

Form 51-102F3
Material Change Report

Item 1 Name and Address of Company

Fabled Copper Corp.
480 – 1500 West Georgia St.
Vancouver, BC, V6G 2Z6

Item 2. Date of Material Change

March 30, 2023

Item 3. News Release

A news release was disseminated on March 30, 2023 and filed on SEDAR (www.sedar.com).

Item 4. Summary of Material Change

On March 30, 2023, the Company announced it would be consolidating all of its issued and outstanding common shares on the basis of one (1) post-consolidated common share for every ten (10) pre-consolidated common shares held (the "**Consolidation**"). The Consolidation will become effective on April 13, 2023 with a record date of April 14, 2023.

Item 5. Full Description of Material Change

See news release attached to this Material Change Report for a full description of material change.

Item 6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

Item 7. Omitted Information

No significant facts remain confidential and no information has been omitted in this report.

Item 8. Executive Officer Knowledgeable About This Report

Name of Executive Officer: Peter J. Hawley
Telephone Number: (819) 316-0919

Item 9. Date of Report

April 10, 2023



March 30, 2023

CSE: FABL

FABLED COPPER ANNOUNCES CONSOLIDATION

Vancouver, British Columbia – Fabled Copper Corp. (“**Fabled**” or the “**Company**”) (CSE: FABL; FSE: XZ7) announces that further to its press release dated December 19, 2022, that the Company will consolidate all of its issued and outstanding common shares on the basis of one (1) post-consolidated Share (each a “**Post Consolidated Common Share**”) for every ten (10) pre-consolidated shares (each a “**Pre Consolidated Common Share**”) held (the “**Consolidation**”). The Consolidation is intended to make the Company more attractive to potential new investors.

At a special meeting of shareholders of the Company held on January 10, 2023, the shareholders of the Company authorized the board of directors of the Company (the “**Board**”), at their discretion, to conduct a consolidation of the outstanding securities of the Company on an up to ten (10) for one (1) basis.

The Board has now determined to proceed with the Consolidation on a ten to one (10:1) basis (the “**Conversion Ratio**”). The Board have set April 14, 2023 as the record date of the Consolidation. Trading of the Post Consolidated Common Shares on the Canadian Securities Exchange (“**CSE**”) is expected to commence on or about April 13, 2023, subject to final approval by the CSE. The new CUSIP number will be 30321D209 and the new ISIN number will be CA30321D2095. The Company's name and stock symbol will remain unchanged following the Consolidation.

As of today's date the Company has 173,651,734 common shares issued and outstanding. Following the completion of the Consolidation the number of issued and outstanding common shares of the Company will be approximately 17,365,173. No fractional Post Consolidated Common Shares will be issued under the Consolidation as fractional Post Consolidated Common Shares will be rounded either up or down to the nearest whole number. Each fractional Post Consolidated Common Share remaining after conversion that is less than half of a Post Consolidated Common Share will be cancelled and each fractional Post Consolidated Common Share that is at least half of a Post Consolidated Common Share will be rounded to one whole Post Consolidated Common Share.

Letters of transmittal describing the process by which shareholders may obtain new certificates representing their Post Consolidated Common Shares will be mailed to registered shareholders by the Company's transfer agent, Computershare Investor Services Inc.. Pre Consolidated Common Shares held in uncertificated form by non-registered shareholders through brokerage accounts will be converted at the Conversion Ratio through each shareholder's brokerage account. Non-registered shareholders should consult their broker for further information.

The exercise price and number of Post Consolidated Common Shares issuable pursuant to the exercise of any outstanding convertible securities, including incentive stock options and warrants, will also be adjusted in accordance with the Consolidation Ratio.

There are currently 131,945,033 share purchase warrants (the “**Warrants**”) of the Company issued and outstanding. The number of Warrants will not change pursuant to the Consolidation. However, in accordance with the governing warrant indenture (as it will be amended following the effective date of the Consolidation), following the Consolidation the exercise of ten Warrants will be required to purchase one

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Post Consolidated Common Share, and the exercise price will be \$1.00 per Post Consolidated Common Share.

Each warrant certificate formerly representing pre-Consolidation Warrants will continue to represent Post Consolidated Warrants to which the holder is entitled as a result of the Consolidation. Warrantholder's will not receive a new certificate or be required to take any action. Holders who hold uncertificated Warrants (that is, Warrants held in book-entry form and not represented by a warrant certificate or direct registration statement), either as registered holders or beneficial owners, will have their existing book-entry account(s) electronically adjusted by the Company's warrant agent or, for beneficial warrantholders, by their brokerage firms or other nominees. Such holders do not need to take any additional actions. Non-registered warrantholders should consult their broker for further information.

Fractional Post Consolidated Common Shares shall not be issued with respect to any exercise of Warrants. To the extent that the holder Warrants would otherwise have been entitled to receive on the exercise or partial exercise thereof a fraction of a Post Consolidated Common Share, that holder may exercise that right in respect of the fraction only in combination with another Warrant or Warrants that in the aggregate entitle the holder to purchase a whole number of Post Consolidated Common Shares.

About Fabled Copper

Fabled is a junior mining exploration company. Its current focus is to creating value for stakeholders through the exploration and development of its existing drill ready copper properties located in northern British Columbia.

The Company's current property package consists of the Muskwa Project and the Bronson Property and comprises approximately 16,219 hectares in three non-contiguous blocks and located in the Liard Mining Division of British Columbia. The Company is seeking to broaden and diversify its portfolio. To this end it has added two lithium claims (the VOLT 2 Property) in Miquelon, Quebec to its land package and is seeking to add both the OHM Property and the VOLT 1 Property, each lithium properties, located in the Val D'Or and Miquelon areas of Quebec respectively. The Company is also seeking to add an additional high grade gold and silver property, the TJ Ridge Property in British Columbia for which it has entered into a letter of intent.

Mr. Peter J. Hawley, President and C.E.O.

Fabled Copper Corp.
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For further information please contact:

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The Canadian Securities Exchange does not accept responsibility for the adequacy or accuracy of this release.

Certain statements contained in this news release constitute "forward-looking information" as such term is used in applicable Canadian securities laws. Forward-looking information is based on plans, expectations and estimates of management at the date the information is provided and is subject to certain factors and assumptions, including, that the Company's financial condition, development plans and business plans do not change as a result of unforeseen events and that the Company obtains any required regulatory approvals.

Forward-looking information is subject to a variety of risks and uncertainties and other factors that could cause plans, estimates and actual results to vary materially from those projected in such forward-looking information. Some of the risks and other factors that could cause results to differ materially from those expressed in the forward-looking statements include, but are not limited to: the failure of the shareholders of the Company to approve the Consolidation Proposal, impacts from the coronavirus or other epidemics, general economic conditions in Canada, the United States and globally; industry conditions, including fluctuations in commodity prices; governmental regulation of the mining industry, including environmental regulation; geological, technical and drilling problems; unanticipated operating events; competition for and/or inability to retain drilling rigs and other services; inability to obtain drilling permits; the availability of capital on acceptable terms; the need to obtain required approvals from regulatory authorities; stock market volatility; volatility in market prices for commodities; liabilities inherent in mining operations; changes in tax laws and incentive programs relating to the mining industry; as well as the other risks and uncertainties applicable to the Company as set forth in the Company's continuous disclosure filings filed under the Company's profile at www.sedar.com. The Company undertakes no obligation to update these forward-looking statements, other than as required by applicable law.