is assessed based on a combination of factors, including a) the extent to which mineral reserves or mineral resources as defined in National Instrument 43-101 have been identified through a feasibility study or similar document; b) the results of optimization studies and further technical evaluation carried out to mitigate project risks identified in the feasibility study; c) the status of environmental permits; and d) the status of mining leases or permits.

Borrowing costs directly attributable to the acquisition of exploration and evaluation assets are added to the cost of the project until such time as the assets are substantially ready for their intended use or sale, which in the case of mining properties is when they are capable of commercial production.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

g) Impairment of non-financial assets

At the end of each reporting date, the Company reviews the carrying amounts of its non-financial assets with finite lives to determine whether there is any indication that those assets have suffered an impairment loss. Where such an indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss. Factors which could trigger an impairment review include, but are not limited to, the expiration of the right to explore in the specific area during the period or said right will expire in the near future and is not expected to be renewed; substantive expenditures in a specific area are neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that the carrying amount of the assets is unlikely to be recovered in full from successful development or by sale due to significant negative industry or economic trends and a significant drop in commodity prices.

The recoverable amount of the asset is estimated to determine the extent of the impairment loss. The recoverable amount is the higher of an asset's fair value less cost to sell or its value in use. Value in use considers estimated future cash flows associated with the asset, such value being discounted to their present value using a pre-tax discount rate that reflects current market assessment of the time value of money and the risks specific to the asset. In the case of exploration and evaluation assets, impairment reviews are carried out on a property-by-property basis, with each property representing a potential cash-generating unit. A previous impairment is reversed if the asset's recoverable amount subsequently exceeds its carrying amount.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

h) Provisions and contingent liabilities

A provision is recognized when the Company has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic benefits will be required to settle the obligation, and the amount of the obligation can be reliably estimated. Timing or amount of the outflow may still be uncertain. If the time value of money is material, provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessment of the time value of money. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Any reimbursement that the Company can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision. All provisions are reviewed at each reporting date and adjusted to reflect the current best estimate. In those cases where the possible outflow of economic resources as a result of present obligations is considered improbable or remote, no liability is recognized, unless it was assumed in the course of a business combination.

A legal or constructive obligation to incur restoration, rehabilitation and environmental costs may arise when environmental disturbance is caused by the exploration, development or ongoing production of a mineral property interest. Such costs arising from the decommissioning of plant and other site preparation work, discounted to their net present value, are provided for and capitalized at the start of each project to the carrying amount of the related asset, as soon as the obligation to incur such costs arises and to the extent that such cost can be reasonably estimated.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

i) *Income taxes*

When applicable, income tax on the profit or loss comprises current and deferred tax. Income tax is recognized in profit or loss except to the extent that it relates to items recognized in other comprehensive income or directly in equity, in which case it is recognized in other comprehensive income or directly in equity.

Current tax is the expected tax payable on the taxable profit for the period, using tax rates enacted or substantively enacted at the reporting date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided using the liability method, providing for temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination which affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries is not provided for if reversal of these temporary differences can be controlled by the Company and it is probable that reversal will not occur in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realization or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the financial position reporting date and which are expected to apply when the related deferred income tax asset is realized or the deferred income tax liability is settled. A deferred tax asset is recognized only to the extent that it is probable that future taxable income will be available against which the asset can be utilized. Deferred tax assets and liabilities are offset only when the Company has a legally enforceable right and intention to set off current tax assets and liabilities from the same taxation authority.

j) *Equity*

Share capital represents the amount received on the issue of shares, less issuance costs. Contributed surplus includes changes related to stock options and warrants until such equity instruments are exercised. Deficit includes all current and prior year's losses. Cumulative translation adjustment includes the impact of converting the accounts of Highland's expenses into US dollars. All transactions with owners of the parent company are recorded separately within equity.

The Company allocates the proceeds from an equity financing between common shares and share purchase warrants based on the relative fair values of each instrument. The fair value of the common shares is calculated by using the TSXV share price on the date of the issuance and is accounted for in share capital, and the fair value of the share purchase warrants is determined using the Black-Scholes valuation model and is accounted for in contributed surplus. In the event of a modification of the original terms of warrants, the Company elects to not recognize the fair value adjustment.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

k) *Transactions with shareholders*

Transactions entered into with shareholders, where the Company is receiving a benefit when compared to a similar transaction entered into with an arm's length party, are divided between a capital transaction and a deemed arm's length transaction. The portion of the deemed arm's length transaction, measured at fair value, is recognised in profit or loss and the remaining portion of the transaction is recognised in equity as contributed surplus.

l) *Share-based payment transactions*

Equity-settled share-based payments are made in exchange for services received and transactions related to mineral properties and are measured at their fair value. The fair value of the services rendered or the mineral property transaction is determined indirectly by reference to the fair value of the equity instruments granted when the fair value of services rendered or the mineral property transaction cannot be reliably estimated. The fair value of share-based payments to directors, officers, employees and consultants with employee-related functions is recognized as an expense over the vesting period (the vesting being conditional in certain instances on the achievement of defined performance conditions) with a corresponding increase to contributed surplus. Financing warrants and warrants to brokers, in respect of an equity financing, are recognized as a share issue expense with a corresponding increase to contributed surplus. The fair value of stock options granted is measured at the grant date and recognized over the period during which the options vest. The fair value of the options granted is measured using the Black-Scholes option pricing model and taking into account an estimated forfeiture rate and the terms and conditions upon which the options were granted. At each financial position reporting date, the amount recognized as an expense is adjusted to reflect the actual number of stock options that are expected to vest. Upon the exercise of share-based payments, the proceeds received, net of any direct expenses, as well as the related compensation expense previously recorded as contributed surplus, are credited to share capital.

m) *Loss per share*

The Company presents basic and diluted loss per share data for its common shares. Basic loss per share is calculated by dividing the loss attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted loss per share is determined by adjusting the loss attributable to common shareholders and the weighted average number of common shares outstanding for the effects of all dilutive potential common shares. Dilutive potential common shares are deemed to have been converted into common shares at the beginning of the period or, if later, at the date of issue of the potential common shares. The assumed proceeds from these instruments are regarded as having been received from the issue of common shares at the average market price of its shares during the period.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

n) Significant accounting judgments and estimates

The preparation of these consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates which, by their nature, are uncertain and may require accounting adjustments based on future occurrences. Revisions to accounting estimates, judgments and assumptions are recognized in the period in which the estimate is revised and future period if the revision affects both current and future period. These estimates, judgments and assumptions are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Significant assumptions about the future and other sources of estimation uncertainty that management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from the assumptions made, include, but are not limited to the following:

Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures are subject to certain assumptions and do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

The final closing of the acquisition of the White Pine Project can only be completed once the Company has i) released Copper Range Company ("CRC") of a \$2.85 million financial assurance letter of credit associated with the remediation and closure plan of the previous White Pine operation in a manner that is acceptable to all parties involved, including the applicable governmental authorities; and ii) released CRC from its environmental obligations with the Michigan Department of Environmental Quality ("MDEQ"). Final closing, which initially was to occur by December 31, 2015, was extended on a number of occasions until June 30, 2020, and on that date was further extended to December 31, 2020. The Company will also need to post the required financial assurance bond with the MDEQ, estimated at \$1.7 million. However, meeting these conditions is dependent on a number of factors, not all of which are under the Company's control, and there is no assurance that they will be met. Should the Company not be able to meet the final closing conditions, it will not be able to complete the acquisition of the White Pine Project which would trigger an impairment evaluation of the related exploration and evaluation assets.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

n) Significant accounting judgments and estimates (continued)

Exploration and evaluation assets

The application of the Company's accounting policy for exploration and evaluation assets requires judgment in determining whether it is likely that future economic benefits will flow to the Company. If information becomes available suggesting that the carrying amount of an exploration and evaluation asset may exceed its recoverable amount, the Company carries out an impairment test in the year the new information becomes available. As at June 30, 2020, the Company has determined that there were no significant events or changes in circumstances that indicated that the carrying value of its non-current assets may not be recoverable. As such, no impairment test was performed, and no impairment loss was recognized during the year ended June 30, 2020.

Fair value of liabilities

The Company determined the fair value of the credit facility, the non-interest-bearing promissory note and the balance of purchase price payable at inception using the discounted cash flow method. The discount rate used is based on management's judgment of its cost of capital given that it is considered to be in the exploration and development stage.

Environmental liability

The Company's accounting policy for the recognition of an environmental liability requires significant estimates and assumptions such as the requirements of the relevant legal and regulatory framework, the magnitude of possible disturbance, the timing, extent, and costs of rehabilitation activities and the determination of an appropriate discount factor. Changes to these estimates and assumptions may result in future actual expenditures differing from the amounts currently provided for. The environmental liability is periodically reviewed and updated based on the available facts and circumstances.

Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital requirements involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances (Note 2).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

4. SUMMARY OF ACCOUNTING POLICIES (continued)

o) Accounting standards issued but not yet applied

The Company has not yet adopted certain standards, interpretations to existing standards and amendments which have been issued but have an effective date of later than June 30, 2020. These updates are not expected to have a significant impact on the Company and are therefore not discussed herein.

5. CASH

As at June 30, 2020, the cash position of \$164,327 (\$605,046 as at June 30, 2019) is restricted to be disbursed pursuant to an approved budget by the lenders of the Credit Facility (Note 9).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

6. CAPITAL ASSETS

Capital assets subject to depreciation and amortization are as follows:

	Intangible assets	Vehicles	Computer equipment and furniture	Exploration equipment	Right-of-use assets and leasehold improvements	Total
	\$	\$	\$	\$	\$	\$
Cost						
Balance at June 30, 2018	45,141	108,822	98,252	186,250	35,000	473,465
Disposals	-	(83,284)	-	(5,380)	-	(88,664)
Write-down	(45,141)	-	-	-	-	(45,141)
Effect of foreign exchange	-	-	(932)	-	-	(932)
Balance at June 30, 2019	-	25,538	97,320	180,870	35,000	338,728
Additions	-	-	-	-	58,183	58,183
Disposals	-	-	(50,358)	-	-	(50,358)
Effect of foreign exchange	-	-	6,533	-	-	6,533
Balance at June 30, 2020	-	25,538	53,495	180,870	93,183	353,086
Accumulated depreciation and amortization						
Balance at June 30, 2018	45,141	79,117	45,696	153,783	9,722	333,459
Disposals	-	(73,681)	-	(5,380)	-	(79,061)
Depreciation and amortization	-	10,903	19,520	6,162	11,667	48,252
Write-down	(45,141)	-	-	-	-	(45,141)
Effect of foreign exchange	-	-	(549)	-	-	(549)
Balance at June 30, 2019	-	16,339	64,667	154,565	21,389	256,960
Disposals	-	-	(42,814)	-	-	(42,814)
Depreciation and amortization	-	6,216	9,993	5,421	59,973	81,603
Effect of foreign exchange	-	-	6,123	-	-	6,123
Balance at June 30, 2020	-	22,555	37,969	159,986	81,362	301,872
Carrying amounts						
Balance at June 30, 2019	-	9,199	32,653	26,305	13,611	81,768
Balance at June 30, 2020	-	2,983	15,526	20,884	11,821	51,214

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

7. EXPLORATION AND EVALUATION ASSETS

Amounts invested in exploration and evaluation assets are as follows:

	Copperwood Project	White Pine Project	UPX Property	Other properties	Total
	\$	\$	\$	\$	\$
Balance, June 30, 2018	16,801,384	3,107,246	11,756,257	130,945	31,795,832
Property payments in cash	168,600	25,000	-	26,652	220,252
Finance expense (a)	132,500	-	6,254,513	-	6,387,013
Write-down (b)	-	-	(18,010,770)	-	(18,010,770)
Effect of foreign exchange	-	-	-	(6,513)	(6,513)
	301,100	25,000	(11,756,257)	20,139	(11,410,018)
Balance, June 30, 2019	17,102,484	3,132,246	-	151,084	20,385,814
Property payments in cash	209,775	25,000	-	31,135	265,910
Effect of foreign exchange	-	-	-	(14,737)	(14,737)
	209,775	25,000	-	16,398	251,173
Balance, June 30, 2020	17,312,259	3,157,246	-	167,482	20,636,987

(a) The amount of \$6,254,513 under the UPX Property represents the amount of accretion related to the Note issued to RTX in May 2017 following the event of default described in Note 12.

(b) At June 30, 2019, the Company has written off the amount of \$18,010,770 in exploration and evaluation assets related to the UPX Property as it does not plan to conduct any work on this property in the near future.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

Copperwood Project, Michigan, USA

In June 2014, the Company acquired the Copperwood Project through the acquisition from Orvana Minerals Corp., a TSX-listed company (“Orvana”), of all the outstanding shares of CRI.

As part of the consideration for the acquisition of the Copperwood Project, an amount of \$1,250,000 may be payable if the average copper price for any 60 calendar-day period following the first anniversary and preceding the second anniversary of commencement of commercial production is greater than \$4.25/lb; and an additional amount of \$1,250,000 may be payable if the average copper price for any 60 calendar-day period following the second anniversary and preceding the third anniversary of the commencement of commercial production is greater than \$4.50/lb (for a total of \$2,500,000 representing a “Contingent Consideration”). The contractual Contingent Consideration will only be recognized if and when the contingency is satisfied.

The Copperwood Project consists of a number of mineral leases, which call for annual rental payments until 2036. The mineral leases are also subject to quarterly Net Smelter Return (“NSR”) royalty payments that will range from 2% to 4% on a sliding scale based on inflation-adjusted copper prices. Under the mineral leases, the Company will have mineral rights until the later of the 20th anniversary of the date of the lease or the date the Company ceases to be actively engaged in development, mining, or related operations on the property. The mineral leases may be terminated by the Company on 60 days’ notice.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

White Pine Project, Michigan, USA

On May 13, 2014 (the interim closing date), the Company acquired from CRC all of CRC's rights, title and interest in the White Pine Project. The final closing of the acquisition will be completed once Highland has (i) released CRC of a \$2.85 million financial assurance letter of credit associated with the remediation and closure plan of the previous White Pine operation; and (ii) released CRC from its environmental obligations with the Michigan Department of Environmental Quality. At that time, Highland will assume all of CRC's environmental liabilities related to White Pine and will also be responsible for all ongoing environmental obligations. Final closing, which initially was to occur by December 31, 2015, was extended on a number of occasions until June 30, 2020, and was further extended on that date to December 31, 2020. Should the Company not be able to meet the final closing conditions, it will not be able to complete the acquisition of the White Pine Project, which would trigger an impairment evaluation of the related exploration and evaluation assets.

Until final closing, Highland has access to White Pine under an access agreement entered into on March 5, 2014, which entitles it to perform exploration, engineering and environmental studies and other activities associated with the potential development of a new copper mine at White Pine, and CRC continues to be responsible for environmental obligations and for remediation work up to a maximum of \$2 million.

Upon completion of a feasibility study and receipt of all necessary permits for the development of a mine at White Pine, the Company will pay to CRC as additional consideration, in cash or in common shares of Highland, at the option of CRC, an amount equal to \$0.005 (one half of one cent) per pound for the first 1 billion pounds of proven and probable reserves of copper and \$0.0025 (one quarter of one cent) for each additional pound of proven and probable reserves of copper (the "Contingent Consideration"). At June 30, 2020, the Company has not yet estimated any proven and probable reserves at the White Pine Project and has not yet completed a feasibility study or initiated the activities required to obtain the necessary permits. Consequently, the Company has not yet accounted for this contractual contingent liability.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

Lease Agreement, White Pine, Michigan, USA

In April 2015, the Company entered into a 20-year lease agreement, with an option for an additional 5 years, for certain mineral rights located in White Pine, Michigan. In accordance with the terms of the agreement with the holder of the mineral rights (the "Lessor"), an additional cash payment of \$575,000 was to be made to the Lessor by the Company. On December 30, 2016, the Company entered into an amended agreement with the Lessor providing a revised schedule of payments for the amount of \$575,000 owed to the Lessor, as described in Note 9. The lease agreement also calls for annual lease payments of \$25,000 for the first five years, \$30,000 for the sixth and seventh years, and \$1,000,000 thereafter.

Upon commencement of production, Highland will have to pay to the Lessor a sliding scale royalty on copper and silver production from the leased mineral rights with a base royalty of 2% for copper and 2.5% for silver. Highland may terminate the lease at any time upon a 30-day notice.

Royalty and option to purchase silver production

In accordance with an agreement entered into in December 2014 (and subsequently amended in June 2016), Osisko Gold Royalties Ltd. ("Osisko") holds a 3.0% net smelter return ("NSR") royalty on all metals produced from the mineral rights and leases associated with the Copperwood Project. The June 2016 amendment also provided that upon final closing of the acquisition of the White Pine Project, the Company will grant Osisko a 1.5% NSR royalty on all metals from the White Pine North Project, and Osisko's royalty on the Copperwood Project will be reduced to 1.5%. To secure the payment of future NSR royalty, Osisko has a mortgage on the Copperwood property and a general security agreement over all the assets of the Company and includes specifically a pledge of the shares of the following subsidiaries: Copperwood Resources Inc., Upper Peninsula Copper Holdings Inc., White Pine Copper LLC and Keweenaw Copper Co.

In December 2014, the Company also granted to Osisko an option to purchase for \$26 million a 100% NSR on future silver production from the Company's projects. Osisko may elect to exercise the option to purchase the silver production by paying \$26 million to the Company within 60 days following the delivery to Osisko of a feasibility study.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

7. EXPLORATION AND EVALUATION ASSETS (continued)

UPX Property

On May 30, 2017, the Company acquired from Kennecott Exploration Company and Rio Tinto Nickel Company (“RTX”), subsidiaries of the Rio Tinto Group, mineral properties covering approximately 448,000 acres in the Upper Peninsula of the State of Michigan, USA (the “UPX Property”).

The UPX Property was acquired for a total consideration of \$18.0 million. A cash payment of \$2.0 million was made at the acquisition date and the Company issued a \$16 million secured non-interest-bearing promissory note (the “Note”) payable over a period of 6 years (Note 12). The Note is secured by a first priority security interest over the UPX Property.

RTX has retained a 2% net smelter return royalty (the “NSR”) on all mineral interests. Highland has an option to buydown half of the 2% NSR by paying \$8 million to RTX. The option is exercisable at any time prior to May 30, 2028.

At June 30, 2019, the Company has written off the amount of \$18,010,770 in exploration and evaluation assets related to the UPX Property as it does not plan to conduct any work on this property in the near future.

8. LEASE LIABILITIES

Following the adoption of IFRS 16 on July 1, 2019 (Note 3), the Company recorded lease liabilities of \$58,183. The Company accounted for the estimated fair value of the lease liabilities using a discount rate of 20%. The balance of the lease liabilities as at June 30, 2020 is as follows:

	Year ended
	June 30,
	2020
	\$
Balance, at beginning	-
Lease liabilities on adoption of IFRS 16	58,183
Accretion expense	12,815
Repayment of liabilities	(61,552)
Balance, at end	9,446

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

9. CREDIT FACILITY

On May 20, 2019, the Company entered into a loan agreement with Greenstone Resources II LP and Osisko Gold Royalties Ltd (collectively, the "Lenders"), which are deemed to have significant influence over the Company. Under the terms of the loan agreement, the Lenders have agreed to provide the Company with a loan of up to \$4,500,000 (the "Principal Amount"). The loan bears interest at a rate of 12% per annum. On December 31, 2019, the Lenders agreed to extend the maturity date of the loan from February 28, 2020 to May 31, 2020, which was then subsequently extended on a number of occasions to August 31, 2020 (Note 26). The Principal Amount of the loan as well as accrued interest are payable by the maturity date of the loan. The loan is secured by a mortgage on the Copperwood property and a general security agreement over all the assets of the Company and includes specifically a pledge of the shares of the following subsidiaries: Copperwood Resources Inc., Upper Peninsula Copper Holdings Inc., White Pine Copper LLC and Keweenaw Copper Co.

During the year ended June 30, 2020, the Company made additional drawdowns on the credit facility totalling \$1,750,000, with total drawdowns on the credit facility amounting to \$4,500,000 at June 30, 2020. The Company accounted for the estimated fair value of the additional drawdowns using a discount rate of 20%. The fair value adjustment, representing the below-market element of the loan, was recorded in contributed surplus. The fair value adjustments and the transaction costs initially incurred and presented as a reduction of the loan are amortized over the loan period using the effective interest rate method. The effective interest rate of the loan is 23.6%.

During the year ended June 30, 2020, the balance of the loan was adjusted by \$104,870 to reflect the impact of the modification of the maturity date of the loan, with a corresponding increase to the below-market element of the loan recorded in contributed surplus.

The balance of the loan is determined as follows:

	Years ended June 30,	
	2020	2019
	\$	\$
Balance, beginning of year	2,495,484	-
Modification adjustment	(104,870)	-
Loan, discounted at the rate of 20%	1,691,558	2,587,039
Transaction costs	-	(163,083)
Interest payable	503,178	32,823
Accretion of loan and amortization of transactions costs	420,792	38,705
Balance, end of year	5,006,142	2,495,484

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

10. NOTE PAYABLE

On December 30, 2016, the Company entered into an amended agreement with the Lessor of certain mineral rights located in White Pine, Michigan (Note 7 - *Lease Agreement, White Pine, Michigan, USA*) for the remaining amount of \$575,000 owed to the Lessor. Under the terms of the amended agreement, the Company paid an amount of \$135,000 on December 30, 2016 and agreed to pay the balance of \$440,000 in sixteen equal quarterly principal amounts of \$27,500, plus interest accruing at the rate of 8% per annum, until December 31, 2020.

The balance of the note payable is determined as follows:

	Years ended June 30,	
	2020	2019
	\$	\$
Balance, beginning of year	165,000	275,000
Reimbursements	(110,000)	(110,000)
Balance, end of year	55,000	165,000
Current liability	55,000	110,000
Non-current liability	-	55,000
	55,000	165,000

11. BALANCE OF PURCHASE PRICE PAYABLE

In connection with the acquisition of the Copperwood Project, the Company made a final payment of the balance of purchase price payable to Orvana of \$1,000,000 on May 28, 2019 plus a 2% penalty amount of \$20,000. The interest paid of \$112,500 in 2019 (at the rate of 12% per annum until November 30, 2018 and 15% per annum subsequently) and the penalty amount of \$20,000 were added to the cost of the Copperwood Project in accordance with its accounting policy on borrowing costs.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

12. PROMISSORY NOTE

On May 30, 2017, the Company issued a \$16 million secured non-interest-bearing promissory note (the "Note") to RTX, as part of the consideration for the acquisition of the UPX Property described in Note 7. The Note provided for the payment of \$1.0 million on the first anniversary of the acquisition (payment made on May 30, 2018) and \$3.0 million on each of the second, third, fourth, fifth and sixth anniversaries of the acquisition. Until May 30, 2019, the Note had an effective interest rate of 20%. Since the Company did not make the payment of \$3.0 million due on May 30, 2019, which constituted an event of default, the Note became payable on demand. Consequently, in accordance with the provision of the Note, the amount of the Note then outstanding bears interest at an annual rate of Libor plus 8% (a rate of 8.2% at June 30, 2020). The Note is secured by a mortgage over the acquired property and a general security agreement over all the assets of UPX Minerals Inc.

The balance of the Note is determined as follows:

	Years ended June 30,	
	2020	2019
	\$	\$
Balance, beginning of year	15,128,068	8,745,487
Accretion until May 30, 2019, included in exploration and evaluation assets	-	1,743,859
Accretion on revised estimated cash flows at May 30, 2019, included in exploration and evaluation assets	-	4,510,654
Accrued interest	1,407,183	128,068
Balance, end of year	16,535,251	15,128,068

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

13. ENVIRONMENTAL LIABILITY

The environmental liability consists of a provision for reclamation costs related to the acquisition of the White Pine Project (Note 7). The undiscounted cash flow amount of the liability is estimated at \$314,000. The present value of the liability was calculated using a discount rate of 8.0% and is reflecting payments to be made until 2029, inclusively.

	Years ended June 30,	
	2020	2019
	\$	\$
Balance, beginning of year	257,004	252,678
Accretion expense	9,147	4,326
Balance, end of year	266,151	257,004

14. SHARE CAPITAL

Authorized and issued

An unlimited number of common shares, issuable in series. The holders of common shares are entitled to one vote per share at meetings of the Company and to receive dividends, which are declared from time to time. No dividends have been declared by the Company since its inception. All shares are ranked equally with regard to the Company's residual assets.

At June 30, 2020, the Company had 472,933,689 issued and outstanding common shares (472,933,689 at June 30, 2019).

Share purchase warrants

On March 17, 2020, 1,000,000 outstanding share purchase warrants expired unexercised, resulting in no remaining share purchase warrants outstanding as at June 30, 2020 (1,000,000 outstanding share purchase warrants at June 30, 2019 with an exercise price of C\$0.15 per share).

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Years ended June 30, 2020 and 2019 (in US dollars)

15. STOCK OPTIONS

The following table sets out the activity in stock options:

	Years ended June 30,			
	2020		2019	
	Number	Average exercise price (C\$)	Number	Average exercise price (C\$)
Number of options				
Balance, beginning of year	13,685,000	0.17	15,200,000	0.17
Expired	(5,010,000)	(0.20)	(1,515,000)	(0.14)
Balance, end of year	8,675,000	0.12	13,685,000	0.17

The following table reflects the stock options issued and outstanding at June 30, 2020:

Issue date	Number of options	Exercise price C\$	Remaining contractual life (years)	Number of exercisable options	Exercise price of exercisable options C\$
August 28, 2017	7,925,000	0.11	2.2	7,925,000	0.11
October 26, 2017	750,000	0.17	2.3	750,000	0.17
	8,675,000	0.12	2.2	8,675,000	0.12

16. EXPLORATION AND EVALUATION EXPENSES

The Company incurred the following exploration and evaluation expenses:

	Years ended June 30,	
	2020	2019
	\$	\$
Drilling and assaying	-	40,973
Labour	181,771	1,474,815
Studies	391,762	338,828
Office, overhead and other administrative costs	212,806	575,379
Loss (gain) on sale of capital assets	1,225	(19,776)
	787,564	2,410,219

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17. MANAGEMENT AND ADMINISTRATION EXPENSES

The Company incurred the following management and administration expenses:

	Years ended June 30,	
	2020	2019
	\$	\$
Administrative and general	614,105	946,300
Professional fees	158,197	191,879
Office	143,545	107,345
Investor relations and travel	40,872	85,161
Reporting issuer costs	21,601	28,637
	978,320	1,359,322

18. FINANCE EXPENSE

The Company incurred the following finance expense:

	Years ended June 30,	
	2020	2019
	\$	\$
Effective interest on credit facility from shareholders with significant influence (Note 9)	952,141	71,528
Interest on note payable (Note 10)	9,900	18,700
Interest on promissory note (Note 12)	1,407,183	128,068
Accretion on lease liabilities	12,815	-
Other	3,346	1,612
	2,385,385	219,908

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19. INCOME TAXES

The reconciliation of the effective tax rate is as follows:

	Years ended June 30,			
	2020		2019	
	\$		\$	
Loss before income tax		(4,371,338)		(22,155,581)
Tax using the Company's domestic tax rate	26.58%	(1,161,985)	26.65%	(5,904,462)
Share-based compensation	(0.17%)	7,349	(0.20%)	44,790
Non-deductible expenses and non-taxable revenues	5.28%	(230,801)	(0.02%)	3,361
Effect of tax rate in foreign jurisdictions	(0.44%)	19,377	(0.85%)	188,855
Unrecognized tax assets	(38.01%)	1,661,543	(24.58%)	5,444,944
Other	6.76%	(295,483)	(1.00%)	222,512
Deferred income tax	-	-	-	-

Recognized deferred tax assets and liabilities are attributable to the following:

	June 30, 2020		
	Assets	Liabilities	Net
	\$	\$	\$
Advances in foreign currency	-	(687,665)	(687,665)
Non-capital loss carry-forwards	687,665	-	687,665
	687,665	(687,665)	-
Offsetting of tax assets and liabilities	(687,665)	687,665	-
	-	-	-
	June 30, 2019		
	Assets	Liabilities	Net
	\$	\$	\$
Advances in foreign currency	-	(376,623)	(376,623)
Non-capital loss carry-forwards	376,623	-	376,623
	376,623	(376,623)	-
Offsetting of tax assets and liabilities	(376,623)	376,623	-
	-	-	-

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19. INCOME TAXES (continued)

Deductible temporary differences for which no deferred tax assets have been recognized are as follows:

	June 30, 2020		
	Canada	USA	Total
	\$	\$	\$
Non-capital loss carry-forwards	10,425,437	30,333,169	40,758,606
Capital assets	175,032	124,129	299,161
Exploration and evaluation assets	1,518,681	26,969,184	28,487,865
Share issue expenses	156,753	-	156,753
Financing expenses	551,805	-	551,805
	12,827,708	57,426,482	70,254,190

	June 30, 2019		
	Canada	USA	Total
	\$	\$	\$
Non-capital loss carry-forwards	9,751,521	27,646,369	37,397,890
Capital assets	87,347	107,153	194,500
Exploration and evaluation assets	2,088,309	23,787,100	25,875,409
Share issue expenses	330,280	-	330,280
Financing expenses	238,313	-	238,313
	12,495,770	51,540,622	64,036,392

Deferred tax assets have not been recognised in respect of these items because of the uncertainties that future taxable profit will be available against which the Company can utilise these benefits.

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Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

19. INCOME TAXES (continued)

Non-capital losses expire as follows:

	USA	Canada
	\$	\$
2026	-	75,746
2027	-	88,297
2028	-	222,747
2029	-	394,990
2030	-	546,225
2031	-	697,749
2032	-	1,005,493
2033	-	70,576
2034	1,256,944	833,650
2035	7,599,667	1,809,201
2036	1,101,253	758,773
2037	4,408,457	1,576,718
2038	8,638,707	1,726,846
2039	4,641,341	1,432,844
2040	2,686,800	1,780,545
	30,333,169	13,020,400

The deferred income tax on non-capital losses has been partially recognized for an amount of \$2,594,963 (\$1,421,217 in 2019).

20. LOSS PER SHARE

The calculation of basic and diluted loss per share for the year ended June 30, 2020 was based on the loss attributable to common shareholders of \$4,371,338 (\$22,155,581 in 2019) and the weighted average number of common shares outstanding of 472,933,689 (472,933,689 in 2019). Excluded from the calculation of the diluted loss per share for the year ended June 30, 2020 are 8,675,000 stock options (1,000,000 share purchase warrants and 13,685,000 stock options in 2019) because to include them would be anti-dilutive as they would have the effect of decreasing the loss per share.

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Notes to Consolidated Financial Statements

Years ended June 30, 2020 and 2019 (in US dollars)

21. RELATED PARTY TRANSACTIONS

In addition to the loan agreement described in Note 9, the detail of transactions between the Company and its related parties is as follows:

During the year ended June 30, 2020, the Company incurred administration expenses of \$77,241 from Reunion Gold Corporation, a related party by virtue of common management and directors (\$76,858 in 2019).

During the year ended June 30, 2020, the Company recovered no amount for management services to other TSXV-listed companies, related by virtue of common key management, including Odyssey Resources Limited and Reunion Gold Corporation (\$169,753 in 2019). The services are provided at cost.

At June 30, 2020, the Company had an amount payable of \$38,859 to Reunion Gold Corporation, included in accounts payable and accrued liabilities on the consolidated statements of financial position (\$33,610 at June 30, 2019).

These charges were measured at the exchange amount, which is the amount agreed upon by the transacting parties.

Remuneration of directors and key management of the Company

The remuneration awarded to directors and to senior key management, including the Executive Chairman, the President and CEO and the CFO, is as follows:

	Years ended June 30,	
	2020	2019
	\$	\$
Wages and consulting fees, included in management and administration expenses	497,419	576,918
Share-based compensation	12,353	91,383
	509,772	668,301

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22. CAPITAL MANAGEMENT

The Company defines capital that it manages as loans (including credit facility, note payable and promissory note) and shareholders' equity. When managing capital, the Company's objectives are a) to ensure the entity continues as a going concern; b) to increase the value of the entity's assets; and c) to achieve optimal returns to shareholders. These objectives will be achieved by identifying the right exploration projects, adding value to these projects and ultimately taking them to production or obtaining sufficient proceeds from their disposal. As at June 30, 2020, managed capital was \$19,696,571 (\$19,951,931 at June 30, 2019).

The Company's properties are in the exploration and development stage and, as a result, the Company currently has no source of operating cash flows. The Company intends to raise such funds as and when required to complete the exploration and development of its projects. There is no assurance that the Company will be able to raise additional funds on reasonable terms (Note 2). The only sources of future funds presently available to the Company are through shareholder loans, the sale of equity capital of the Company or the sale by the Company of an interest in any of its properties in whole or in part. The ability of the Company to arrange such financing in the future will depend in part upon the prevailing capital market conditions as well as on its business performance. There can be no assurance that the Company will be successful in its efforts to arrange additional financing on terms satisfactory to the Company. There were no changes in the Company's approach to capital management during the year ended June 30, 2020. The Company is not subject to any externally imposed capital requirements as at June 30, 2020.

23. FINANCIAL RISK MANAGEMENT

The Company thoroughly examines the various financial risks to which it is exposed and assesses the impact and likelihood of those risks. Where material, these risks are reviewed and monitored by the Board of Directors. There were no changes to the financial objectives, policies and processes during the year ended June 30, 2020.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required for its continued operations, which may involve the completion of a strategic transaction as described in Note 2. The Company generates cash flow only from its financing activities.

Highland Copper Company Inc.

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Years ended June 30, 2020 and 2019 (in US dollars)

23. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

The following table summarizes the contractual maturities of the Company's financial liabilities as at June 30, 2020:

	Carrying amount	Settlement amount	Within 1 year	2 years	Over 2 years
	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	916,939	916,939	916,939	-	-
Lease liabilities	9,446	12,500	12,500	-	-
Credit facility	5,006,142	5,036,630	5,036,630	-	-
Note payable	55,000	56,640	56,640	-	-
Promissory note	16,535,251	16,535,251	16,535,251	-	-
	22,522,778	22,557,960	22,557,960	-	-

Credit risk

Credit risk is the risk that the Company will incur losses due to the non-payment of contractual obligations by third parties. The Company is exposed to credit risk with respect to cash which are mainly held in accounts with a major Canadian-based chartered bank.

Interest rate risk

The Company's interest rate risk relates to cash and the promissory note. The Company's current policy on its cash balances is to invest excess cash in guaranteed investment certificates or interest-bearing accounts with a major Canadian-based chartered bank. The Company regularly monitors compliance to its cash management policy. Cash and the promissory note are subject to floating interest rates. Sensitivity to a plus or minus 1% change in interest rates would affect profit or loss by approximately \$164,000.

The credit facility and note payable issued at fixed rates expose the Company to the risk of variability in fair value due to changes in market interest rates. A 1% increase or decrease in the interest rate at the reporting date would have the effect to either increase or decrease the fair value of these financial instruments and the equity by \$50,000 as at June 30, 2020 (\$27,000 as at June 30, 2019).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

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23. FINANCIAL RISK MANAGEMENT (continued)

Currency risk

In the normal course of operations, the Company is exposed to currency risk on transactions that are denominated in a currency other than the respective functional currencies of each of the entities within the consolidated group. The currencies in which these transactions are denominated are primarily the Canadian and the US dollar. The consolidated entity does not presently enter into hedging arrangements to hedge its currency risk. All foreign currency transactions are recorded at spot rates. The Board considers this policy appropriate, considering the consolidated entity's size, current stage of operations, financial position and the Board's approach to risk management.

At June 30, 2020, financial assets and liabilities denominated in a foreign currency consisted of cash of \$107,538, accounts payable and accrued liabilities of \$37,685, and credit facility of \$5,006,142. The impact on profit or loss of a 10% increase or decrease in the US dollar against the Canadian dollar would be approximately \$494,000.

24. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of cash, accounts payable and accrued liabilities, credit facility, note payable and promissory note is considered to be a reasonable approximation of their fair value due to their immediate or short-term maturity. The fair value of the note payable also approximates its carrying value as the effective interest rate of the note is similar to market conditions at year-end.

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25. SEGMENTED INFORMATION

The Company has one reportable operating segment being the acquisition and exploration of mineral properties in Michigan, USA. Assets are located as follows:

	June 30, 2020		
	Canada	USA	Total
	\$	\$	\$
Current assets	179,085	21,821	200,906
Capital assets	880	50,334	51,214
Exploration and evaluation assets	-	20,636,987	20,636,987
Total assets	179,965	20,709,142	20,889,107

	June 30, 2019		
	Canada	USA	Total
	\$	\$	\$
Current assets	586,867	67,845	654,712
Capital assets	9,156	72,612	81,768
Exploration and evaluation assets	-	20,385,814	20,385,814
Total assets	596,023	20,526,271	21,122,294

26. EVENT AFTER THE REPORTING DATE

Credit facility

On September 4, 2020, the lenders to the loan agreement described in Note 9 agreed to further amend some of its terms. Under the loan agreement, Osisko has made available to the Company an additional amount of US\$500,000 increasing the total indebtedness under the credit agreement to US\$5,000,000 plus accrued interest. The maturity date for the repayment of the loan was also extended to October 31, 2020.