UCORE RARE METALS INC.

(A Development Stage Enterprise)

Unaudited Condensed Interim Consolidated Financial Statements

Second Quarter
For the six month period ended June 30, 2015

In accordance with National instrument 51-102, released by the Canadian Securities Administrators, the Company discloses that its auditors have not reviewed the unaudited consolidated financial statements for the period ended June 30, 2015.

UCORE RARE METALS INC.

Condensed Interim Consolidated Statements of Financial Position
Expressed in Canadian dollars
(unaudited - Prepared by Management)

	June 30, 2015	December 31, 2014
	$	$
ASSETS		
Current assets		
Cash	1,311,892	2,328,659
Restricted Cash	222,411	207,185
Marketable securities	250	1,000
Trade and other receivables	162,209	139,013
Royalty financing receivable (note 9)	2,625,600	-
Prepaid expenses (note 5)	265,480	308,467
	4,587,842	2,984,324
Equipment	406,904	332,599
Intangible assets (note 8)	1,130,391	
Resource properties and related deferred costs (note 6)	35,051,790	32,664,247
	41,176,927	35,981,170
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities		
Accounts payable and accrued liabilities	292,252	692,827
Short-term debt (note 6)	389,178	-
	681,430	692,827
Long-term liabilities		
Convertible royalty liability (note 9)	5,157,610	-
	5,839,040	1,385,654
Shareholders' equity		
Share capital	45,865,391	45,859,586
Contributed surplus	9,920,243	9,771,525
Warrants (note 12)	5,577,377	5,578,632
Accumulated other comprehensive loss	3,407,169	1,987,075
Deficit	(29,432,293)	(27,908,475)
	35,337,887	35,288,343
	41,176,927	35,981,170

Nature of operations (note 1)

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

Approved on behalf of the Board of Directors

(s) Jim McKenzie *(s) Jos De Smedt, Director*

UCORE RARE METALS INC.

Condensed Interim Consolidated Statements of Comprehensive Loss
Expressed in Canadian dollars
(unaudited - Prepared by Management)

	For the Three Months Ended June 30		For the Six Months Ended June 30	
	2015	2014	2015	2014
	$	$	$	$
EXPENSES				
Amortization	9,827	10,484	19,618	22,877
Investor relations and marketing	64,801	26,247	111,009	78,230
Office and premises	59,308	79,493	122,044	140,769
Professional services	124,069	409,415	150,449	455,650
Salaries and consultants	416,647	652,443	764,744	1,003,312
Securities and regulatory	20,622	58,177	69,109	62,939
Share-based payments	68,453	202,168	137,279	283,887
Travel	50,186	31,308	100,338	65,742
Accretion (note 9)	50,810	-	50,810	-
	864,723	1,469,735	1,525,400	2,113,406
OTHER INCOME (LOSS)				
Interest income	796	21,036	4,340	26,869
Foreign exchange	(6,391)	(14,912)	(2,758)	(13,535)
	(5,595)	6,124	1,582	13,334
LOSS BEFORE INCOME TAXES	(870,318)	(1,463,611)	(1,523,818)	(2,100,072)
INCOME TAXES RECOVERABLE	-	-	-	-
NET LOSS	(870,318)	(1,463,611)	(1,523,818)	(2,100,072)
Net Loss per share - basic and diluted	(0.00)	(0.01)	(0.01)	(0.01)
Weighted average number of basic and diluted common shares outstanding	197,564,049	151,584,058	197,563,758	184,433,611
COMPREHENSIVE LOSS:				
Net loss for the periods	(870,318)	(1,463,611)	(1,523,818)	(2,100,072)
Items which may be subsequently recycled through profit or loss				
Foreign currency translation difference arising on translation of foreign subsidiaries	(344,536)	(572,661)	1,420,844	(53,090)
Unrealized gain (loss) on available-for-sale securities	-	-	(500)	250
	(1,214,854)	(2,036,272)	(103,474)	(2,152,912)

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

UCORE RARE METALS INC.
Interim Consolidated Statement of Changes in Equity
Expressed in Canadian dollars
(unaudited - Prepared by Management)

	Number of Shares	Share Capital	Contributed Surplus	Warrants	Accumulated Other Comprehensive Income (Loss)	Deficit	Total Equity
Balance at January 1, 2014	173,833,402	$ 40,699,968	$ 9,144,336	$ 2,072,993	$ 536,370	$ (24,005,732)	$ 28,447,935
Net Loss						(2,100,072)	(2,100,072)
Impairment of marketable securities					250		250
Foreign currency translation adjustment					(53,090)		(53,090)
Financing (net of costs)	20,731,912	3,966,075		3,766,205			7,732,280
Share-based payments			301,591				301,591
Shares issued on exercise of warrants	2,448,157	788,539					788,539
Fair value of warrants exercised		260,566		(260,566)			-
Shares issued on exercise of options	550,000	71,500					71,500
Fair value of options exercised		72,938	(72,938)				-
Balance at June 30, 2014	197,563,471	$ 45,859,586	$ 9,372,989	$ 5,578,632	$ 483,530	$ (26,105,804)	$ 35,188,933
Balance at January 1, 2015	197,563,471	$ 45,859,586	$ 9,771,525	$ 5,578,632	$ 1,987,075	$ (27,908,475)	$ 35,288,343
Net Loss						(1,523,818)	(1,523,818)
Impairment of marketable securities					(750)		(750)
Foreign currency translation adjustment					1,420,844		1,420,844
Share-based payments			148,718				148,718
Shares issued on exercise of warrants	13,000	4,550					4,550
Fair value of warrants exercised		1,255		(1,255)			-
Balance at June 30, 2015	197,576,471	$ 45,865,391	$ 9,920,243	$ 5,577,377	$ 3,407,169	$ (29,432,293)	$ 35,337,887

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

UCORE RARE METALS INC.

Condensed Consolidated Statements of Cash Flows
Expressed in Canadian dollars
(unaudited - Prepared by Management)

	For the Six Months ended June 30, 2015	2014
	$	$
CASH FLOWS FROM OPERATING ACTIVITIES		
Net loss for the period	(1,523,818)	(2,100,072)
Adjustments for items not involving cash:		
Amortization	19,618	22,877
Interest on short-term debt	5,868	-
Accretion expense	50,810	-
Share-based payments	137,279	283,887
	(1,310,243)	(1,793,308)
Change in non-cash operating working capital:		
Decrease (increase) in trade and other receivables	(23,196)	71,922
Decrease (increase) in royalty financing receivable	(2,625,600)	
Decrease (increase) in prepaid expenses	42,987	(345,999)
Increase (decrease) in accounts payable and accruals	(41,705)	(37,645)
	(3,957,757)	(2,105,030)
CASH FLOWS FROM FINANCING ACTIVITIES		
Issuance of short-term debt	383,310	-
Issuance of convertible royalty for cash	5,106,800	-
Increase in restricted cash	(15,226)	-
Issuance of common shares and warrants for cash	-	7,878,127
Issuance of common shares on exercise of options and warrants	4,550	860,039
Issue costs of common shares and warrants	-	(145,847)
	5,479,434	8,592,319
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of equipment	(106,603)	(819)
Purchase of intangible assets	(1,130,391)	-
Cash spent on resource property interests and options	(1,301,450)	(654,186)
Purchases of short-term deposits	-	(8,199,826)
Proceeds from redemption of short-term deposits	-	1,989,605
	(2,538,444)	(6,865,226)
INCREASE (DECREASE) IN CASH	(1,016,767)	(377,937)
CASH, beginning of period	2,328,659	1,311,770
CASH, end of period	1,311,892	933,833
Non-cash financing and investment activities:		
Accounts payable and accrued liabilties related to resource properties and related deferred costs	(358,869)	84,206

1. NATURE OF OPERATIONS

Ucore Rare Metals Inc. ("Ucore" or the "Company") is a Corporation domiciled in Canada. The address of the Company's head office is 210 Waterfront Drive, Suite 106, Halifax N.S., B4A 0H3. The Company is engaged in the exploration for rare earth elements. The Company is in the process of exploring its resource properties and has not yet determined whether these properties contain ore reserves that are economically recoverable. To date, the Company has not earned significant revenues and is considered to be a development stage enterprise.

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

The ability of the Company to continue as a going concern and the recoverability of amounts shown for resource properties are dependent upon the discovery of economically recoverable reserves, the ability of the Company to obtain necessary financing to complete exploration and development; and the future profitable production or proceeds from disposition of such properties. These condensed interim consolidated financial statements do not give effect to adjustments necessary to the carrying values and classification of assets and liabilities should the Company be unable to continue as a going concern.

2. BASIS OF PRESENTATION

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with IFRS applicable to the preparation of interim financial statements, including IAS 34 Interim Financial Reporting.

The policies applied in these condensed interim consolidated financial statements are consistent with the policies disclosed in the consolidated financial statements for the year ended December 31, 2014 with the exception of those new standards, amendments, and interpretations mandatorily effective as of January 1, 2015 discussed in note 3. The date the Board of Directors approved the financial statements is August 31, 2015.

Basis of measurement

The condensed interim consolidated financial statements have been prepared on the historical cost basis except for available for sale financial assets, share based payments, and warrants measured at fair value.

Items included in the financial statements of each of the Company's subsidiaries are measured using the currency of the primary economic environment in which the entity operates ("functional currency"). The condensed interim consolidated financial statements are presented in Canadian dollars, which is the functional and presentation currency of the Company.

Use of estimates and judgments

The preparation of financial statements requires management to make estimates, judgments, and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the year. These estimates 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. The determination of estimates requires the exercise of judgments based on various assumptions and other factors such as historical experience and current and expected economic conditions. Actual results could differ from those estimates.

For the six month period ended June 30, 2015 (Expressed in Canadian dollars)

3. ACCOUNTING CHANGES AND RECENT PRONOUNCEMENTS

(a) Adoption of new accounting standards

The Company adopted the following accounting standards and amendments to accounting standards effective January 1, 2015:

Amendments to IAS 19, Employee Benefits, clarify requirements in relation to contributions by employees and third parties. In addition, these amendments permit contributions that are independent of the number of years of service to be recognized as a reduction in the service cost in the period in which the service is rendered, instead of allocating the contributions to periods of service. There was no impact on the Company's condensed interim consolidated financial statements upon the adoption of these amendments.

(b) Standards issued but not yet adopted:

For the purposes of preparing and presenting the Company's condensed interim consolidated financial statements, the Company has adopted all applicable standards and interpretations issued other than those discussed below. These standards have not been adopted because they are not effective for the Company until subsequent to December 31, 2015. Standards and interpretations issued, but not yet adopted include:

	Effective for the Company
Amendments to IAS 1, Presentation of Financial Statements	January 1, 2016
Amendments to IAS 16, Property, Plant and Equipment	January 1, 2016
Amendments to IAS 28, Investments in Associates and Joint Ventures	January 1, 2016
Amendments to IAS 38, Intangibles	January 1, 2016
Amendments to IFRS 10, Consolidated Financial Statements	January 1, 2016
Amendments to IFRS 11, Joint Arrangements	January 1, 2016
IFRS 15, Revenue from Contracts with Customers	January 1, 2017
IFRS 9, Financial Instruments	January 1, 2018

In December 2014, the IASB issued amendments to IAS 1, Presentation of Financial Statements. These amendments clarify materiality guidance, aggregation and disaggregation of items in the statement of financial position, aggregation of an entity's share of other comprehensive income of equity accounted associates and joint ventures, and guidance on ordering of financial statement notes. These amendments are effective for annual periods beginning on or after January 1, 2016. The Company is currently evaluating the impact of these amendments on its consolidated financial statements.

In May 2014, the IASB issued amendments to IAS 16, Property, Plant and Equipment and IAS 38, Intangibles. These amendments prohibit the use of revenue-based depreciation methods for property, plant and equipment and limit the use of revenue-based amortization for intangible assets. These amendments are effective for annual periods beginning on or after January 1, 2016 and are to be applied prospectively. These amendments are not anticipated to impact the Company's consolidated financial statements as revenue-based depreciation or amortization methods are not used.

In September 2014, the IASB issued amendment to IAS 28, Investments in Associates and Joint Ventures, and IFRS 10, Consolidated Financial Statements. These amendments and address a conflict between IAS 28 and IFRS 10 and clarify that in a transaction involving an associate or joint venture the extent of gain or loss recognition depends on whether the assets sold or contributed constitute a business. These amendments are effective for annual periods beginning on or after January 1, 2016. These amendments are not anticipated to impact the Company's consolidated financial statements.

In May 2014, the IASB issued amendments to IFRS 11, Joint Arrangements. The amendments clarify the accounting for acquisitions of an interest in a joint operation when the operation constitutes a business. The amendments are effective for annual periods beginning on or after January 1, 2016, with earlier application being permitted. These amendments are not anticipated to impact the Company's consolidated financial statements.

In May 2014, the IASB issued IFRS 15, Revenue from Contracts with Customers. The standard replaces IAS 11, Construction Contracts; IAS 18, Revenue; IFRIC 13, Customer Loyalty Programmes; IFRIC 15, Agreements for the Construction of Real Estate; IFRIC 18, Transfer of Assets from Customers; and SIC 31, Revenue – Barter Transactions Involving Advertising Services. This standard establishes principles for reporting the nature, amount, timing, and uncertainty of revenue and cash flows arising from an entity's contract with customers. This standard is effective for annual periods beginning on or after January 1, 2017, and permits early adoption. The Company is currently evaluating the impact of this standard on the consolidated financial statements.

In July 2014, the IASB issued IFRS 9, Financial Instruments, which will replace IAS 39, Financial Instruments, Recognition and Measurement. The replacement standard provides a new model for the classification and measurement of financial instruments. The IASB has determined the revised effective date for IFRS 9 will be for annual periods beginning on or after January 1, 2018. The Company will evaluate the impact of the change to the consolidated financial statements based on the characteristics of financial instruments outstanding at the time of adoption.

4. CAPITAL MANAGEMENT

The Company's capital at June 30, 2015 consists of shareholders' equity of $35,337,887 (2014: 35,288,343). The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition and exploration of resource properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financings. Future financings are dependent on market conditions, and there can be no assurance the Company will be able to raise funds in the future.

The Company invests all capital that is surplus to its immediate operational needs in short-term, highly-liquid, high-grade financial instruments.

There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements.

5. RELATED PARTY TRANSACTIONS

As at June 30, 2015 the Company has recorded an advance to officers of the Company in the amount of $192,088 (December 31, 2014 - $192,088), which is non-interest bearing with no fixed terms of repayment. During the period ending June 30, 2015, the Company paid $93,132 (2014 - $108,646) in consulting fees to a Company of which a director is a partner.

All related party transactions were in the normal course of operations and were valued at the exchange amount agreed to between the parties.

6. SHORT-TERM DEBT

The Company entered into a loan agreement for $383,310 in short-term debt during the period. This loan is to be repaid in full on August 3, 2015 with interest calculated at 6% per annum. The loan is secured by the barge at the Bokan Mountain property which was previously used as a site camp.

For the six month period ended June 30, 2015 (Expressed in Canadian dollars)

7. RESOURCE PROPERTIES AND RELATED EXPLORATION COSTS

The Company's interest in resource properties and related exploration costs consist of the following:

	December 31, 2014	Acquisition Costs	Deferred Exploration Costs	Impairment	Movement in exchange rates	June 30, 2015
Bokan Mountain, Alaska	$ 32,082,396	$ -	$ 966,699	$ -	$ 1,420,844	$ 34,469,939
Ray Mountains, Alaska	$ 329,857	-	-	-	-	$ 329,857
Seagull Tin, Yukon	$ 251,994					$ 251,994
	$ 32,664,247	$ -	$ 966,699	$ -	$ 1,420,844	$ 35,051,790

	December 31, 2013	Acquisition Costs	Deferred Exploration Costs	Impairment	Movement in exchange rates	December 31, 2014
Bokan Mountain, Alaska	$ 25,291,005	$ 105,820	$ 5,235,116	$ -	$ 1,450,455	$ 32,082,396
Ray Mountains, Alaska	306,191	-	23,666	-	-	$ 329,857
Seagull Tin, Yukon	-	251,994	-	-	-	$ 251,994
	$ 25,597,196	$ 357,814	$ 5,258,782	-	$ 1,450,455	$ 32,664,247

8. INTANGIBLE ASSETS

The Company has an option to make payments of $2.9 million USD to secure the rights to the proprietary Superlig® Molecular Recognition Technology ("MRT") for rare earth, tailings, and catalytic converter recycling applications. To date, the Company has made payments totaling $1,130,391 ($915,000 USD) to IBC Advanced Technologies Inc. ("IBC"). These payments, when complete, will result in the creation of an entity controlled by both IBC and the Company which will hold the rights to this technology. The expected life of this intangible asset is indefinite; however the amortization method, useful life, and residual value will be assessed annually.

9. ROYALTY BASED FINANCING

The Company entered into an agreement on May 20, 2015 in which $5,106,800 was raised through the sale of a royalty on the future sale of products and services related to the processing of rare earth elements and other specialty metals and critical materials utilizing the SuperLig® MRT. Under the terms of the agreement, the purchaser will make payments totaling $4,000,000 USD over a 120 day period, $2,000,000 USD of this amount has been received prior to June 30, 2015.

The royalty will be on production from future MRT installations and be comprised of a gross royalty of 5% of sales payable until the recapture of the investment; and a net smelter royalty of 2% on the first production client with expected gross revenue, as estimated by the Company, exceeding $50,000,000 per annum.

The purchaser has the option to increase the amount of the investment by up to $1,000,000 in exchange for a larger royalty if, prior to August 13, 2015, written notice is provided signaling such intent. This may be done in tranches of $500,000 USD, where each $500,000 USD payment would result in an increase in the royalty by a factor of 0.25%. This option expired subsequent to quarter end.

The purchaser has the right to convert the total amount of the investment, minus any royalty amounts already then paid, into common shares of the Company. If the purchaser elects to convert such amount, the Company's royalty obligation shall cease, and the conversion amount shall be converted into common shares at the greater of (i) the 30 day volume weighted average share price of the Company's common shares, less a 20% discount, (ii) the market price of the Company's common shares on the day immediately prior to the conversion date, less a 20% discount; or (iii) $0.25 per common share.

For the six month period ended June 30, 2015 (Expressed in Canadian dollars)

The proceeds of this transaction have been recorded as a long term liability since the instrument can be settled by issuance of a variable number of shares. The liability is being recorded using the effective interest method, resulting in accretion of the liability balance to the expected future royalty payments. The effective interest rate used is 9%, and will be adjusted over time if there are changes expected in the underlying cash flows.

The Company's convertible royalty liability balance is made up of the following:

	December 31. 2014	Additions	Accretion	June 30, 2015
Convertible royality liability	$ -	5,106,800	50,810	$ 5,157,610
	$ -	$ 5,106,800	$ 50,810	$ 5,157,610

10. SHARE BASED PAYMENTS

Changes in stock options during the six month period ended June 30, 2015 and year ended December 31, 2014 are summarized as follows:

	Six month period ended June 30, 2015		Year ended December 31, 2014	
	Number of options	Weighted average exercise price $	Number of options	Weighted average exercise price $
Opening balance	13,825,000	0.37	10,525,000	0.40
Granted	300,000	0.38	4,350,000	0.28
Exercised	-	-	(550,000)	0.13
Forfeited	(500,000)	0.38	(500,000)	0.60
Closing balance	13,625,000	0.37	13,825,000	0.37

No options were exercised during the quarter ended June 30, 2015, the weighted average share price on the date on which options were exercised during the prior year was $0.38. The following table summarizes information about the stock options outstanding and exercisable at June 30, 2015:

Exercise price per share $	Number of outstanding options	Expiry Date	Number of exercisable options
0.25	500,000	May 13, 2018	500,000
0.26	3,685,000	June 11, 2018	3,685,000
0.26	250,000	October 30, 2018	250,000

For the six month period ended June 30, 2015 (Expressed in Canadian dollars)

0.27	150,000	February 17, 2019	100,000
0.27	650,000	April 25, 2019	433,333
0.27	2,900,000	June 30, 2019	1,933,333
0.28	250,000	May 14, 2017	250,000
0.32	500,000	June 30, 2019	333,333
0.38	300,000	June 12, 2020	-
0.40	300,000	August 19, 2015	300,000
0.40	150,000	September 14, 2017	150,000
0.41	300,000	March 30, 2017	300,000
0.46	300,000	January 29, 2018	300,000
0.49	20,000	December 1, 2015	20,000
0.55	1,770,000	November 7, 2016	1,770,000
0.56	150,000	November 17, 2016	150,000
0.67	1,150,000	September 29, 2015	1,150,000
0.75	300,000	July 29, 2016	300,000
	13,625,000		**11,924,999**

11. WARRANTS

Changes in share purchase warrants during the six month period ended June 30, 2015 and year ended December 31, 2014 are summarized as follows:

	Six month period ended June 30, 2015		**Year ended December 30, 2014**	
	Number of warrants	Weighted average exercise price $	Number of warrants	Weighted average exercise price $
Opening balance	39,502,249	0.43	21,077,594	0.34
Issued	-	-	20,872,812	0.50
Exercised	(13,000)	0.35	(2,448,157)	0.32
Expired	-	-	-	-
Closing balance	39,489,249	0.43	39,502,249	0.43

12. SUBSEQUENT EVENTS

On August 17, 2015 the Company entered into an agreement in which $1,000,000 USD was raised through the sale of a royalty on the future sale of products and services related to the processing of rare earth elements and other specialty metals and critical materials utilizing the SuperLig® MRT. Under the terms of the agreement, the purchaser will make one payment for the entire amount, this payment has been received.

The royalty will be on production from future MRT installations and be comprised of a gross royalty of 5% of sales payable until the recapture of the investment; and a net smelter royalty of 0.5% on the first production client with expected gross revenue, as estimated by the Company, exceeding $50,000,000 per annum.

The purchaser has the right to convert the total amount of the investment, minus any royalty amounts already then paid, into common shares of the Company. If the purchaser elects to convert such amount, the Company's royalty obligation shall cease, and the conversion amount shall be converted into common shares at the greater of (i) the 30 day volume weighted average share price of the Company's common shares, less a 20% discount, (ii) the market price of the Company's common shares on the day immediately prior to the conversion date, less a 20% discount; or (iii) $0.25 per common share. The closing of this transaction is subject to and conditional upon the acceptance and approval of the TSX Venture Exchange which was received on August 19, 2015.

The company is in the process of evaluating the impact of this transaction on the consolidated financial statements.

Subsequent to year end, the $2,000,000 USD outstanding related to the convertible royalty has been received by the Company.