

FABLED COPPER CORP.

OFFICER'S CERTIFICATE

TO: CANADIAN SECURITIES EXCHANGE

AND TO: DAVID SMALLEY LAW CORP.

Re: Fabled Copper Corp. (the "Company") – Consolidation of Securities

The undersigned, Peter J. Hawley, the President, Chief Executive Officer and a director of the Company, hereby certifies for and on behalf of the Company, and not in his personal capacity, intending that the same may be relied upon by the addressees hereto without further enquiry, that:

- (a) annexed hereto, forming part hereof and marked as Exhibit "A" is a true and complete excerpt of a resolution of the shareholders of the Company (the "**Shareholders Resolutions**") passed at a shareholders meeting held on January 10, 2023, and authorizing the directors of the Company to initiate a consolidation of the common shares of the Company (the "**Common Shares**"), at their discretion on the basis of up to one (1) post-Consolidation Common Share for every ten (10) pre-Consolidation Common Shares. The Shareholders Resolutions have been duly and validly passed and are in full force and effect, and are un-amended as at the date hereof, and no proceedings have been taken or are pending to amend, supplement, revoke or repeal the Shareholders Resolutions;
- (b) annexed hereto, forming part hereof and marked as Exhibit "B" is a true and complete excerpt of consent resolutions of the board of directors of the Company dated as of March 30, 2023 (the "**Directors Resolutions**") relating to the consolidation (the "**Consolidation**") of the common shares of the Company (the "**Common Shares**") on the basis of one (1) post-Consolidation Common Share for every ten (10) pre-Consolidation Common Share to take effect on April 13, 2023 and authorizing any director and officer to set a record date for the Consolidation. The Directors Resolutions have been duly and validly passed and are in full force and effect, and are un-amended as at the date hereof, and no proceedings have been taken or are pending to amend, supplement, revoke or repeal the Directors Resolutions; and
- (c) on behalf of the Company, the undersigned, hereby determines the effective date of the Consolidation to be April 13, 2023 and the record date of the Consolidation to be April 14, 2023.

Dated this 10th day of April, 2023.

(signed) "Peter J. Hawley"

PETER J. HAWLEY

President, Chief Executive Officer and Director

EXHIBIT "A"

Excerpt of Shareholders Resolutions dated January 10, 2023

"BE IT HEREBY RESOLVED as a special resolution of the Company that:

1. the Company is hereby authorized to alter its share structure by consolidating each of the issued and outstanding common shares of the Company by exchanging ten (10) common shares of the Company, or such lesser amount as the directors of the Company may determine, into one (1) common share of the Company, provided that in the event that the consolidation would otherwise result in a shareholder holding a fraction of a common share, such fractional share, if less than one-half, shall be rounded down to zero and, if equal to or greater than one-half, shall be rounded up to one and added to the number of common shares which the shareholder is entitled to receive (the "**Consolidation**");
2. Any officer or director of the Company is hereby authorized and directed for and on behalf of the Company to execute and deliver, under corporate seal of the Company or otherwise all 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; and
3. notwithstanding that this resolution has been passed by the shareholders of the Company, the board of directors be and are hereby authorized and empowered, without further approval of the shareholders of the Company, to determine the consolidation ratio or revoke this resolution at any time before the Consolidation becomes effective."

EXHIBIT "B"

Excerpt of Directors Resolutions dated March 30, 2023

WHEREAS:

- A. On January 10, 2023 the shareholders of the Company, at a special meeting, approved a consolidation of the Company's common shares on the basis of one (1) post-consolidated Common Share for up to ten (10) pre-consolidated Common Shares or such other lesser ratio as the Board may determine.
- B. The Board wishes to approve a consolidation of the issued and fully paid common shares of the Company (the "**Common Shares**") on the basis of one (1) post-consolidation Common Share (the "**Post-Consolidation Shares**") for every ten (10) pre-consolidation Common Shares (the "**Pre-Consolidation Shares**") (collectively the "**Consolidation**").
- C. The Consolidation is subject to the acceptance of the Canadian Securities Exchange (the "**CSE**").
- D. Pursuant to the provisions of section 83 of the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), if fractional shares are to be converted into whole shares in connection with a change in authorized share structure, each fractional share remaining after conversion that is less than 0.5 of a share must be cancelled and each fractional share that is at least 0.5 of a share must be changed to one whole share.
- E. the Board has determined that it is in the best interests of the Company to complete the Consolidation.

BE IT RESOLVED THAT:

Approval of Consolidation

- 1. Subject to the acceptance of the CSE, the Consolidation is hereby approved and authorized, to be effective on April 13, 2023.
- 2. In accordance with the provisions of section 83 of the BCBCA, in the event the Consolidation would otherwise result in the issuance of a fractional Common Share, no fractional Common Share shall be issued in connection with the Post-Consolidation Shares and any fractional Common Share interest of 0.50 or higher will be rounded up to one whole Common Share and any fractional Common Share interest of less than 0.50 will be cancelled.

3. Any one director or officer of the Company is hereby authorized to fix the record date for determining the shareholders of the Company eligible to have their Pre-Consolidation Shares consolidated into the Post-Consolidation Shares, and only shareholders of record on the date so fixed shall be entitled to have their Pre-Consolidation Shares consolidated into the Post-Consolidation Shares.
4. Notwithstanding the foregoing authorization, the Board may, at its discretion, determine not to effect the Consolidation.
5. New forms of share certificates (the “**Share Certificates**”) or DRS statements of advice (the “**DRS Statements**”), as applicable, to represent the Post-Consolidation Shares, in the form as approved by any officer or director of the Company and in compliance with the BCBCA and the policies of the CSE, are approved and adopted as the forms of the Share Certificates or DRS Statements, as applicable, to be used by the Company with respect to the Post- Consolidation Shares, and the signatures of any two directors or officers of the Company be mechanically reproduced thereon, and, before issued, each certificate be countersigned by a duly authorized officer of the Company’s transfer agent, Computershare Trust Company of Canada (the “**Transfer Agent**”).
6. The exercise price and number of Common Shares issuable pursuant to the exercise of any outstanding stock options and warrants of the Company, be adjusted in accordance with the Consolidation.

Approval of Application to the CSE and New CUSIP

7. The application to the CSE for acceptance of the Consolidation be and is hereby approved and any one officer or director of the Company be and is hereby authorized and directed to do all such further acts and things and execute and deliver or sign and file (as the case may be) all such further agreements, instruments, notices, certificates, applications and other documents (for and on behalf of the Company and whether under corporate seal or otherwise), including the filing of CSE Form 12 – *Notice of Proposed Stock Consolidation* with the CSE as such officer or director may consider necessary or advisable having regard to the foregoing paragraphs of these resolutions and to ensure the performance by the Company of its obligation pursuant to these resolutions.
8. Any one director or officer of the Company is authorized to approve a form of letter of transmittal and to make any required directions or filings with the Transfer Agent and the CSE.
9. Any one director or officer of the Company is authorized and directed for and on behalf of the Company to sign and deliver all other documents and to do all other acts and things, including a request for a new CUSIP number for the Post-Consolidation Shares, as in the opinion of such person may be necessary or desirable to give full effect to the foregoing resolutions.
10. The issuance of Post-Consolidation Shares and Share Certificates or DRS Statements, as applicable, representing such Post-Consolidation Shares by the Company to holders of the Post-Consolidation Shares be and is hereby approved and the Transfer Agent be and is hereby authorized and directed to effect the same in accordance with the instructions of the Company