



CONSOLIDATED FINANCIAL STATEMENTS

Years ended June 30, 2021 and 2020

In US dollars



KPMG LLP
600 de Maisonneuve Blvd. West
Suite 1500, Tour KPMG
Montréal (Québec) H3A 0A3
Canada

Telephone (514) 840-2100
Fax (514) 840-2187
Internet www.kpmg.ca

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, 2021 and June 30, 2020;
- the consolidated statements of income (loss) and comprehensive income (loss) for the years then ended;
- the consolidated statements of changes in shareholders' equity (deficit) 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, 2021 and June 30, 2020 and its consolidated financial performance and 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 consolidated financial statements, which indicates that Highland Copper Company Inc. is still in the exploration stage and, as such, the Entity has not yet generated positive cash flows from its operating activities, that no revenue has been yet generated and that the Entity has an accumulated deficit and a working capital deficiency as at June 30, 2021.



As stated in Note 2 in the consolidated financial statements, these events or conditions, along with other matters as set forth in Note 2 in the consolidated financial statements, indicate that a material uncertainty exists that may cast significant doubt on Highland Copper Company Inc.'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 (IFRS), 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.

The engagement partner on the audit resulting in this auditors' report is Giuseppe Funicello.

*KPMG LLP**

Montréal, Canada

October 26, 2021

Highland Copper Company Inc.

Consolidated Statements of Financial Position

<i>(in US dollars)</i>	June 30, 2021	June 30, 2020
	\$	\$
ASSETS		
Current		
Cash (Note 4)	2,982,600	164,327
Sales taxes receivable	6,822	7,282
Prepaid expenses and other	32,048	29,297
	3,021,470	200,906
Non-current		
Capital assets (Note 5)	29,446	51,214
Exploration and evaluation assets (Note 6)	38,740,479	20,636,987
TOTAL ASSETS	41,791,395	20,889,107
LIABILITIES		
Current		
Accounts payable and accrued liabilities	2,236,842	916,939
Lease liabilities (Note 7)	-	9,446
Credit facility, including accrued interest (Note 8)	6,218,415	5,006,142
Note payable (Note 9)	-	55,000
Promissory note, including accrued interest (Note 10)	17,754,189	16,535,251
	26,209,446	22,522,778
Non-current		
Environmental liability (Note 11)	274,275	266,151
TOTAL LIABILITIES	26,483,721	22,788,929
SHAREHOLDERS' EQUITY (DEFICIT)		
Share capital (Note 12)	66,137,274	66,137,274
Contributed surplus	11,961,512	11,872,108
Deficit	(63,970,379)	(81,650,160)
Cumulative translation adjustment	1,179,267	1,740,956
TOTAL EQUITY (DEFICIT)	15,307,674	(1,899,822)
TOTAL LIABILITIES AND EQUITY (DEFICIT)	41,791,395	20,889,107

Going Concern (Note 2); Events after the Reporting Date (Note 24).

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 Income (loss) and Comprehensive Income (loss)

<i>(in US dollars)</i>	Years ended June 30,	
	2021	2020
	\$	\$
Expenses and other items		
Exploration and evaluation (Note 14)	590,117	787,564
Management and administration (Note 15)	1,005,129	978,320
Share-based compensation	-	27,646
Depreciation and amortization (Note 5)	21,824	81,603
Reversal of write-down of exploration and evaluation assets (Note 6)	(18,010,077)	-
Write-down of exploration and evaluation assets (Note 6)	197,904	-
Accretion on environmental liability (Note 11)	8,124	9,147
Finance expense (Note 16)	2,031,082	2,385,385
Gain on disposal of exploration and evaluation assets (Note 6)	(2,996,550)	-
Finance income	(19)	(5,376)
(Gain) loss on foreign exchange	(527,315)	107,049
Net income (loss) for the year	17,679,781	(4,371,338)
Other comprehensive income (loss)		
Item that may be subsequently reclassified to income		
Foreign currency translation adjustment	(561,689)	117,179
Comprehensive income (loss) for the year	17,118,092	(4,254,159)
Basic and diluted earnings (loss) per common share (Note 18)	0.04	(0.01)
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' Equity (deficit)

<i>(in US dollars)</i>	Number of issued and outstanding common shares	Share capital	Contributed surplus	Deficit	Cumulative translation adjustment	Total shareholders' equity (deficit)
		\$	\$	\$	\$	\$
Balance at June 30, 2020	472,933,689	66,137,274	11,872,108	(81,650,160)	1,740,956	(1,899,822)
Below-market element of credit facility (Note 8)	-	-	89,404	-	-	89,404
Net income for the year	-	-	-	17,679,781	-	17,679,781
Foreign currency translation adjustment	-	-	-	-	(561,689)	(561,689)
Balance at June 30, 2021	472,933,689	66,137,274	11,961,512	(63,970,379)	1,179,267	15,307,674
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 8)	-	-	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)

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,	
	2021	2020
	\$	\$
Operating activities		
Net income (loss) for the year	17,679,781	(4,371,338)
Adjustments		
Share-based compensation	-	27,646
Depreciation and amortization	21,824	81,603
Reversal of write-down of exploration and evaluation assets	(18,010,077)	-
Write-down of exploration and evaluation assets	197,904	-
Accretion on environmental liability	8,124	9,147
Loss on sale of capital assets	-	1,225
Unrealized loss (gain) on foreign exchange	(527,315)	107,049
Finance expense	2,029,372	2,374,891
Gain on disposal of exploration and evaluation assets	(2,996,550)	-
Finance income accrued	(19)	(5,376)
Finance income received	19	6,495
Changes in other working capital items		
Sales taxes receivable	1,145	5,053
Prepaid expenses and other	-	6,838
Accounts payable and accrued liabilities	1,209,450	(52,527)
	(386,342)	(1,809,294)
Investing activities		
Proceeds on sale of capital assets (Note 5)	-	5,666
Additions to exploration and evaluation assets (Note 6)	(257,275)	(178,410)
Proceeds on disposal of exploration and evaluation assets (Note 6)	3,000,000	-
	2,742,725	(172,744)
Financing activities		
Repayment of lease liabilities (Note 7)	(12,537)	(61,552)
Proceeds from credit facility (Note 8)	500,000	1,750,000
Reimbursement of note payable (Note 9)	(55,000)	(110,000)
	432,463	1,578,448
Effect of exchange rate changes on cash held in foreign currency	29,427	(37,129)
Net change in cash	2,818,273	(440,719)
Cash, beginning of year	164,327	605,046
Cash, end of year	2,982,600	164,327
<i>Supplemental cash flow information</i>		
Additions to exploration and evaluation assets included in accounts payable and accrued liabilities	-	87,500
Below-market element of credit facility in contributed surplus (Note 8)	89,404	163,312

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, 2021 and 2020 (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 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”) and the White Pine North copper project (the “White Pine North Project”), with final closing of its acquisition from Copper Range Company (“CRC”), a wholly-owned subsidiary of First Quantum Minerals Ltd.) completed on July 27, 2021 (Note 24). A mineral exploration property referred to as the UPX Property was sold subsequent to year-end (Note 24).

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 26, 2021.

Basis of measurement

These consolidated financial statements were prepared on the historical cost basis, less any impairment, except for the following material items:

- 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 3.

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, 2021 and 2020 (in US dollars)

2. GOING CONCERN

These consolidated financial statements have been prepared on the going concern basis, 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 obtain the necessary financing to complete the development of the projects, and future profitable production from the projects or proceeds from their disposition thereof.

Management estimates that the transactions completed subsequent to year end (refer to Note 24 – Events after the Reporting Date) provides the Company with adequate funding in order to reimburse the credit facility and accrued interest described in Note 8, to reimburse the promissory note and accrued interest described in Note 10, to replace the current environmental financial assurance bond related to the White Pine North Project amounting to approximately \$1.7 million, to meet all existing commitments and to provide for management and administration expenses for the next 12 months. However, since the Company does not generate revenues, the Company will need to obtain additional funds to pursue its operations and meet its obligations related to the development of the Copperwood and White Pine North projects.

To date, the Company has not yet generated positive cash flows from its operating activities and is in the exploration and development stage. The Company has a deficit of \$63,970,379 at June 30, 2021 (a deficit of \$81,650,160 at June 30, 2020) and has a working capital deficiency of \$23,187,976 as at June 30, 2021 (a working capital deficiency of \$22,321,872 at June 30, 2020).

The conditions and uncertainties described above indicate the existence of a material uncertainty that may cast 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 and reported expenses.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. 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 Delaware, 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. ("UPX"), incorporated in March 2017 in the State of Michigan, USA.

b) *Foreign currency translation*

The Company and its subsidiaries each determine their functional currency based on the currency of the primary economic environment in which they operate.

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. 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 Company's foreign operations are translated to the Company's presentation currency, for inclusion the consolidated financial statements. Foreign denominated assets and liabilities are translated at the exchange rate prevailing at the reporting date. 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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

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.

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, including accrued interest, is 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 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).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

c) *Financial instruments* (continued)

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 reporting 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 change 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.

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*

Cash includes 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, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

e) *Capital assets*

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, computers are 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, 2021 and 2020 (in US dollars)

3. 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 mining lease payments and costs of acquiring mineral rights are capitalized as exploration and evaluation assets. Exploration and evaluation assets are assessed for impairment indicators or the reversal of impairment indicators (not to exceed the amount of prior impairments) 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, 2021 and 2020 (in US dollars)

3. 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, 2021 and 2020 (in US dollars)

3. 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, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

i) Leases

At inception of a contract, the Company assesses whether a contract is, or contains, a lease. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. At inception or on reassessment of a contract that contains a lease component, the Company allocates the consideration in the contract to each lease component on the basis of their relative stand-alone prices.

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received. The right-of-use asset is subsequently depreciated on a straight-line basis from the commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. If the lease transfers ownership of the underlying asset to the Company by the end of the lease term or if the cost of the right-of-use asset reflects that the Company will exercise a purchase option, the right-of-use asset is depreciated from the commencement date to the end of the useful life of the underlying asset. The estimated useful lives of right-of-use assets are determined on the same basis as those of capital assets. In addition, the right-of-use asset is periodically reduced by impairment losses, if any, and adjusted for certain re-measurements of the lease liability. The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. The lease liability is measured at amortized cost using the effective interest rate method and is re-measured when there is a change in future lease payments. When the lease liability is re-measured, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero.

The Company presents right-of-use assets in capital assets, and lease liabilities under lease liabilities on the consolidated statements of financial position. The Company has elected not to recognize right-of-use assets and lease liabilities for short-term leases that have a lease term of 12 months or less and leases of low-value assets. The Company recognizes the lease payments associated with these leases as an expense on a straight-line basis over the lease term.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

j) *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.

k) *Equity*

Share capital represents the amount received on the issue of shares, less issuance costs. Contributed surplus includes changes related to share options and warrants until such equity instruments are exercised. Deficit includes all current and prior year's losses. Cumulative translation adjustment includes the foreign exchange impact of converting foreign operations. 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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

l) 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.

m) 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 share 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 reporting date, the amount recognized as an expense is adjusted to reflect the actual number of share 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.

n) Earnings (loss) per share

The Company presents basic and diluted earnings (loss) per share data for its common shares. Basic earnings (loss) per share is calculated by dividing the earnings (loss) attributable to common shareholders of the Company by the weighted average number of common shares outstanding during the period. Diluted earnings (loss) per share is determined by adjusting the earnings (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, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

o) 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.

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, 2021, 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, 2021.

Fair value of liabilities

The Company determined the fair value of the credit facility and the non-interest-bearing promissory note 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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

3. SUMMARY OF ACCOUNTING POLICIES (continued)

o) Significant accounting judgments and estimates (continued)

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).

p) 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, 2021. These updates are not expected to have a significant impact on the Company and are therefore not discussed herein.

4. CASH

As at June 30, 2021, the cash position of \$2,982,600 is to be disbursed pursuant to the 2021 Osisko Agreement described in Note 6, with an amount of \$1,676,149 to be used solely to replace the current environmental financial assurance bond necessary to complete the final closing of the acquisition related to the White Pine Project (Note 24) and the remaining amount to be disbursed pursuant to an approved budget by Osisko.

As at June 30, 2020, the cash position of \$164,327 was restricted to be disbursed pursuant to an approved budget by the lenders of the Credit Facility (Note 8).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

5. CAPITAL ASSETS

	Vehicles	Computer equipment and furniture	Exploration equipment	Right-of-use assets and leasehold improvements	Total
	\$	\$	\$	\$	\$
Cost					
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
Disposals	(25,538)	-	-	(93,183)	(118,721)
Effect of foreign exchange	-	1,717	3,066	-	4,783
Balance at June 30, 2021	-	55,212	183,936	-	239,148
Depreciation and amortization					
Balance at June 30, 2019	16,339	64,667	154,565	21,389	256,960
Depreciation and amortization	6,216	9,993	5,421	59,973	81,603
Disposals	-	(42,814)	-	-	(42,814)
Effect of foreign exchange	-	6,123	-	-	6,123
Balance at June 30, 2020	22,555	37,969	159,986	81,362	301,872
Depreciation and amortization	2,983	6,427	593	11,821	21,824
Disposals	(25,538)	-	-	(93,183)	(118,721)
Effect of foreign exchange	-	2,800	1,927	-	4,727
Balance at June 30, 2021	-	47,196	162,506	-	209,702
Carrying amounts					
Balance at June 30, 2020	2,983	15,526	20,884	11,821	51,214
Balance at June 30, 2021	-	8,016	21,430	-	29,446

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

6. EXPLORATION AND EVALUATION ASSETS

	Copperwood Project	White Pine North Project	UPX Property	Other properties	Total
	\$	\$	\$	\$	\$
Balance at June 30, 2019	17,102,484	3,132,246	-	151,084	20,385,814
Acquisition	209,775	25,000	-	31,135	265,910
Effect of foreign exchange	-	-	-	(14,737)	(14,737)
Balance at June 30, 2020	17,312,259	3,157,246	-	167,482	20,636,987
Acquisition	227,275	30,000	-	-	257,275
Sale of a silver royalty to Osisko (Note 6 d)	(1,500)	(1,950)	-	-	(3,450)
Reversal of write-down (Note 6 e)	-	-	18,010,077	-	18,010,077
Write-down (Note 6 f)	-	-	-	(197,904)	(197,904)
Effect of foreign exchange	-	7,072	-	30,422	37,494
Balance at June 30, 2021	17,538,034	3,192,368	18,010,077	-	38,740,479

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

a) *Copperwood Project, Michigan, USA*

The Company acquired the Copperwood Project in June 2014.

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, 2021 and 2020 (in US dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

b) *White Pine North Project, Michigan, USA*

On May 13, 2014, the Company acquired from CRC all rights, title and interest in the White Pine North Project. On July 27, 2021 (the final closing – Note 24), in accordance with the acquisition agreement, Highland (i) deposited an agreed amount of \$1,676,149 with the Michigan Department of Environment, Great Lakes, and Energy (“EGLE”) 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. Highland assumed all of CRC’s environmental liabilities related to the former White Pine mine site and will also be responsible for all ongoing environmental obligations.

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, 2021, the Company has not yet estimated any proven and probable reserves at the White Pine North 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.

c) *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 connection thereto, an amount of \$575,000 was paid to the lessor based on a schedule of payments, as described in Note 9. The lease agreement also calls for annual lease payments of \$30,000 in 2021 (payment made) and 2022, and \$1,000,000 thereafter. Upon commencement of production, Highland will have to pay to the holder of the mineral rights (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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

d) *Royalty agreements*

In accordance with an agreement entered into in December 2014 (and subsequently amended in June 2016), Osisko Gold Royalties Ltd. ("Osisko") held a 3.0% net smelter return royalty on all metals to be produced from the mineral rights and leases associated with the Copperwood Project (the "Copperwood NSR"). The June 2016 amendment also provided that upon final closing of the acquisition of the White Pine North Project, the Company would grant Osisko a 1.5% NSR royalty on all metals to be produced from the White Pine North Project, and Osisko's royalty on the Copperwood Project would be then reduced to 1.5%. In December 2014, the Company had also granted to Osisko an option to purchase for \$26 million a 100% NSR on future silver production from the Company's projects (the "Silver Option Royalty").

On June 29, 2021, the Company entered into an agreement with Osisko (the "2021 Osisko Agreement") pursuant to which Osisko has exercised a portion of its Silver Option Royalty on future production from the Copperwood and White Pine North projects. Pursuant to the 2021 Osisko Agreement, which modified the terms and conditions of the exercise of the Silver Option Royalty (including the removal of silver from the Copperwood NSR agreement), the Company has received an initial payment of \$3 million (the "Initial Payment") in consideration for which the Company has granted Osisko a 3/26th NSR royalty on all future silver production from the Copperwood and White Pine North projects. Osisko has the option to acquire the remaining 23/26th NSR royalty on all silver produced from the Copperwood and White Pine North projects by paying an additional \$23 million to Highland within 60 days following the delivery of a feasibility study on the White Pine North Project.

The Initial Payment was accounted for as a sale of a portion of the Copperwood and White Pine North projects. The carrying value of the exploration and evaluation assets disposed was determined taking into account silver income relative to income from all metals to be produced at the Copperwood and White Pine North projects. The resulting amount of \$3,450 reduced the carrying amount of the Copperwood and White Pine North projects with the difference accounted for as a gain on disposal.

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: Upper Peninsula Copper Holdings Inc., Copperwood Resources Inc., White Pine Copper LLC and Keweenaw Copper Co.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

6. EXPLORATION AND EVALUATION ASSETS (continued)

e) 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 10). The Note is secured by a first priority security interest over the UPX Property. RTX has retained a 2% NSR royalty on all mineral interests.

On August 27, 2021, the Company completed the sale of the UPX Property to a subsidiary of Orion Mine Finance (“Orion”), a significant shareholder of the Company (Note 24) and consequently, on June 30, 2021, the Company reversed a previous write-down of exploration and evaluation assets in the amount of \$18,010,077.

f) Write-down

In December 2012, the Company had entered into a 10-year lease agreement for the exploration and development of mineral properties located in Michigan. On April 22, 2021, the Company received a lease termination notice from the titleholder for the non-payment of the lease amount that was due in December 2020. Consequently, the Company has written off the amount of \$197,904 in exploration and evaluation assets related to this lease.

7. LEASE LIABILITIES

The balance of the lease liabilities as at June 30, 2021 is as follows:

	Years ended June 30,	
	2021	2020
	\$	\$
Balance, beginning of year	9,446	-
Lease liabilities on adoption of IFRS 16	-	58,183
Accretion expense	3,091	12,815
Repayment of liabilities	(12,537)	(61,552)
Balance, end of year	-	9,446

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

8. CREDIT FACILITY

On May 20, 2019, the Company entered into a loan agreement with Greenstone Resources II LP ("Greenstone") and Osisko (collectively, the "Lenders"), which are deemed to have significant influence over the Company. Under the terms of the loan agreement, the Lenders agreed to provide the Company with a loan of up to \$4,500,000, which amount was disbursed in a number of tranches until February 2020. On September 4, 2020, pursuant to an amendment to the loan agreement, Osisko made available to the Company an additional amount of \$500,000 increasing the total indebtedness under the loan agreement to \$5,000,000, plus accrued interest. The loan bears interest at a rate of 12% per annum. The maturity date of the loan agreement was extended on several occasions, but since October 31, 2020, the loan as well as accrued interest are payable on demand. 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: Upper Peninsula Copper Holdings Inc., Copperwood Resources Inc., White Pine Copper LLC and Keweenaw Copper Co.

The Company accounted for the estimated fair value of the 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, 2021, the balance of the loan was adjusted by \$89,404 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,	
	2021	2020
	\$	\$
Balance, beginning of year	5,006,142	2,495,484
Modification adjustment	(89,404)	(163,312)
Loan, discounted at the rate of 20%	494,670	1,721,829
Interest payable	681,785	503,178
Accretion of loan and amortization of transactions costs	125,222	448,963
Balance, end of year	6,218,415	5,006,142

On August 27, 2021, the Company settled all amounts due under the Credit Facility (Note 24).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

9. 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 6 - *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, which matured on December 31, 2020.

The balance of the note payable is determined as follows:

	Years ended June 30,	
	2021	2020
	\$	\$
Balance, beginning of year	55,000	165,000
Reimbursements	(55,000)	(110,000)
Balance, end of year	-	55,000

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

10. 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 6. 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. 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 8.1% at June 30, 2021). The Note is secured by a mortgage over the acquired property and a general security agreement over all the assets of UPX Minerals Inc ("UPX").

The balance of the Note is determined as follows:

	Years ended June 30,	
	2021	2020
	\$	\$
Balance, beginning of year	16,535,251	15,128,068
Accrued interest	1,218,938	1,407,183
Balance, end of year	17,754,189	16,535,251

On August 27, 2021, the Company sold UPX to Orion for cash of \$3 million and the assumption by Orion of the amount owing under the above promissory note (Note 24).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

11. ENVIRONMENTAL LIABILITY

The environmental liability consists of a provision for reclamation costs related to the White Pine North Project (Note 6). The undiscounted cash flow amount of the liability is estimated at \$335,000. The present value of the liability was calculated using a discount rate of 8.0% and is reflecting payments to be made until 2030, inclusively.

	Years ended June 30,	
	2021	2020
	\$	\$
Balance, beginning of year	266,151	257,004
Accretion expense	8,124	9,147
Balance, end of year	274,275	266,151

12. 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, 2021, the Company had 472,933,689 issued and outstanding common shares (472,933,689 at June 30, 2020).

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, 2021 and June 30, 2020.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

13. SHARE OPTIONS

The following table sets out the activity in stock options:

	Years ended June 30,			
	2021		2020	
	Number	Average exercise price (C\$)	Number	Average exercise price (C\$)
Number of options				
Balance, beginning of year	8,675,000	0.12	13,685,000	0.17
Expired	(1,150,000)	(0.11)	(5,010,000)	(0.20)
Balance, end of year	7,525,000	0.12	8,675,000	0.12

The following table reflects the share options issued and outstanding at June 30, 2021:

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	6,775,000	0.11	1.2	6,775,000	0.11
October 26, 2017	750,000	0.17	1.3	750,000	0.17
	7,525,000	0.12	1.2	7,525,000	0.12

14. EXPLORATION AND EVALUATION EXPENSES

	Years ended June 30,	
	2021	2020
	\$	\$
Labour	90,168	181,771
Studies	91,725	174,323
Contractors	207,176	217,439
Office, overhead and other administrative costs	201,048	212,806
Loss on sale of capital assets	-	1,225
	590,117	787,564

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

15. MANAGEMENT AND ADMINISTRATION EXPENSES

	Years ended June 30,	
	2021	2020
	\$	\$
Administrative and general	687,727	614,105
Professional fees	184,333	158,197
Office	102,730	143,545
Investor relations and travel	2,111	40,872
Reporting issuer costs	28,228	21,601
	1,005,129	978,320

16. FINANCE EXPENSE

	Years ended June 30,	
	2021	2020
	\$	\$
Interest on credit facility (Note 8)	807,007	952,141
Interest on note payable (Note 9)	1,650	9,900
Interest on promissory note (Note 10)	1,218,938	1,407,183
Accretion on lease liabilities (Note 7)	3,091	12,815
Other	396	3,346
	2,031,082	2,385,385

Highland Copper Company Inc.
Notes to Consolidated Financial Statements
Years ended June 30, 2021 and 2020 (in US dollars)

17. INCOME TAXES

The reconciliation of the effective tax rate is as follows:

	Years ended June 30,	
	2021	2020
	\$	\$
Net income (loss) before income tax	17,679,781	(4,371,338)
Tax using the Company's domestic tax rate	26.50% 4,685,142	26.58% (1,161,985)
Share-based compensation		(0.17%) 7,349
Non-deductible expenses and non-taxable revenues		5.28% (230,801)
Effect of tax rate in foreign jurisdictions	(0.82%) (145,064)	(0.44%) 19,377
Unrecognized tax assets	(23.57%) (4,167,355)	(38.01%) 1,661,543
Foreign exchange and others	(2.11%) (372,723)	6.76% (295,483)
Deferred income tax	-	-

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

	June 30, 2021		
	Assets	Liabilities	Net
	\$	\$	\$
Advances in foreign currency	-	(201,703)	(201,703)
Non-capital loss carry-forwards	201,703	-	201,703
	201,703	(201,703)	-
Offsetting of tax assets and liabilities	(201,703)	201,703	-
	-	-	-

	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	-
	-	-	-

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

17. INCOME TAXES (continued)

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

	Canada	USA	June 30, 2021 Total
	\$	\$	\$
Non-capital loss carry-forwards	15,001,600	30,410,552	45,412,152
Capital assets	256,226	108,335	364,561
Exploration and evaluation assets	1,669,887	4,264,673	5,934,560
Financing expenses and others	680,362	1,376,170	2,056,532
	17,608,075	36,159,730	53,767,805

	Canada	USA	June 30, 2020 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

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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

17. INCOME TAXES (continued)

Non-capital losses expire as follows:

	USA	Canada
	\$	\$
2026	-	83,287
2027	-	97,088
2028	-	244,924
2029	-	434,317
2030	-	600,609
2031	-	767,220
2032	-	1,105,604
2033	-	77,603
2034	1,256,944	916,652
2035	5,464,483	1,989,333
2036	1,101,253	834,320
2037	4,408,457	1,733,703
2038	8,638,707	1,898,780
2039	-	1,575,504
2040	-	1,768,546
2041	-	1,635,252
	20,869,844	15,762,743

The Company also has non-capital losses available in the USA amounting to \$9,540,708 with no expiry date. A deferred income tax on non-capital losses has been recognized for an amount of \$761,143 (\$2,594,963 in 2020).

18. LOSS PER SHARE

The calculation of basic and diluted earnings (loss) per share for the year ended June 30, 2021 was based on net income attributable to common shareholders of \$17,118,092 (a net loss of \$4,371,338 in 2020) and the weighted average number of common shares outstanding of 472,933,689 (472,933,689 in 2020). Excluded from the calculation of the diluted loss per share for the year ended June 30, 2020 are 8,675,000 share options because to include them would be anti-dilutive as they would have the effect of decreasing the loss per share.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

19. RELATED PARTY TRANSACTIONS

In addition to the loan agreement described in Note 8, the detail of transactions between the Company and its related parties is as follows:

During the year ended June 30, 2021, the Company incurred administration expenses of \$64,287 from Reunion Gold Corporation, a related party by virtue of common management and directors (\$77,241 in 2020).

At June 30, 2021, the Company had an amount payable of \$126,051 to Reunion Gold Corporation, included in accounts payable and accrued liabilities on the consolidated statements of financial position (\$38,859 at June 30, 2020).

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,	
	2021	2020
	\$	\$
Wages and consulting fees, included in management and administration expenses	560,233	497,419
Share-based compensation	-	12,353
	560,233	509,772

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

20. 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, 2021, managed capital was \$39,280,278 (\$19,696,571 at June 30, 2020).

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 the sale of equity capital of the Company, the sale by the Company of an interest in any of its properties in whole or in part, or shareholder loans. 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, 2021. The Company is not subject to any externally imposed capital requirements as at June 30, 2021.

21. 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, 2021.

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 (Note 24). The Company generates cash flow only from its financing activities.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

21. FINANCIAL RISK MANAGEMENT (continued)

Liquidity risk (continued)

The following table summarizes the contractual maturities of the Company's financial liabilities as at June 30, 2021:

	Carrying amount	Settlement amount	Within 1 year	2 years	Over 2 years
	\$	\$	\$	\$	\$
Accounts payable and accrued liabilities	2,236,842	2,236,842	2,236,842	-	-
Credit facility	6,218,415	6,218,415	6,218,415	-	-
Promissory note	17,754,189	17,754,189	17,754,189	-	-
	26,209,446	26,209,446	26,209,446	-	-

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 is 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 \$148,000.

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 by \$62,000 as at June 30, 2021 (\$50,000 as at June 30, 2020).

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

21. 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. 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, 2021, financial assets and liabilities denominated in a foreign currency consisted of cash of \$1,274,152, accounts payable and accrued liabilities of \$315,699, and credit facility of \$6,218,415. The impact on profit or loss of a 10% increase or decrease in the US dollar against the Canadian dollar would be approximately \$525,000.

22. FAIR VALUE OF FINANCIAL INSTRUMENTS

The carrying value of cash, accounts payable and accrued liabilities, credit facility 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.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

23. 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, 2021		
	Canada	USA	Total
	\$	\$	\$
Current assets	1,335,930	1,685,540	3,021,470
Capital assets	-	29,446	29,446
Exploration and evaluation assets	-	38,740,479	38,740,479
Total assets	1,335,930	40,455,465	41,791,395

	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

24. EVENTS AFTER THE REPORTING DATE

Final Closing of the Acquisition of the White Pine North Project

On July 27, 2021, the Company completed the acquisition of the White Pine North Project in Michigan. As part of the transaction with CRC (as seller), the Company agreed to assume all environmental obligations concerning the White Pine mining facility formerly operated by CRC. In addition, the Company has provided a certificate of deposit in the amount of \$1,676,149 for the benefit of the Michigan Department of Environment, Energy and Great Lakes as financial assurance for the performance of environmental obligations associated with the remediation and closure plan of the historical White Pine mine site.

Sale of the UPX Project

On August 27, 2021, the Company completed the sale of all of the issued and outstanding shares of UPX to Sweetwater Royalties ("Sweetwater"), a company owned by Orion, in exchange for a cash consideration of \$3 million and the assumption, by Sweetwater, of the promissory note in the amount of approximately \$18 million in favor of RTX (Note 10). In connection with the closing of the transaction, the Company was released from its guarantee of the amount owing under the promissory note.

Highland Copper Company Inc.

Notes to Consolidated Financial Statements

Years ended June 30, 2021 and 2020 (in US dollars)

24. EVENTS AFTER THE REPORTING DATE (continued)

Private Placement

On August 27, 2021 and on September 9, 2021, the Company completed in two tranches a non-brokered private placement (the “**Offering**”) resulting in gross proceeds of Can \$26,342,993 (approximately \$21.3 million). The Offering consisted of the issuance of 263,429,930 units (“**Units**”) at a price of Can \$0.10 per Unit. Each Unit consisted of one common share of the Company and one half of one common share purchase warrant (each whole warrant, a “**Warrant**”), with each Warrant exercisable to acquire one common share at Can \$0.18 until August 27, 2023. In connection with the completion of the Offering, the Company paid cash finder’s fees in the aggregate amount of Can \$104,500.

Certain insiders of the Company acquired Units in the Offering, including Orion who acquired 62,310,000 Units for an amount of Can \$6,231,000 (approximately \$5.0 million) and Greenstone who acquired 36,635,620 Units for an amount of Can \$3,663,562 (approximately \$2.9 million).

Settlement of Credit Facility

On closing of the Offering, the Company settled all amounts due to Osisko and Greenstone pursuant to the loan agreement described in Note 8 (including accrued interest), for a total amount of \$6,337,704.