



ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON OCTOBER 27, 2022

**NOTICE OF ANNUAL GENERAL MEETING
AND
MANAGEMENT INFORMATION CIRCULAR**

Dated: September 26, 2022



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an Annual General Meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Fabled Shares**”) of Fabled Copper Corp. (“**Fabled**” or the “**Company**”) will be held at Suite 1300, 1500 West Georgia Street, Vancouver, British Columbia, on Thursday, October 27, 2022 at 11:30 a.m. (Vancouver time).

At the Meeting, Shareholders will be asked to consider the following matters:

1. To receive and consider the audited financial statements of the Company for the financial year ended December 31, 2021, together with the Auditor’s Report thereon.
2. To fix the number of Directors for the ensuing year at five (5).
3. To elect Directors for the ensuing year.
4. To re-appoint Davidson & Company LLP, Chartered Professional Accountants, as the Company’s Auditor for the ensuing year and to authorize the Directors to fix the remuneration to be paid to the Auditor.
5. To consider any permitted amendment to or variation of any matter identified in this notice, and to transact such other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The specific details of these matters to be put before the Meeting are set forth in the Circular. The Board of Directors of the Company has approved the contents of the Circular and the distribution of the Circular to Shareholders. All Shareholders are reminded to review the Circular before voting.

You have the right to vote if you were a Shareholder at the close of business on September 19, 2022, the record date set by the Board of Directors of the Company for determining the Shareholders entitled to receive notice of and vote at the Meeting or any adjournment(s) or postponement(s) thereof.

Registered Shareholders who wish to ensure their securities will be voted at the Meeting are requested to date, complete and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Circular. To be effective, proxies must be received before 11:30 a.m. (Vancouver time) on October 25, 2022 or if the Meeting is adjourned or postponed, at least 48 business hours (where “business hours” means hours on days other than a Saturday, Sunday or any other holiday in British Columbia or Ontario) before the time on the date to which the Meeting is adjourned or postponed.

Shareholders who do not hold Fabled Shares in their own name must follow the instructions set out in the voting instruction form or the form of proxy provided to the beneficial Shareholder by its intermediary, and in the Circular to ensure their Fabled Shares will be voted at the Meeting. If Fabled Shares are held in a brokerage account, then in almost all cases those securities will not be registered in the Shareholder’s name on the records of Fabled.

To be effective, the enclosed Proxy Instrument must be returned to the Company’s transfer agent, Computershare Investor Services Inc., (“**Computershare**”):

- (a) by mail using the enclosed return envelope;
- (b) by internet as described on the enclosed proxy; or

- (c) by registered mail, by hand or by courier delivery to Computershare Investor Services Inc., 100 University Ave., 8th Floor, Toronto, ON M5J 2Y1

All instructions are listed on the enclosed Proxy Instrument. Your proxy or voting instructions must be received in each case no later than 11:30 a.m. (Vancouver time) on October 25, 2022 or, if the Meeting is adjourned, at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia or Ontario) before the beginning of any adjournment to the Meeting.

If you are a non-registered beneficial Shareholder, a voting information form (also known as a VIF), instead of a Proxy Instrument, may be enclosed. You must follow the instructions provided by your intermediary in order to vote your shares.

DATED at Vancouver, British Columbia, on September 26, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“David W. Smalley”

David W. Smalley
Chairman



480 – 1500 West Georgia Street
Vancouver, BC, V6G 2Z6
Tel: (604) 684-4535
Fax: (888) 829-4124

**Management Information Circular
as at September 26, 2022**

unless otherwise noted

PERSONS MAKING THE SOLICITATION

This information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by management of Fabled Copper Corp. (the “**Company**” or “**Fabled**”) for use at the annual general meeting of shareholders (the “**Meeting**”) of the Company to be held at **11.30 a.m. (PST), on Thursday, October 27, 2022, at 1300 - 1500 West Georgia Street, Vancouver, BC, V6G 2Z6** and any adjournment thereof, for the purposes set forth in the accompanying notice of meeting (the “**Notice**”).

COVID-19 PROCEDURES

TO HELP REDUCE THE SPREAD OF COVID-19, ONLY REGISTERED SHAREHOLDERS AND/OR THEIR APPOINTEES MAY ATTEND THE MEETING IN PERSON. IN ADDITION, THE COMPANY STRONGLY ENCOURAGES ALL SHAREHOLDERS TO NOT ATTEND THE MEETING IN PERSON AND TO VOTE THEIR SHARES BY COMPLETING AND RETURNING THE ENCLOSED FORM OF PROXY, AS DESCRIBED BELOW.

ANY REGISTERED SHAREHOLDER WHO WISHES TO ATTEND THE MEETING MUST WEAR A MASK AND MUST OBSERVE APPROPRIATE SOCIAL DISTANCING GUIDELINES IN FORCE AT THE DATE OF THE MEETING.

GENERAL PROXY INFORMATION

Solicitation of Proxies

All costs of solicitation by management will be borne by the Company. In addition to the solicitation of proxies by mail, directors, officers and employees may solicit proxies personally, by telephone or facsimile, but will not receive compensation for so doing.

Appointment of Proxy

The individuals named in the accompanying form of proxy (the “**Proxy**”) were designated by management of the Company (the “**Management Proxyholder**”). A shareholder wishing to appoint some other person who need not be a shareholder to represent the shareholder at the Meeting has the right to do so, by striking out the names of those persons named in the accompanying form of Proxy and inserting such other person's name in the blank space provided in the form of Proxy or by completing another form of Proxy.

Shareholders may wish to vote by Proxy whether or not they are able to attend the Meeting in person. Shareholders electing to submit a Proxy may do so by:

- (a) completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. (“**Computershare**”) by fax within North America at 1-866-249-7775, outside North America at 1-416-263-9524, or by mail or hand delivery to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number. The toll free number to call is 1-800-564-6253 within North America and 1-416-263-9200 outside North America. Shareholders must follow the instructions of the voice response system and refer to the enclosed Proxy for the shareholder's account number and the Proxy access number; or
- (c) going to the following web site: www.investorvote.com and following the instructions.

A Proxy will not be valid unless the completed, dated and signed form of Proxy is received by Computershare not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting, or any adjournment thereof.

Revocability of Proxy

A shareholder who has given a Proxy may revoke it by an instrument in writing:

- (a) executed by the shareholder or by the shareholder's attorney authorized in writing or, where the shareholder is a company, by a duly authorized officer or attorney of the company; and
- (b) delivered to either:
 - (i) Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 at any time up to and including the last business day preceding the day of the Meeting or any adjournment thereof, or
 - (ii) the chairman of the Meeting on the day of the Meeting or any adjournment thereof.

Only registered shareholders have the right to revoke a Proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries (as defined below) to revoke the Proxy on their behalf. A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

EXERCISE OF DISCRETION

Shares represented by properly executed Proxies in favour of persons designated in the enclosed form of Proxy will, where a choice with respect to any matter to be acted upon has been specified in the form of Proxy, be voted in accordance with the specification made. In the absence of any such specification, the Proxy will be voted as recommended by Management. Where directions are given by the shareholder in respect of voting for or against any resolution, the proxyholder will do so in accordance with such direction.

The enclosed form of proxy, when properly signed, confers discretionary authority upon the person named therein as proxyholder with respect to amendments or variations to matters which may be properly brought before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters, which are not now known to Management, should properly come before the Meeting, then the Management designees intend to vote in accordance with the judgment of management.

NON-REGISTERED HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders

of the Company are “non-registered” shareholders (“**Non-Registered Holders**”) because the shares they own are not registered in their names but are instead registered in the name of (a) a brokerage firm, bank, trust company, trustee or administrator of self-administered RRSPs, RRIFs, RESPs and similar plans; or (b) a clearing agency such as CDS & Co. (any of the foregoing, an “**Intermediary**”). **If you are a Non-Registered Holder, your shares can only be voted by the Intermediary in accordance with instructions received from you.**

In accordance with securities regulatory policy, the Company has distributed copies of the Notice, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) to the Intermediaries for distribution to Non-Registered Holders. Each Intermediary has its own form of proxy and mailing procedures. Therefore, **if you receive the Meeting Materials from an Intermediary, you should carefully review the voting instructions provided by your Intermediary to ensure that you direct the voting of your shares in accordance with those instructions.**

The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Investor Communications (“**Broadridge**”), who typically sends a voting instruction form (“**VIF**”) to Non-Registered Shareholders requesting them to provide voting instructions. **Please note a Broadridge VIF cannot be used to vote directly at the Meeting. If you are a Non-Registered Shareholder with a Broadridge VIF, you must follow the procedures set out by Broadridge, well in advance of the Meeting, for voting directly at the Meeting.**

Non-Registered Shareholders who wish to attend the Meeting and indirectly vote as proxyholder for the registered shareholder should contact their Intermediary well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Shares as a proxyholder.

UNITED STATES SHAREHOLDERS

This solicitation of proxies involves securities of a corporation located in Canada and is being affected in accordance with the corporate and securities laws of the province of British Columbia, Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation. Shareholders should be aware that disclosure and proxy solicitation requirements under the securities laws of British Columbia, Canada differ from the disclosure and proxy solicitation requirements under United States securities laws. The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the Business Corporations Act (British Columbia), some of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign corporation or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign corporation and its officers and directors to subject themselves to a judgment by a United States court.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Except as disclosed herein, no person: (a) who has been a Director or executive Officer at any time since the commencement of the Company’s last financial year; (b) who is a proposed nominee for election as a Director; or (c) who is an associate or affiliate of a person included in subparagraphs (a) or (b), has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of Directors and the appointment of auditors and as set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's authorized capital consists of an unlimited number of common shares without par value (the “**Fabled Shares**”). As at September 19, 2022 (the “**Record Date**”), there were 173,651,734 Fabled Shares issued and outstanding. Each share carries the right to one vote.

Any shareholder of record at the close of business on the Record Date who either personally attends the Meeting or who has completed and delivered a Proxy in the manner specified herein, subject to the provisions described above, shall be entitled to vote or to have such shareholder's shares voted at the Meeting.

To the best of the knowledge of the Directors and Officers, no person or company beneficially owns, directly or indirectly, or exercises control over, Fabled Shares carrying more than 10% of all voting rights.

MATTERS TO BE BROUGHT BEFORE THE MEETING

1. FINANCIAL STATEMENTS, DIRECTORS REPORT, MANAGEMENT'S DISCUSSION AND ANALYSIS & ADDITIONAL INFORMATION

The Company's financial statements, including the accompanying notes and the auditor's report, and Management's Discussion and Analysis ("MD&A") for the twelve months ended December 31, 2021 (the "**Last Financial Year**") will be presented to the Shareholders at the Meeting. Shareholders may contact the Company to request copies of the financial statements and MD&A by: (i) mail to Suite 480 - 1500 West Georgia Street, Vancouver, British Columbia, V6G 2Z6; or (ii) email to andy@fabledfco.com

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year.

2. ELECTION OF DIRECTORS

The board of directors of the Company (the "Board" or "Board of Directors") presently consists of five (5) directors and it is intended to determine the number of directors at five (5) for the ensuing year. Shareholder approval will be sought at the Meeting to determine the number of directors at five (5) for the ensuing year. The term of office of each present Director expires at the Meeting. Management of the Company proposes to nominate Peter J. Hawley, David W. Smalley, Luc Pelchat, Louis Martin and Patrick Donovan for election to the board of Directors (the "**Board**").

At the Meeting, shareholders will be asked to consider, and, if deemed appropriate, to pass, with or without variation, an ordinary resolution, the text of which is as follows (the "**Election Resolution**"):

"BE IT HEREBY RESOLVED as an ordinary resolution of the Company that:

- 1. the number of directors of the Company be fixed at five (5);*
- 2. the election of each of Peter J. Hawley, David W. Smalley, Luc Pelchat, Louis Martin and Patrick Donovan as directors of the Company to hold office until the next annual meeting of the shareholders of the Company or until their successors are elected is hereby approved; and*
- 3. any officer or director of the Company is, and the agents of the Company are, hereby authorized and directed for and on behalf of the Company to execute and deliver, under corporate seal of the Company or otherwise, and all such other documents and instruments and to do all such other acts and things as in his or her opinion may be necessary or desirable to give full effect to the above resolutions."*

The persons designated as proxyholders in the accompanying Proxy (absent contrary directions) intend to vote FOR the Election Resolution as set forth above and therein. The Company does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, **proxies held by the persons designated as proxyholders in the accompanying Proxy will be voted for another nominee in their discretion unless the shareholder has specified in his or her form of proxy that his or her Greenfield Common Shares are to be withheld from voting in the election of directors.** Each director elected will hold office from the date of the Meeting until the next annual meeting of shareholders or until their successors are elected or appointed (including in connection with the Transaction), unless his or her office is earlier vacated in accordance with the articles of the Company or the provisions of the *Business Corporations Act* (British Columbia).

The following table sets forth the names of the management nominees for election as Directors; their offices and positions with the Company; the period of time that they have been Directors; their present principal occupation, business or employment of each management nominee; and the number of shares of the Company which is beneficially owned, directly or indirectly, or controlled or directed by each management nominee.

Name, Province and Country of Residence and Current Position with the Company ⁽¹⁾	Director Since	Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾	Principal Occupation for the Past Five Years ⁽¹⁾
Peter J. Hawley Gatineau, Quebec, Canada <i>Director, President and CEO</i>	June 10, 2021	1,121,951	President and CEO of Fabled Copper Corp. since December 2021. President and CEO of Fabled Silver Gold Corp. since July 2020. Interim President and CEO of Defiance Silver Corp. from February 2018 to June 2019.
Luc Pelchat⁽²⁾ Nuevo Leon, Mexico <i>Director</i>	September 16, 2021	2,058,333	President of Poker from Home, a private company from August 2010 to present. Director of Scorpio Gold Corp. from August 2009 to October 2019. Director of Green Arrow Resources Inc., a publicly listed mining exploration company from August 2016 until May 2017.
David W. Smalley British Columbia, Canada <i>Chairman and Director</i>	January 27, 2017	1,501,864 ⁽³⁾	Solicitor and President of David Smalley Law Corp. from March 2013 to present.
Louis Martin⁽²⁾ Ontario, Canada <i>Director</i>	September 16, 2021	Nil	Self Employed Geological Consultant

Name, Province and Country of Residence and Current Position with the Company ⁽¹⁾	Director Since	Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised ⁽¹⁾	Principal Occupation for the Past Five Years ⁽¹⁾
Patrick Donovan⁽²⁾ Ontario, Canada <i>Director</i>	September 16, 2021	Nil	Retired Mining Executive

Note:

- (1) Based on information as at September 26, 2022 as provided by the Directors themselves.
- (2) Current member of the Audit Committee.
- (3) 7,600 of the Common Shares held by Mr. Smalley are owned by his holding company, Abundantia Ventures Inc.

Peter J. Hawley – Director, President and Chief Executive Officer

Mr. Hawley is a geologist with over 36 years of experience in the exploration and mining industry. He has worked as a consulting geologist to a large number of intermediate and senior mining companies, including Teck Corp., Noranda Inc., Placer Dome Inc. and Barrick Gold Corp. Mr. Hawley obtained his B.Eng in Mining from St. Francis Xavier, University, Nova Scotia in 1978 and his B.Sc. in Geology from Concordia University in 1983. He is registered as a P. Geo in Quebec.

Mr. Hawley has extensive experience in building junior mining companies and has raised over \$300 million for the various ventures he has been involved in. He was a founder of Scorpio Gold Corp., a producing gold mining company listed on the TSXV and served as its President until August 2016 and C.E.O. until November 2016. He was also a founder of Scorpio Mining Corp. (now Americas Silver Corp) as well as President and C.E.O. from 1998 until 2010 and was a founder of Niogold Mining Corporation (now Osisko Mining Corp) both of which continue to trade on the TSX.

David W. Smalley – Chairman and Director

Mr. Smalley is the principal of David Smalley Law Company where he practices Corporate and Securities law, prior to which he was a partner at Fraser and Company LLP in Vancouver, BC. He was called to the bar of the Law Society of British Columbia in 1989. Mr. Smalley earned a Bachelor of Laws degree from the University of British Columbia in 1988 and a Bachelor of Arts degree from the University of Victoria in 1985.

He has been an officer and director of numerous public companies over the last 20 years as well as serving as chair of numerous audit and governance committees. Mr. Smalley was one of the founders of Canaco Resources (now Orca Gold Corp.), is a founder of the Company and Fabled Silver Gold Corp., and was a director and chair of the audit committee of Scorpio Gold Corp. until November 2017.

Luc Pelchat – Director

Mr. Pelchat is the founder and President of the Canadian Chamber of Commerce in North Mexico. Following 15 years with a Canadian multinational company operating in the construction industry, Mr. Pelchat formed a number of his own companies and has realized multiple projects in the construction industry in Mexico. He has extensive business, financial and human resources experience in Canada, Mexico and Africa.

Mr. Pelchat has held directorships with multiple public companies over the last 17 years including Marching Moose Capital Corp. a CPC that completed its qualifying transaction with Avidian Gold Corp. in 2017; Green Arrow Resources Inc. and Scorpio Gold Corp., each of which is listed on the TSX Venture Exchange. He is presently serving as a director of Fabled Copper Corp., junior mining issuer listed on Canadian Securities Exchange respectively.

Louis Martin – Director

Mr. Martin has worked as a geologist for more than 35-years with major, mid-tier, and junior mining companies. His experience includes exploration and development roles throughout Quebec, Ontario and British Columbia. Mr. Martin has been fortunate to be part of the exploration teams that were awarded the Discovery of the Year by the AEMQ (Quebec Mineral Exploration Association). He brings a wealth of technical experience that spans from generating and managing projects, to advanced project studies and mine development.

For the last 6 years Mr. Martin has worked as a technical advisor and geological consultant for numerous junior and major mining companies. Prior to working as an independent, Mr. Martin was Vice President of Exploration with Clifton Star Resources, where he led the team that completed a Pre-Feasibility study defining the 4.5 million-ounce Duparquet Gold Project.

While with Noranda / Falconbridge and Xstrata Copper (currently Glencore) he held senior positions in exploration and advanced project development. These advanced projects included Kidd Creek Mine, the Noranda Camp and Mine Gaspe.

Mr. Martin is a professional geologist graduating from Concordia University (1983), Montreal, QC, and is a member in good standing with both the Ordre des Géologues du Québec and the Association of Professional Geoscientists of Ontario..

Patrick Donovan – Director

Mr. Donovan is a retired geologist with over 30 years in mineral exploration and project development experience.

He was the Vice President of Corporate Development with Detour Gold Corp. from 2008 to 2014. Previous to this he was employed by Hunter Dickinson Inc. from 2006 to 2008 managing and delivering a positive feasibility studies for both the Chinese and Canadian requirements on the Xietongmen copper-gold project in Tibet, China for Continental Minerals Corporation.

From 1999 to 2006, Mr. Donovan was with Barrick Gold Corporation managing advanced exploration projects in Tanzania (Tulawaka and Buzwagi projects). Previously he managed all exploration programs for Consolidated Trillion Resources Ltd. in Zimbabwe.

He was with Placer Dome Canada from 1991 to 1996 responsible for all Québec exploration activities. Mr. Donovan is also a former director of the Prospectors and Development Association of Canada.

He is a graduate of St. Francis Xavier University with a major in Geology.

Corporate Cease Trade Orders or Bankruptcies

No proposed director, officer or promoter of the Company or a securityholder of the Company or a securityholder anticipated to hold a sufficient number of securities of the Company to affect materially the control of the Company, as applicable, within 10 years before the date of this Information Circular, has been a director, officer or promoter of any Person or Company that, while that Person was acting in that capacity, was the subject of a cease trade or similar order, or an order that denied the other issuer access to any exemptions under applicable securities law, for a period of more than 30 consecutive days, or became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, save and except David W. Smalley, Chairman and Director of the Company who was a director and officer of Mission Ready Services Inc., then a private company that was issued a cease trade order on November 29, 2012 by the British Columbia Securities Commission for distributing securities under an Offering Memorandum that was not prepared in the required form. The cease trade order was revoked on March 25, 2013.

Penalties or Sanctions

No proposed director, officer or promoter of the Company, or a securityholder of the Company or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, as applicable, has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority or been subject to any other penalties or sanctions imposed by a court or regulatory body, including a self-regulatory body, that would be likely to be considered important to a reasonable securityholder making a decision about the Transaction.

Personal Bankruptcies

No proposed director, officer or promoter of the Company, or a securityholder of the Company, or a securityholder anticipated to hold sufficient securities of the Company to affect materially the control of the Company, as applicable, or a personal holding company of any such Persons has, within the 10 years before the date of this Information Circular become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the director, officer or promoter.

3. APPOINTMENT OF AUDITORS

Shareholders will be asked to vote for the appointment of Davidson & Company Chartered Professional Accountants (“Davidson”), to serve as auditors of the Company to hold office until the next annual general meeting of the shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board of the Company to fix the remuneration to be paid to Davidson, of Suite 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6. Davidson & Company Chartered Accountants was first appointed as auditor of the Company in February, 2015.

Recommendation: Management recommends shareholders to vote for the approval of the appointment of Davidson as the Company’s auditors at remuneration to be fixed by the Board of the Company. In the absence of instructions to the contrary, the enclosed proxy will be voted in favour of the resolution

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer (“NEO”) of the Company means each of the following individuals:

- (a) a chief executive officer (“CEO”) of the Company;
- (b) a chief financial officer (“CFO”) of the Company;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The Company presently has three Named Executive Officers (the “NEO”), namely Peter J. Hawley, President and Chief Executive Officer, Pui Hong (Eric) Tsung, Chief Financial Officer and David W. Smalley, Chairman.

Compensation Discussion and Analysis

The Board performs the duties of a compensation committee, as it does not have a defined compensation committee. The Board reviews and approves the compensation of executive officers. At the end of the Last Financial Year, there were five (5) directors on the Board.

The Company is an exploration stage mining Company and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is also based, in part, on trends in the mineral exploration industry as well as achievement of the Company's business plans. The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

Employment, Consulting, and Management Agreements

During the Last Financial Year, or at any time from the Last Financial Year to the date of this Circular, no person was engaged under a management contract to provide management services to the Corporation other than as follows:

Peter J. Hawley was engaged as an employee to be the Company's President and CEO on December 21, 2021. Pursuant to the terms of the employment agreement, the Company has agreed to pay Mr. Hawley a base salary of \$120,000 per annum. In addition, Mr. Hawley is eligible to receive an annual performance bonus of up to 100% of his base salary as decided in the sole discretion of the Board from time to time. The agreement is for an initial term of 18 months renewable for additional 18 month periods at the discretion of the Board. Mr. Hawley may resign by giving the Company 90 days' notice in which he shall not be entitled to any severance payment but shall be entitled to receive all annual salary earned to and including the last written notice day together with any final expenses and annual bonus in respect of a completed fiscal year which has been earned but not paid. In the event of (i) a termination after a change of control within 12 months after the change of control or (ii) upon the resignation of Mr. Hawley for any reason within 120 days of a change of control, the Company shall pay to Mr. Hawley a lump sum of up to 30 months' pay, equivalent to the number of months of the aggregate of his annual salary, plus an additional lump sum equal to 2½ times the annual bonus paid to him in the year preceding the date of his termination.

David Smalley Law Corp., a corporation controlled by David W. Smalley, a Director and Chairman of the Company is engaged to provide legal services to the Company.

Quantum Advisory Partners LLP, a limited partnership, of which Pui Hong Eric Tsung, CFO of the Company is employed as a manager, is engaged to provide accounting services to the Company.

Summary Compensation Table

The following table sets forth, for the fiscal years ended December 31, 2021, 2020 and 2019, the compensation of the NEOs.

NEO Name and Principal Position	Fiscal Year Ended December 31	Salary	Bonus	Share-Based Awards	Option-Based Awards ⁽¹⁾	Non-equity Incentive Plan Compensation		Pension Value	All Other Compensation	Total Compensation
						Annual Incentive Plans	Long-term Incentive Plans			
Peter J. Hawley President and C.E.O. and Director ⁽²⁾	2021	Nil	Nil	Nil	\$108,149	Nil	Nil	Nil	Nil	\$108,149
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Pui Hong (Eric) Tsung C.F.O. ⁽³⁾	2021	Nil	Nil	Nil	\$8,111	Nil	Nil	Nil	Nil	\$8,111
	2020	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2019	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
David W. Smalley Chairman and Director ⁽⁴⁾	2021	Nil	Nil	Nil	\$86,519	Nil	Nil	Nil	\$264,342 ⁽⁵⁾	\$350,861
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Michael B. Harrison Former C.E.O. and Former Director ⁽⁶⁾	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) The Company has calculated the “grant date fair value” amounts in the ‘Option-based Awards’ column using the Black-Scholes-Merton Option Pricing Model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from simple “in-the-money” value calculation. Stock options that are well out-of-the-money can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last column is total compensation of each NEO reported in the other columns. The value of the in-the-money options currently held by each director (based on share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Outstanding Share-Based and Option-Based Awards” table below.

(2) Mr. Hawley was appointed as President and CEO on August 11, 2020 and as a Director on June 10, 2021

(3) Mr. Tsung was appointed as CFO on September 16, 2021.

(4) Mr. Smalley was appointed Chairman of the Company on June 28, 2021 and is a Director since 2017.

(5) Paid to David Smalley Law Corp. in respect of legal fees.

(6) Mr Harrison resigned as CEO on July 2, 2020 and as a Director on September 16, 2021

Compensation Risk

The Board is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Company believes the programs are balanced and do not motivate unnecessary or excessive risk taking.

Annual incentive awards, if any, focus on the achievement of short-term and annual goals. Annual incentive awards are based on various personal and company-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the discretion of the Board.

Option awards are important to further align employees’ interests with those of the Shareholders. The ultimate value of the awards is tied to the Company’s stock price and since awards are staggered they help ensure that NEOs have significant value tied to long-term stock price performance.

INCENTIVE PLAN AWARDS

Share-Based Award, Option-Based Awards and Non-Equity Incentive Plan Compensation

Except as indicated in the table Summary Compensation Tables, above and below, no share-based awards and option-based awards have been given to any of the directors or officers of Company during Last Financial Year. A total of 8,450,000 stock options were granted by the Company on December 21, 2021, of which 7,050,000 stock options were granted to directors and officers of the Company. At the date of this Circular, there are 8,450,000 outstanding options all of which have vested.

No other interests under any option-based; share-based or non-equity incentive plan have vested in relation to any of the Company officers or directors during the Last Financial Year.

Outstanding Share-based Awards and Option-based Awards

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2021 for each NEO:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) ⁽¹⁾	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Peter J. Hawley	2,000,000	0.10	12/21/2031	Nil	N/A	N/A	N/A
Pui Hong (Eric) Tsung	150,000	0.10	12/21/2031	Nil	N/A	N/A	N/A
David W. Smalley	1,600,000	0.10	12/21/2031	Nil	N/A	N/A	N/A
Michael B. Harrison	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Note:

(1) "In-the-money" means the excess of the market value of the Shares on December 31, 2021 over the base price of the options.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out all incentive plan awards (value vested or earned) during the Last Financial Year, for each NEO:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Peter J. Hawley	Nil	Nil	Nil
Pui Hong (Eric) Tsung	Nil	Nil	Nil
David W. Smalley	Nil	Nil	Nil
Michael B. Harrison	Nil	Nil	Nil

Notes:

- (1) Value vested is calculated as the dollar value that would have been realized had the option been exercised on the date it was vested less the related exercise price multiplied by the number of vesting shares.
- (2) This amount is the dollar value realized calculated by multiplying the number of shares or units by the market value of the underlying shares on the vesting date.

Pension Plan Benefits

No pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

Termination of Employment, Change in Responsibilities and Employment Contracts

Other than as described in respect of Peter J. Hawley's employment agreement, the Company does not maintain any plan, in accordance with which any of its directors or officers is eligible for any compensation or other benefit in the event of change of control of the Company or in the event of change of responsibility of such director or officer.

The Option Plan as described and defined below gives the Board the discretion to accelerate the vesting of stock options in the event of a change of control of the Company.

COMPENSATION OF DIRECTORS

As of the date hereof, the Board has not adopted a compensation program for its directors with respect to general director duties; however, the directors may determine from time to time that remuneration is appropriate. If the directors decide to entitle themselves to remuneration, the directors must do so acting in the best interests of the Company. Remuneration as a director may be in addition to any compensation earned by directors as officers, employees, or consultants of the Company.

Moreover, if any director provides any professional or other services for the Company that in the opinion of the directors are outside the ordinary duties of a director, that director may be entitled to remuneration fixed by ordinary resolution, and that remuneration may be either in addition to, or in substitution for, any other remuneration that the director may be entitled to receive.

Directors are reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or Shareholder meetings and otherwise incurred in carrying out their duties as directors of the Company.

Directors are eligible to receive option grants pursuant to the Option Plan, the number and exercise price of which is at the discretion of the Board.

Compensation for the NEOs has already been disclosed above under "Summary Compensation Table". For the other Directors who are not NEOs, no cash compensation was paid to them for their services as Directors during the Last Financial Year.

The following table shows the outstanding cash value compensation received by each director and former director for the Last Financial Year.

Name	Fees Earned	Share-Based Awards	Option-Based Awards ⁽¹⁾	Non-equity Incentive Plan Compensation	Pension Value	All Other Compensation	Total
Luc Pelchat	Nil	Nil	\$54,075	Nil	Nil	Nil	\$54,075
Louis Martin	Nil	Nil	\$54,075	Nil	Nil	Nil	\$54,075
Patrick Donovan	Nil	Nil	\$54,075	Nil	Nil	Nil	\$54,075

(1) See footnote 1 of "Summary Compensation Table" above.

The following table sets out all share-based awards and option-based awards outstanding as at December 31, 2021 for each director of the Company:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Luc Pelchat	1,000,000	0.10	12/21/2031	Nil	N/A	N/A	N/A
Louis Martin	1,000,000	0.10	12/21/2031	Nil	N/A	N/A	N/A
Patrick Donovan	1,000,000	0.10	12/21/2031	Nil	N/A	N/A	N/A

The following table sets out all incentive plan awards (value vested or earned) during the Last Financial Year for each director of the Company:

Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Luc Pelchat	Nil	Nil	N/A
Louis Martin	Nil	Nil	N/A
Patrick Donovan	Nil	Nil	N/A

- (1) Value vested is calculated as the dollar value that would have been realized had the option been exercised on the date it was vested less the related exercise price multiplied by the number of vesting shares.
- (2) This amount is the dollar value realized calculated by multiplying the number of shares or units by the market value of the underlying shares on the vesting date.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at December 31, 2021:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plan approved by securityholders	8,450,000	\$0.10	8,915,173
Equity compensation plan not approved by securityholders	Nil	Nil	Nil
Total	8,450,000	\$0.10	8,915,173

On October 28, 2022 the shareholders of Fabled Silver Gold Corp. approved a 10% "rolling" stock option plan (the “**Option Plan**”) for the Company, that was made effective upon closing on December 21, 2021 of a statutory plan of arrangement

(“**Arrangement**”) under the Business Corporations Act between the Company and its former parent Fabled Silver Gold Corp.

The following is a summary of certain material terms of the Option Plan and is qualified in its entirety by the full text of the Option Plan, a copy of which can be found on the Company’s SEDAR profile at www.sedar.com.

The following is a summary of the material terms of the Option Plan:

- the Option Plan will be administered by the Board, or if the Board elects, by a committee appointed by the Board from its members;
- the number of common shares reserved for issuance under the Stock Option Plan shall not exceed 5% of the issued common shares to any one person (and companies wholly-owned by that person) in any 12 month period, calculated on the date the Option is granted;
- the aggregate number of common shares which may be subject to issuance pursuant to the Option Plan, inclusive of all other stock options outstanding, shall not be greater than 10% of the common shares issued and outstanding at the date of the grant of stock options. Cancelled and expired Options are returned to the Option Plan;
- the expiry date of a stock option shall be no later than the tenth anniversary of the grant date of such stock option;
- the exercise price of any stock option granted under the Option Plan shall not be less than the greater of the closing market price of the common shares on (a) the trading day prior to the date of grant of the stock options; and (b) the date of grant of the stock options. In any event, no options shall be granted which are exercisable at an exercise of less than permitted by the policies of the CSE; and
- the Board, or any committee to whom the Board delegates, may determine the vesting schedule for any stock option.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the Directors, executive Officers or proposed nominees for election as Directors, executive Officers or their respective associates or affiliates, or other management of the Company is or has been indebted to the Company as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person (a Director, Officer or holder of 10% or more of the Shares) or nominee for election as a Director or any associate or affiliate of any informed person or proposed Director has had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the year ended December 31, 2021, or has any interest in any material transaction in the current year, other than as set out herein.

MANAGEMENT CONTRACTS

Management functions of the Company are not to any substantial degree performed by a person or company other than the Directors or executive Officers.

¹ Further information regarding the Arrangement can be found on the Company’s and Fabled Silver Gold Corp.’s profiles on SEDAR at www.sedar.com

CORPORATE GOVERNANCE PRACTICES

Board of Directors

The Board currently consists of five directors. Three of the current five directors, Luc Pelchat, Louis Martin and Patrick Donovan are independent as they are not (i) an Officer or employee of the Company; (ii) a party to a material contract with the Company or has a material interest in a transaction involving the Company; or (iii) the recipient of remuneration from the Company other than incentive stock options disclosed herein, save and except for payments made as professional fees. Peter J. Hawley, the Company's President and CEO and David W. Smalley the Company's Chairman, who takes an active day to day role in managing the legal affairs of the Company, are thus not independent.

Directorships

As at the date hereof, the following Directors are also directors of other reporting issuers as set out below:

Name of Director	Name of Reporting Issuer
David W. Smalley	Fabled Silver Gold Corp.
	MiMedia Holdings Inc.
Peter J. Hawley	Fabled Silver Gold Corp.
	Kalma Capital Corp.
Luc Pelchat	Fabled Silver Gold Corp..
	Kalma Capital Corp.

Orientation and Continuing Education

Due to the Company's small size and the fact that the Company recruits only directors with public company experience, the Company does not currently have a formal orientation program. However, existing members of the Board will provide any new Director with a review of a Director's fiduciary duties and the Company's expectations of its Directors in terms of time and effort, as well as the Company's business, strategic plans, management issues, and corporate governance policies.

In terms of continuing education, Directors are encouraged to keep themselves current with industry trends and changes in legislation by liaising with management and the Company's counsel, attending industry-related events and other educational seminars. The cost of continuing education activities will be borne by the Company.

Ethical Business Conduct

The Board has adopted and maintains a code of ethics which is applicable to the Company's Directors, Officers and employees. The purpose of the code is to provide guidance and to prohibit unethical behavior with respect to issues such as conflicts of interest, confidentiality, whistleblowing, protection of corporate assets and opportunities, and compliance with laws and regulations. Furthermore, Directors are frequently reminded to consider whether they are in a conflict of interest by virtue of serving as directors or officers in other companies or holding an interest in a transaction or agreement. A Director in such circumstances is advised to disclose his or her interest in a transaction or agreement, and if the Board considers the interest to be material, such Director must abstain from discussing and voting on the matter.

The Company's code of Business Ethics and Conduct can be found on its website at:

<https://fabledcoppercorp.com/corporate/corporate-documents/>

Nomination of Directors

The Board as a whole oversees and decides on the nomination of directors as required.

Compensation

Please see Compensation Discussion and Analysis above for a complete discussion on how the Company determines matters related to compensation of its directors.

Other Board Committees

The Company has no other committee other than the Audit Committee

Assessments

Members of the Board are expected to continually evaluate the effectiveness of the Board, its committees and fellow Directors by considering the accomplishment, or lack thereof, of the Company's goals.

AUDIT COMMITTEE

The Audit Committee's Charter

The Audit Committee is responsible for monitoring the Company's systems and procedures for financial reporting and internal control, reviewing certain public disclosure documents and monitoring the performance and independence of the Company's external auditors. The committee is also responsible for reviewing the Company's annual audited financial statements, unaudited quarterly financial statements and management's discussion and analysis of financial results of operations for both annual and interim financial statements and review of related operations prior to their approval by the full board of directors of the Company.

The Audit Committee's charter sets out its responsibilities and duties, qualifications for membership, procedures for committee member removal and appointment and reporting to the board of directors of the Company. The Company's Audit Committee Charter can be found on the Company's website at: <https://fabledcoppercorp.com/corporate/corporate-documents/>

Composition of the Audit Committee

As at the year ended December 31, 2021 and as of the date hereof the Audit Committee is comprised of three directors, being Louis Martin, Patrick Donovan and Luc Pelchat all of whom are independent directors. Each member of the Audit Committee is financially literate within the meaning of NI 52-110.

Relevant Education and Experience

Louis Martin - Mr. Martin is a professional geologist with more than 35 years of gold and base metal experience with both major, mid-tier and junior mining companies. Mr. Martin brings a wealth of project management experience which includes generating and managing different mining projects, to advanced project studies and mine development. Mr. Martin holds a Bachelor of Science from Concordia University. Through his education and his experience, Mr. Martin is familiar with the financial reporting requirements applicable to mineral exploration companies. Mr. Martin is considered financially literate.

Luc Pelchat - Following 15 years with a Canadian multinational company operating in the construction industry, Mr. Pelchat formed a number of his own companies and has realized multiple projects in the construction industry in Mexico. He has extensive business, financial and human resources experience in Canada, Mexico and Africa. Mr. Pelchat was a director of

Scorpio Gold Corp. listed on the TSXV from June 2009 until October 2019 and was a member of the Audit Committee of that company for a number of years. Based on his business experience, Mr. Pelchat is financially literate.

Patrick Donovan – Mr. Donovan has held various senior roles in the mining sector and brings significant project management experience which includes designing, constructing and commissioning different mining projects. Mr. Donovan has over 30 years of experience with mineral exploration and mining development companies. Mr. Donovan holds a Bachelor of Science from St. Francis Xavier University. Through his education and his experience, Mr. Donovan is familiar with the financial reporting requirements applicable to mineral exploration companies. Mr. Donovan is considered financially literate.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board of Directors.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of National Instrument 52-110 (the "Instrument"), or an exemption from the Instrument, in whole or in part, granted under Part 8 thereof.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services. Generally, management is responsible for ensuring that any required non-audit services are performed in a timely manner, subject to review by the Board or the Audit Committee.

External Auditor Service Fees (By Category)

The aggregates fees paid by the Company to its auditor in each of the last two fiscal years are as follows:

	Audit fees	Audit related fees	Tax fees	All other fees (non-tax)
FY2021	\$60,839	\$39,808 ⁽¹⁾	\$4,600	Nil
FY2020	\$32,000	Nil	Nil	Nil

(1) Costs related to the Arrangement

Exemption

Since the Company is a "Venture Issuer" pursuant to NI 52-110 by virtue of its securities being listed only on Canadian Securities Exchange and on no other stock exchanges enumerated in the NI 52-110, it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

OTHER BUSINESS

As of the date of this Information Circular, management is not aware of any other matters to come before the Meeting. The securities represented by the Proxy will be voted as directed by the holder, but if such direction is not made in respect of any matter, the Proxy will be voted as recommended by Management.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedar.com. Financial information relating to the Company is provided in the Company's comparative financial statements and management's discussion and analysis ("MD&A") for its most recently completed financial year ended December 31, 2021. Shareholders may contact the Company

to request copies of the financial statements and the MD&A.

DIRECTORS' APPROVAL

The contents of this Circular and the sending thereof to the Fabled Shareholders have been approved by the Board.

DATED at Vancouver, British Columbia, this 26th day of September, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

“David W. Smalley”

David W. Smalley
Chairman