



**INTERIM MANAGEMENT'S DISCUSSION & ANALYSIS  
QUARTERLY HIGHLIGHTS**

**FOR THE THREE MONTHS ENDED MARCH 31, 2023  
(EXPRESSED IN CANADIAN DOLLARS)**

## Table of Contents

INTRODUCTION .....	3
BACKGROUND .....	3
FINANCIAL REPORTING AND DISCLOSURE DURING ECONOMIC UNCERTAINTY.....	3
HIGHLIGHTS .....	4
EXPLORATION AND EVALUATION ASSETS.....	9
SELECTED INFORMATION .....	12
RESULT OF OPERATIONS .....	13
LIQUIDITY AND CAPITAL RESOURCES .....	15
OUTSTANDING SHARE DATA .....	16
RELATED PARTY TRANSACTIONS AND BALANCES.....	16
SUBSEQUENT EVENTS .....	17
COMMITMENTS.....	17
FINANCIAL INSTRUMENTS .....	17
CRITICAL ACCOUNTING ESTIMATES.....	18
NEW ACCOUNTING STANDARDS .....	18
OFF-BALANCE SHEET FINANCING ARRANGEMENTS .....	18
PROPOSED TRANSACTION .....	18
OTHER MD&A REQUIREMENTS .....	18
FORWARD- LOOKING INFORMATION.....	18
RISKS AND UNCERTAINTIES .....	19

## **Fabled Copper Corp.**

Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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### **INTRODUCTION**

This Interim Management's Discussion and Analysis – Quarterly Highlights (the "MD&A") has been prepared to provide material updates and analysis of the business operations, financial condition, financial performance, cash flows, liquidity, and capital resources of Fabled Copper Corp. ("Fabled Copper" or the "Company").

The Company adopted the option under Section 2.2.1 of National Instrument 51-102F1 to provide the interim MD&A disclosure under the "Quarterly Highlights" regime set out in that section of the instrument.

The MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements of the Company and the notes relating thereto, for the three months ended March 31, 2023 ("YTD 2023" or "Q123"), which are prepared in accordance with International Financial Reporting Standards ("IFRS") and the annual management discussion and analysis for the year ended December 31, 2022.

This MD&A is prepared as of May 29, 2023. All amounts presented in this MD&A are in Canadian dollars unless otherwise indicated. Additional information related to the Company is available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at <https://fabledcoppercorp.com>.

### **BACKGROUND**

The Company was incorporated by Certificate of Incorporation issued pursuant to the provisions of the British Columbia Business Corporations Act on April 27, 2016. The Company is an exploration stage company that is engaged directly in the acquisition and exploration of exploration and evaluation mining properties in Canada. The address of the Company's registered and records office is 480 – 1500 West Georgia Street, Vancouver, BC V6G 2Z6, Canada.

The Company has been listed on the Canadian Securities Exchange (the "Exchange") under the symbol "FABL" since December 21, 2021 (the "Closing Date") and has been listed on the Frankfurt Stock Exchange under the symbol "XZ7" since February 2, 2022.

### **FINANCIAL REPORTING AND DISCLOSURE DURING ECONOMIC UNCERTAINTY**

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic; the Company has not been significantly impacted by the spread of COVID-19. However, the ongoing COVID-19 pandemic, inflationary pressures, rising interest rates, the global financial climate and the conflict in Ukraine are affecting current economic conditions and increasing economic uncertainty, which may impact the Company's operating performance, financial position and the Company's ability to raise funds at this time.

## **Fabled Copper Corp.**

Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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### **HIGHLIGHTS**

#### **Corporate activities**

- On March 21, 2023, the Company entered into two separate letters of intent, and one purchase agreement to acquire three separate lithium claim blocks located in Quebec. (See Section of "Exploration and Evaluation Assets" for details)
- On April 13, 2023, the Company completed a consolidation of its issued and outstanding common shares on the basis of one post-consolidation common share for ten pre-consolidation common shares (the "Consolidation"). The exercise price and number of common shares issuable pursuant to the exercise of any outstanding convertible securities, including incentive stock options and warrants, were also adjusted in accordance with the Consolidation. The numbers of outstanding securities and other relevant information including but not limited to price per share, and exercise prices of convertible securities presented in this MD&A have been retroactively adjusted accordingly, unless otherwise specified.

#### **Proposed Financings**

On April 12, 2023, the Company announced two concurrent non-brokered private placements (collectively, the "Offerings") to raise aggregate gross proceeds of up to \$1,500,000.

The first of the two Offerings will consist of the sale of up to 10,000,000 units (the "Flow-Through Units") of the Company at a price of \$0.10 per Flow-Through Unit for gross proceeds of up to \$1,000,000. Each Flow-Through Unit shall be comprised of: (i) 1 common share of the Company designated as a "flow-through share under the Income Tax Act (Canada) (the "Act"); and (ii) 1 common share purchase warrant (each, a "Flow-Through Warrant"). Each Flow-Through Warrant will entitle the holder thereof to acquire 1 additional common share of the Company at a price of \$0.15 per common share for a period of 24 months from the date of issuance, subject to certain acceleration provisions in favor of the Company

The second of the two Offerings will consist of the sale of up to 6,250,000 units (the "Conventional Units") of the Company at a price of \$0.08 per Conventional Unit for gross proceeds of up to \$500,000. Each Conventional Unit shall be comprised of 1 common share of the Company and 1 common share purchase warrant (each, a "Conventional Warrant"). Each Conventional Warrant will entitle the holder thereof to acquire 1 additional common share of the Company at a price of \$0.12 per common share for a period of 24 months from the date of issuance, subject to certain acceleration provisions in favor of the Company.

The Company closed an initial tranche of each of the Offerings on May 25, 2023 consisting of (i) 3,255,000 Conventional Units for aggregate gross proceeds of \$260,400 and (ii) 350,000 Flow-Through Units for aggregate gross proceeds of \$35,000.

#### **Exploration activities**

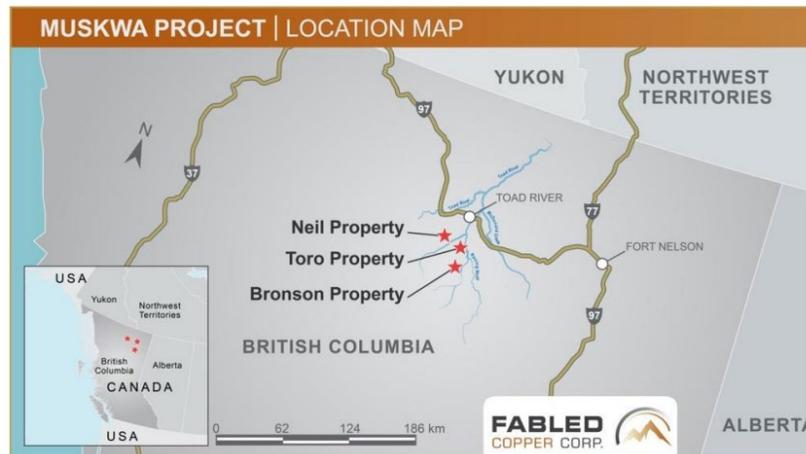
The Company is an exploration stage company that is engaged directly in the acquisition and exploration of exploration and evaluation mining properties in British Columbia, Canada. The Company has the rights to acquire and explore the Muskwa Project and the non-material Bronson Property, each of which is located in the Liard Mining Division in northern British Columbia – (see section: "Exploration And Evaluation Assets" for details).

## Fabled Copper Corp.

Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)



On April 8, 2021, the Company and Fabled Silver Gold Corp. ("Fabled Silver") entered into an amended and restated option agreement (the "Amended MP Option Agreement") with High Range Exploration Ltd (the "MP Optionor"). The Amended MP Option Agreement provided the right and option to the Company (the "MP Option") to acquire an undivided 100% interest the Neil/Ram Creek Property, Toro Property and an additional 3,842 hectares, including 2 claims which are contiguous with the Neil/Ram Creek Property, and 4 mineral claims located in the same geographical area and with the same geophysical profile as the Muskwa Project, and referred to as the Bronson Property (see section: "Exploration And Evaluation Assets" for details).

During YTD 2023, the Company continued to analyze and release results of the surface field work on the Muskwa Copper Project carried out in summer 2021. The updates of the surface field works can be found from the press releases which are available on SEDAR at [www.sedar.com](http://www.sedar.com) and on the Company's website at <https://fabledcoppercorp.com>.

In March 2022 the Company applied for a 5-year drill permit for a 15-drill pad and 3 holes per pad to the British Columbia Department of Mines, Permitting. In July 2022, bonding was requested and was posted. At of the date of this MDA, the Inspector of Mines, Permitting and interested First Nations are in consultation.

**Fabled Copper Corp.**

## Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

Following are the highlights of the results of the surface field work on the Muskwa Copper Project:

- **On January 18, 2023**, the Company reported 0.90% Copper over 22.90 meters and 2.09% copper over 6.10 meters On the Ringarooma Copper Occurrence

Following is the Ringarooma Vein Chip Sampling Compilations:

Sample No.	Sample Type	Copper %	Width Meters	
<b>North Side of Ringarooma Creek</b>				
D-723558-575	Chip	<b>0.90</b>	22.90	Including:
D-723558-562	Chip	<b>2.40</b>	3.00	
D-723560-61	Chip	<b>4.48</b>	1.55	
D-723568	Chip	<b>4.44</b>	0.80	
D-723572-75	Chip	<b>2.36</b>	3.90	Including
D-723573-74	Chip	<b>4.63</b>	1.70	
<b>South Side of Ringarooma Creek</b>				
D-723578,79,81,82,84,84	Chip	<b>2.09</b>	6.10	
D-723581,82,84	Chip	<b>4.15</b>	3.00	
D-723582,84	Chip	<b>5.82</b>	2.10	

Followings is the Ringarooma Vein Sample Results:

Sample #	Elevation	Sample Type	Width Meters	Copper %	Gold g/t	Silver g/t
<b>North Side of Ringarooma Creek</b>						
D-723557	1,635	Grab	-	<b>11.80</b>	0.11	5.15
D-723558	1,630	Chip	1.20	0.06	0.00	0.04
D-723559	1,630	Chip	0.85	0.18	0.04	0.01
D-723560	1,630	Chip	0.75	<b>6.26</b>	0.08	3.70
D-723561	1,630	Chip	0.80	<b>2.81</b>	0.10	19.50
D-723562	1,630	Chip	0.60	0.16	0.02	0.26
D-723563	1,630	Chip	1.80	0.03	0.01	0.06
D-723564	1,630	Chip	1.90	0.04	0.00	0.06
D-723565	1,631	Chip	1.65	0.00	0.00	0.01
D-723566	1,631	Chip	1.75	0.13	0.00	0.16
D-723567	1,630	Chip	1.70	0.02	0.08	0.04
D-723568	1,634	Chip	0.80	<b>4.44</b>	0.00	2.68
D-723569	1,635	Chip	1.20	0.01	0.00	0.01
D-723570	1,633	Chip	2.00	0.01	0.00	0.02
D-723571	1,632	Chip	2.00	0.10	0.00	0.21
D-723572	1,632	Chip	0.90	0.10	0.00	0.15
D-723573	1,632	Chip	0.90	<b>4.01</b>	0.16	6.18
D-723574	1,632	Chip	0.80	<b>5.32</b>	0.31	9.06
D-723575	1,632	Chip	1.30	<b>0.96</b>	0.05	2.23
<b>South Side of Ringarooma Creek</b>						
D-723578	1,632	Chip	1.10	0.01	0.00	0.03
D-723579	1,632	Chip	1.40	0.19	0.02	0.35
D-723581	1,632	Chip	0.90	0.24	0.06	0.78
D-723582	1,632	Chip	0.30	<b>18.75</b>	0.13	<b>32.70</b>
D-723584	1,632	Chip	1.80	<b>3.67</b>	0.13	<b>11.00</b>
D-723585	1,632	Chip	0.60	0.04	0.01	0.08

See the Company's [press release dated January 18, 2023](#) for details.

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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- **On February 7, 2023**, the Company reported values as high as 19.85% copper and 21.90% copper on Eagle Creek Copper Occurrence

Following is the Eagle Creek Sample Results:

Sample No.	Elevation (m)	Copper %	Sample Type
D-723551	1,553	<b>19.85</b>	Float
D-723552	1,555	<b>0.57</b>	Float
D-723553	1,661	<b>6.08</b>	Float
D-723554	1,594	<b>3.27</b>	Float
D-723556	1,671	0.35	Float
D-723596	1,620	0.05	Grab
D-723598	1,678	<b>0.77</b>	Float
D-723599	6781,	<b>21.90</b>	Float
D-723600	1,476	<b>0.87</b>	Float
D-723602	1,476	<b>1.27</b>	Float

See the Company's [press release dated February 7, 2023](#) for details.

- **On March 1, 2023**, the Company reported values as high as 15.55% copper on East Extension of the Eagle Creek Copper Occurrence.

Following is the East Extension of Eagle Creek Occurrence Sample Results:

Sample No.	Elevation (m)	Copper %	Sample Type
D-723607	1,579	<b>15.55</b>	Float
D-723608	1,558	0.03	Float
D-723609	1,524	0.41	Float
D-723611	1,407	0.04	Float
D-723612	1,307	<b>6.14</b>	Float
D-723613	1,478	<b>1.09</b>	Float
D-723614	1,665	0.45	Float
D-723692	1,599	0.24	Float
D-723693	1,641	0.03	Float
D-723695	1,607	0.01	Float

- 1% copper = 22.2 pounds

See the Company's [press release dated March 1, 2023](#) for details.

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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- **On April 5, 2023**, the Company reported multi +10% copper values including 29.30% copper on West Side of the Eagle Creek Copper Occurrence

Following is the West Side of Eagle Creek Occurrence Sample Results:

Sample No.	Elevation (m)	Copper %	Sample Type
D-723668	1,654	1.23	Float
D-723669	1,702	19.55	Float
D-723670	1,644	0.29	Float
D-723671	1,683	0.52	Float
D-723672	1,696	5.50	Float
D-723674	1,704	18.75	Float
D-723675	1,801	20.10	Float
D-723676	1,704	22.00	Float
D-723678	1,776	29.30	Float
D-723679	1,710	22.10	Float
D-723681	1,708	15.10	Float
D-723682	1,802	1.79	Float

- 1% copper = 22.2 pounds

See the Company's [press release dated April 5, 2023](#) for details.

- **On April 26, 2023**, the Company reported 23.40% Copper on the south extension of the Eagle Creek Copper Occurrence

Following is the North Side of Eagle Creek Occurrence Sample Results:

Sample No.	Elevation (m)	Copper %	Sample Type
D-723639	1,484	1.29	Float
D-723640	1,466	0.50	Float
D-723641	1,441	1.51	Float
D-723642	1,423	0.25	Float
D-723643	1,388	3.79	Float

- 1% copper = 22.2 pounds

Following is the North Side of Eagle Creek Occurrence Sample Results:

Sample No.	Elevation (m)	Copper %	Sample Type
D-723683	1,798	0.17	Float
D-723684	1,635	1.81	Float
D-723685	1,799	0.21	Float
D-723686	1,767	0.01	Float
D-723687	1,616	17.15	Float
D-723688	1,604	6.22	Float
D-723689	1,617	23.40	Float
D-723690	1,745	10.45	Float
D-723691	1,592	2.15	Float

- 1% copper = 22.2 pounds

## **Fabled Copper Corp.**

Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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See the Company's [press release dated April 26, 2023](#) for details.

### **EXPLORATION AND EVALUATION ASSETS**

The Company is engaged in the business of exploration and development of mineral projects. The Company has the rights to acquire and explore the "Muskwa Project" (currently comprised of the previously referred to and contiguous Neil Ram/Creek Property, Ribbon Property and ChurchKey Property, and the Toro Property) and the non-material Bronson Property, each of which is located in the Liard Mining Division in northern British Columbia.

#### **Muskwa Project**

The Company is currently party to an option agreement ("MP Option Agreement") with High Range Exploration Ltd. (the "MP Optionor").

Pursuant to the MP Option Agreement, the Company has the right and option (the "MP Option") to acquire an undivided 100% interest of the following properties:

- Neil/Ram Creek Property in which the Company owns a 50% interest;
- Toro Property in which the Company owns a 50% interest; and
- An additional 3,842 hectares, including 2 claims which are contiguous with the Neil/Ram Creek Property, and 4 mineral claims located in the same geographical area and with the same geophysical profile as the Muskwa Project, and referred to as the Bronson Property (the "MP Properties").

To exercise the MP Option, the Company is required to make the following payments:

- (i) \$200,000 on April 8, 2021 (paid);
- (ii) \$500,000 on April 8, 2022; (paid)
- (iii) \$750,000 on April 8, 2023 (\*);
- (iv) \$1,000,000 on April 8, 2024; and
- (v) \$2,000,000 on April 8, 2025.

(\*) The Company is currently in the process of negotiating an extension of the payment date or a payment alternative.

The Company owns a 100% interest in the Ribbon Property which forms part of the Muskwa Project and was previously acquired from the MP Optionor.

The Company has granted (on those properties and portions thereof owned by the Company) and upon exercise of the MP Option, will grant, a 2% net smelter return royalty interest (the "NSR") on the MP Properties and the Ribbon Property to the MP Optionor.

#### **ChurchKey Property**

On August 6, 2019, the Company entered into an option agreement (the "CP Option Agreement") with ChurchKey Mines Inc. ("ChurchKey") and the legal owners (collectively with ChurchKey the "CP Vendors") to acquire 100% interest of the ChurchKey Property (the "CP Option").

In order to exercise the CP Option, the Company is required to make the following payments:

- \$50,000 (paid) in cash on August 6, 2019;
- \$50,000 in cash on or before November 4, 2019 (paid);
- \$100,000 in cash on or before August 6, 2020 (paid);

## **Fabled Copper Corp.**

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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- \$250,000 in cash on or before August 6, 2021 (paid);
- \$300,000 in cash on or before November 6, 2022<sup>(1)</sup>;
- \$500,000 in cash on or before August 6, 2023; and
- \$750,000 in cash on or before August 6, 2024.

(1) During the year ended December 31, 2022, the Company agreed an amendment with the CP Vendors such that the \$300,000 cash payment previously due on August 6, 2022 would now be due on November 6, 2022. The Company is currently in the process of negotiating an extension of the payment date or a payment alternative.

The Company has granted the CP Vendors a 2% NSR with respect to the ChurchKey Property upon commencement of commercial production. In addition, the Company had the exclusive right to purchase 1% of the NSR at any time in the first four years following closing for \$425,000 if it makes an annual payment of \$25,000 on each of the 4 anniversaries of closing. The Company has not made such payments to date. If such option is not exercised, the Company will have the non-exclusive right to purchase that 1% of the NSR for the equivalent of 275,000 pounds of copper multiplied by the quoted London Metal Exchange price at the date of the purchase at any time up to the date of commencement of commercial production. The Company will also have the non-exclusive right to purchase the remaining 1% of the NSR for the equivalent of 400,000 pounds of copper multiplied by the quoted London Metal Exchange price at the date of the purchase at any time up to the date of commencement of commercial production. No shares issuable in connection with this agreement.

The CP Option Agreement was amended on October 15, 2019, June 1, 2021 and April 14, 2022 to add additional claims staked by the CP Vendors to the ChurchKey Property. No additional consideration is due pursuant to these amendments.

### **TJ Property**

On December 15, 2022, the Company entered into the TJ LOI to acquire the TJ Property from ARR.

In order to exercise the TJ Option and acquire the TJ Property, the Company will, pursuant to the TJ Agreement if entered into, require pay to ARR:

- \$20,000 in cash to ARR on the date of execution of the TJ Definitive Agreement (the "TJ Effective Date");
- \$50,000 in cash to ARR in 12 months after the TJ Effective Date; and
- A final payment in 24 months after the date of execution of the TJ Definitive Agreement, in common shares of the Company, having a cash value equal to the value of the TJ Property at such date, as determined by a third party valuator to be chosen by mutual agreement of the parties, at a price per common share equal to the 20 day weighted average volume price ("VWAP") of the Company's common shares as traded on the CSE or any other stock exchange that the Optionee may be listed on at such time.

In addition, the Company must incur not less than \$100,000 in exploration expenses on the TJ Property prior to the date within 24 months from the TJ Effective Date and ensure that the TJ Property remains in good standing.

The Company will also grant ARR, or their nominee, a 2% NSR over the TJ Property that may be purchased by the Company at any time for an additional \$2,000,000.

### **Lithium Project**

On March 21, 2023, the Company entered into two separate letters of intent, and one purchase agreement to acquire three separate lithium claim blocks located in Quebec.

## **Fabled Copper Corp.**

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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#### **OHM Property**

The OHM Property consists of 51 contiguous cells comprising of 2,856 hectares located approximately 70 kms south of Val D'Or. The OHM Property can be easily accessed from the main highway, route 117 and forestry roads 43 and 44.

Under the terms of the OHM LOI, the Company may be granted an option (the "OHM Option") to acquire the OHM Property (the "OHM Acquisition"). In order to exercise the OHM Option and acquire the OHM Property, pursuant to the definitive agreement (the "OHM Definitive Agreement") if entered into, the Company is required to make the following cash and share payments and incurred eligible exploration expenses:

<b>Cash Payment</b>	<b>Payment Amount (\$)</b>
On the date of execution of the OHM Definitive Agreement (the "OHM Closing Date")	50,000
By the 12-month anniversary of the OHM Closing Date	75,000
By the 24-month anniversary of the OHM Closing Date	100,000
By the 36-month anniversary of the OHM Closing Date	125,000
By the 48-month anniversary of the OHM Closing Date	150,000

<b>Share Payment</b>	<b>Number of Shares</b>
On the OHM Closing Date	200,000
By the 12-month anniversary of the OHM Closing Date	250,000
By the 24-month anniversary of the OHM Closing Date	350,000
By the 36-month anniversary of the OHM Closing Date	400,000

<b>Cumulative Exploration Expenses</b>	<b>Amount (\$)</b>
By the 12-month anniversary of the OHM Closing Date	50,000
By the 24-month anniversary of the OHM Closing Date	150,000
By the 36-month anniversary of the OHM Closing Date	350,000
By the 48-month anniversary of the OHM Closing Date	650,000

The Company will also grant the OHM Vendors a 3% NSR royalty over the OHM Property. The Company may purchase 2% of the NSR Royalty at any time for \$2,000,000.

#### **VOLT 1 and 2 Properties**

The Company entered into letter of intent (the "VOLT 1 LOI") on March 21, 2023 to acquire the VOLT 1 Property (the "VOLT 1 Property") from arm's length vendors (the "VOLT 1 Vendors").

The Company also entered into a purchase agreement with arm's length vendors on March 21, 2023 to acquire two separate contiguous lithium claims (the "VOLT 2 Property") for a total one-time payment of \$1,000. The VOLT 2 Property is approximately 2 km due west of the VOLT 1 Property.

The VOLT 1 Property is comprised of 9 contiguous cells with a total size of 504 hectares. The VOLT 2 Property is comprised of 2 contiguous cells with a total size of 112 hectares. Both properties are located due east of the village of Miquelon, Quebec and are surrounded by Mosaic Minerals Corp.'s (CSE: MOC) "Lithium SM Project."

Under the terms of the VOLT 1 LOI, The Company may be granted an option (the "VOLT 1 Option") to acquire the VOLT 1 Property (the "VOLT 1 Acquisition"). In order to exercise the VOLT 1 Option and acquire the VOLT 1 Property, pursuant to the definitive agreement (the "V1 Definitive Agreement") if entered into, the Company is required to make the following cash and share payments and incurred eligible exploration expenses:

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

Cash Payment	Payment Amount (\$)
On the date of execution of the V1 Definitive Agreement (the "V1 Closing Date")	30,000
By the 12-month anniversary of the V1 Closing Date	35,000
By the 24-month anniversary of the V1 Closing Date	40,000
By the 36-month anniversary of the V1 Closing Date	45,000
By the 48-month anniversary of the V1 Closing Date	50,000

Share Payment	Number of Shares
On the V1 Closing Date	200,000
By the 12-month anniversary of the V1 Closing Date	250,000
By the 24-month anniversary of the V1 Closing Date	250,000
By the 36-month anniversary of the V1 Closing Date	300,000
By the 48-month anniversary of the V1 Closing Date	400,000

Cumulative Exploration Expenses	Amount (\$)
By the 12-month anniversary of the V1 Closing Date	40,000
By the 24-month anniversary of the V1 Closing Date	90,000
By the 36-month anniversary of the V1 Closing Date	160,000
By the 48-month anniversary of the V1 Closing Date	260,000

The Company will also grant the VOLT 1 Vendors a 3% NSR royalty over the VOLT 1 Property. The Company may purchase 2% of the NSR royalty at any time for \$2,000,000.

## SELECTED INFORMATION

	For the three months ended		
	March 31, 2023	March 31, 2022	March 31, 2021
	(YTD 2023)	(YTD 2022)	(YTD 2021)
	\$	\$	\$
Expenses	117,534	598,313	40,293
Other income (expenses)	1,265	15,763	-
Net loss	(116,269)	(582,550)	(40,293)
Loss and comprehensive loss	(116,269)	(582,550)	(40,293)
Basic and diluted loss per share	(0.01)	(0.03)	(0.00)

	As at		
	March 31, 2023	December 31, 2022	December 31, 2021
	\$	\$	\$
Working capital (deficiency)	(625,684)	(509,415)	2,739,095
Total assets	3,302,269	3,386,337	6,592,035
Total liabilities	765,380	733,179	1,195,371
Share capital	7,502,453	7,502,453	7,502,453
Deficit	(13,587,325)	(13,471,056)	(10,727,550)

The decrease in net loss during YTD 2023 compared to YTD 2022 was mainly due to the decrease in exploration and evaluation activities and costs incurred in investor relations and promotion. The operating loss incurred during YTD 2021 was mainly related to the costs allocated from Fabled Silver. The decrease in total assets as of March 31, 2023 compared to December 31, 2022 was mainly due to the cash flow used in operating activities. The decrease in total assets as of December 31, 2022 compared to December 31, 2021 was mainly due to the cash flow used in operating activities and the loan repayment to Fabled Silver.

**Fabled Copper Corp.**

## Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

**RESULT OF OPERATIONS**

	March 31, 2023 (Q123) \$	December 31, 2022 (Q422) \$	September 30, 2022 (Q322) \$	June 30, 2022 (Q222) \$
Revenue	-	-	-	-
Net loss	(116,269)	(380,167)	(1,226,603)	(554,186)
Basic and diluted loss per share	(0.01)	(0.02)	(0.10)	(0.02)

	March 31, 2022 (Q122) \$	December 31, 2021 (Q421) \$	September 30, 2021 (Q321) \$	June 30, 2021 (Q221) \$
Revenue	-	-	-	-
Net income (loss)	(582,550)	(857,077)	(1,304,633)	2,068,107
Basic and diluted loss per share	(0.02)	(0.07)	(0.08)	0.12

During Q221, the Company recognized a recovery of impairment of mineral properties of \$2,204,913. Except for the costs incurred related to the Arrangement, the costs incurred in the periods presented was mainly related to the business and exploration and evaluation activities.

During Q123 and Q122, the Company incurred a net loss of \$116,269 and \$582,550, respectively.

**Operating Expenses**

In Q123 the operating expenses were \$117,534, a decrease of \$480,779, compared to \$598,313 in Q122. The breakdown of the operating expenses incurred in Q123 and Q122 are as follows:

	For the three months ended		Change	
	March 31, 2023 \$	March 31, 2022 \$	\$	%
<b>Expenses</b>				
Exploration and evaluation costs	18,000	98,820	(80,820)	(82%)
Foreign exchange loss	426	2,441	(2,015)	(83%)
General and administrative expenses	9,417	12,524	(3,107)	(25%)
Investor relations and promotion	15,469	215,718	(200,249)	(93%)
Management and directors' fees	12,000	117,000	(105,000)	(90%)
Professional fees	39,900	88,455	(48,555)	(55%)
Regulatory and filing fees	22,322	63,355	(41,033)	(65%)
<b>Total expenses</b>	<b>117,534</b>	<b>598,313</b>	<b>(480,779)</b>	<b>(80%)</b>

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

- **Management and directors' fees**

In Q123 and Q122, management fees of \$12,000\*\* were paid/accrued to the Company's Chief Executive Officer. No management fees were paid/accrued in Q421.

\*\* In Q123 and Q122, the Company paid/accrued \$30,000 fees to the Company's Chief Executive Officer, of which \$12,000 was recognized as management and directors' fees, and \$18,000 was recognized as evaluation and exploration costs for the geological services provided, respectively.

In Q122, the Company incurred \$105,000 in directors' fees which were made to certain directors of the Company. No such directors' fees were made in Q123.

- **Evaluation and exploration ("E&E") costs**

Following is the breakdown of the E&E cost incurred in Q123 and Q122:

	For the three months ended		Change	
	March 31, 2023	March 31, 2022	\$	%
	\$	\$		
Consulting	18,000	18,000	-	-
Drilling	-	3,411	(3,411)	(100%)
Field	-	31,538	(31,538)	(100%)
Geological	-	44,000	(44,000)	(100%)
Sample analysis	-	1,871	(1,871)	(100%)
	<b>18,000</b>	<b>98,820</b>	<b>(80,820)</b>	<b>(82%)</b>

The decrease in E&E costs in Q123 was mainly due to the decrease in field work on the Muskwa Copper Project. See "Exploration Activities" in the "Highlight" section for details.

- **Investor relations and promotion**

Investor relations and promotion expenses were mainly related to the costs incurred to enhance communication between the Company and its investors and increase the Company's awareness among investors.

- **Professional fees**

Professional fees were mainly related to the accounting and legal fees incurred to support operations and the growth of the business.

- **Regulatory and filing fees**

Regulatory and filing fees were mainly related to the public company-related costs such as governance and compliance, registrar and transfer agent fees, and exchange listing fees.

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

#### Other Income (Expenses)

Following is the breakdown of the other income (expenses) incurred in Q123 and Q122:

	For the three months ended		Change	
	March 31, 2023 \$	March 31, 2022 \$	\$	%
<b>Other income (expenses)</b>				
Finance income	1,265	2,293	(1,028)	(45%)
Other income	-	13,470	(13,470)	(100%)
<b>Total other income (expenses)</b>	<b>1,265</b>	<b>15,763</b>	<b>(14,498)</b>	<b>(92%)</b>

- **Other income**

Other income represents the reduction of the flow-through shares premium liability during the period. The amount of other income depends on the amount of eligible flow-through exploration and evaluation works incurred during the period.

## LIQUIDITY AND CAPITAL RESOURCES

As of March 31, 2023, the Company had working capital of deficiency of \$625,684 (December 31, 2022 – \$509,415) including cash of \$85,840 (December 31, 2022 – \$165,377).

#### Cash Flow

	For the three months ended		Change	
	March 31, 2023 \$	March 31, 2022 \$	\$	%
Cash flow used in operating activities	(79,537)	(597,664)	518,127	(87%)
Cash flow used in investing activities	-	(2,988)	2,988	(100%)
Cash flow used in financing activities	-	(554,353)	554,353	(100%)
<b>Increase (decrease) in cash</b>	<b>(79,537)</b>	<b>(1,155,005)</b>	<b>1,075,468</b>	<b>(93%)</b>
<b>Opening, cash</b>	<b>165,377</b>	<b>3,604,211</b>	<b>(3,438,834)</b>	
<b>Closing, cash</b>	<b>85,840</b>	<b>2,449,206</b>	<b>(2,363,366)</b>	

Cash used in operating activities in Q123 was mainly related to the net loss of \$116,269 which was partially offset by the increase in non-cash working capital of \$36,732.

Cash used in financing activities in Q122 was mainly related to the loan repayment to Fabled Silver in an amount of \$554,353.

The Company expects to obtain financing in the future primarily through further equity financings. At present, the Company has no operations that generate cash flow and its financial success is dependent on management's ability to discover economically viable mineral deposits, arrange required funding through future equity issuances, asset sales or a combination thereof. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Company relies on equity financings and the exercise of options and warrants to fund its exploration activities and its corporate and overhead expenses. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may

## **Fabled Copper Corp.**

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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vary from those planned due to a number of factors, including the progress of exploration activities.

The Company's operations to date have been financed by issuing securities. The Company's ability to continue as a going concern is dependent upon its ability to obtain additional financing to meet its obligations as they come due. If the Company was to become unable to continue as a going concern, then significant adjustments would be required to the carrying value of assets and liabilities, and to the balance sheet classifications currently used.

There is no guarantee that the Company will be able to secure additional financings in the future at terms that are favorable. To date, the Company has not used debt or other means of financing to further its exploration programs, and the Company has no plans to use debt financing at the present time. Based on the current working capital as of the date of this MD&A, it is expected that the current cash position will be sufficient to fund the Company's needs for at least next twelve months.

## **OUTSTANDING SHARE DATA**

At of March 31, 2023 and December 31, 2022, the Company had 17,365,173 common shares issued and outstanding.

On April 13, 2023, the Company completed the Consolidation.

In YTD 2023 and YTD 2022, no share capital transactions occurred.

On May 25, 2023 the Company issued 3,605,000 common shares pursuant to the closing of the first tranche of the Offerings.

As at the date of this MD&A, the Company had the following common shares, options and warrants issued and outstanding:

- 20,970,173 common shares;
- 131,945,033 warrants with exercise prices of \$0.10 per share <sup>(1)</sup>;
- 977,438 warrants with exercise price of \$0.50 per share;
- 350,000 warrants with an exercise price of \$0.15 per share;
- 3,255,000 warrants with an exercise price of \$0.12 per share; and
- 845,000 stock options with exercise prices of \$1.00 per share.

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(1) 131,945,033 warrants with an exercise price of \$0.10 remain outstanding following the Consolidation. However, in accordance with an amendment made to governing warrant indenture pursuant to the Consolidation, the exercise of ten warrants will be required to purchase one post consolidated common share, and the effective exercise price will be \$1.00 per post consolidated common share.

## **RELATED PARTY TRANSACTIONS AND BALANCES**

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. The Company has identified its directors and officers as its key management personnel. Other related parties to the Company include companies in which key management has control or significant influence.

## Fabled Copper Corp.

### Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

#### **Compensation of key company personnel**

	For the three months ended	
	March 31, 2023	March 31, 2022
	\$	\$
Management and directors' fees	12,000	117,000
Professional fees <sup>(1) (2)</sup>	30,000	45,000
Evaluation and exploration costs - Geological	18,000	18,000
	<b>60,000</b>	<b>180,000</b>

(1) During the three months ended March 31, 2023, the Company incurred \$30,000 (March 31, 2022 – \$30,000) in professional fees from an accounting firm owned whose senior manager is the Chief Financial Officer of the Company.

(2) During the three months ended March 31, 2023, the Company incurred \$nil (March 31, 2022 – \$15,000) in professional legal fees from a private company owned by a director of the Company.

The balances due to the Company's directors and officer were \$195,578 as at March 31, 2023 (December 31, 2022 – \$147,746).

Unless otherwise noted, all related party balances are unsecured, non-interest bearing with no fixed terms of repayment.

#### **SUBSEQUENT EVENTS**

- On April 13, 2023, the Company implemented the share consolidation of one post-consolidation common share for ten pre-consolidation common shares.
- On April 12, 2023, the Company announced two concurrent non-brokered private placements (collectively, the "Offerings") to raise aggregate gross proceeds of up to \$1,500,000. (See Section of "Highlight" for details)
- On May 25, 2023, the Company closed an initial tranche of each of the Offerings consisting of (i) 3,255,000 Conventional Units for aggregate gross proceeds of \$260,400 and (ii) 350,000 Flow-Through Units for aggregate gross proceeds of \$35,000.

#### **COMMITMENTS**

In addition to the commitments discussed in the section of "Exploration And Evaluation Assets", the Company had the following commitments as of September 30, 2022 and the date of the this MD&A:

##### **Flow through shares premium liability**

The Company periodically issues flow-through shares with any resulting flow-through premium recorded as a flow-through share premium liability. The liability is subsequently reduced when the required exploration expenditures are made, and accordingly, a recovery of the flow-through premium is recorded as other income.

#### **FINANCIAL INSTRUMENTS**

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating the risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks

## **Fabled Copper Corp.**

### **Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS**

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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and the Company's exposure to these risks are provided in various tables in note 9 of our unaudited financial statements for the three months ended March 31, 2023. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the consolidated financial statements for the year ended December 31, 2022.

#### **CRITICAL ACCOUNTING ESTIMATES**

The preparation of our financial statements requires management to use judgment and make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent liabilities at the date of the financial statements and the reported amount of expenses during the period. Actual results could materially differ from these estimates. Refer to note 2 of our annual audited financial statements for the year ended December 31, 2022 for a more detailed discussion of the critical accounting estimates and judgments.

#### **NEW ACCOUNTING STANDARDS**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC that are mandatory for accounting periods beginning on or after January 1, 2022. The Company does not expect that any new or amended standards or interpretations that are effective for annual periods beginning on or after January 1, 2023 will have a significant impact on the Company's results of operations or financial position.

#### **OFF-BALANCE SHEET FINANCING ARRANGEMENTS**

As of March 31, 2023, and the date of this MD&A, the Company did not have any off-balance sheet financing arrangements.

#### **PROPOSED TRANSACTION**

N/A

#### **OTHER MD&A REQUIREMENTS**

##### **Management's responsibility for financial statements**

Management is responsible for the preparation and fair presentation of these financial statements in accordance with IFRS, and for such internal control as management determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

#### **FORWARD- LOOKING INFORMATION**

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of exploration or other risk factors beyond its control. Actual results may differ materially from the expected results.

Except for statements of historical fact, this MD&A contains certain "forward-looking information" within the meaning of applicable securities law. Forward-looking information is frequently characterized by words such as "plan", "expect", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. In particular, forward-looking information in this MD&A includes, but is not limited to, statements with respect to future events and is subject to certain risks, uncertainties and assumptions. Although we believe that the expectations reflected in the forward-looking information are reasonable, there can be no assurance that such expectations will prove to be correct. We cannot guarantee future

## **Fabled Copper Corp.**

Management's Discussion and Analysis – QUARTERLY HIGHLIGHTS

For the three months ended March 31, 2023

(Expressed in Canadian Dollars)

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results, performance or achievements. Consequently, there is no representation that the actual results achieved will be the same, in whole or in part, as those set out in the forward-looking information.

Forward-looking information is based on the opinions and estimates of management at the date the statements are made, which are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those anticipated in the 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: 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; 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; and the other factors described herein under "Risks and Uncertainties" as well as in our public filings available at [www.sedar.com](http://www.sedar.com). Readers are cautioned that this list of risk factors should not be construed as exhaustive.

The forward-looking information contained in this MD&A is expressly qualified by this cautionary statement. We undertake no duty to update any of the forward-looking information to conform such information to actual results or to changes in our expectations except as otherwise required by applicable securities legislation. Readers are cautioned not to place undue reliance on forward-looking information.

### **RISKS AND UNCERTAINTIES**

To the date of this MD&A, there have been no significant changes to the risk factors set out in the Company's annual management discussion and analysis for the year ended December 31, 2022.