



**CONDENSED INTERIM FINANCIAL STATEMENTS**

**FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2023  
(UNAUDITED)**

### **NOTICE OF NO AUDITOR REVIEW OF INTERIM FINANCIAL STATEMENTS**

Under National Instrument 51-102, Part 4, subsection 4.3(3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Canadian Institute of Chartered Accountants for a review of interim financial statements by an entity's auditor.

The accompanying unaudited interim financial statements of Fabled Copper Corp. for the nine months ended September 30, 2023 have been prepared by the management of the Company and approved by the Company's Audit Committee and the Company's Board of Directors.

The accompanying unaudited interim financial statements of the Company have been prepared by and are the responsibility of the Company's management.

## Table of Contents

<b>CONDENSED INTERIM STATEMENTS OF LOSS AND COMPREHENSIVE LOSS (UNAUDITED)</b> .....	<b>5</b>
<b>CONDENSED INTERIM STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY (UNAUDITED)</b> .....	<b>6</b>
<b>CONDENSED INTERIM STATEMENTS OF CASH FLOWS (UNAUDITED)</b> .....	<b>7</b>
<b>NOTES TO THE FINANCIAL STATEMENTS</b> .....	<b>8</b>
1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS .....	8
2. SIGNIFICANT ACCOUNTING STANDARDS AND BASIS OF PREPARATION .....	9
3. EXPLORATION AND EVALUATION ASSETS .....	10
4. SHARE CAPITAL.....	15
5. RELATED PARTY TRANSACTIONS AND BALANCES .....	17
6. COMMITMENTS.....	18
7. SEGMENTED INFORMATION .....	19
8. CAPITAL MANAGEMENT .....	19
9. FINANCIAL INSTRUMENTS.....	19

**Fabled Copper Corp.**

Condensed Interim Statements of Financial Position (unaudited)

(Expressed in Canadian Dollars)

	As at	September 30,	December 31,
	Note(s)	2023	2022
		\$	\$
<b>ASSETS</b>			
<b>Current assets</b>			
Cash		57,449	165,377
Amounts receivable		2,724	18,387
Prepaid expenses		38,927	40,000
		<b>99,100</b>	<b>223,764</b>
<b>Non-current assets</b>			
Exploration and evaluation assets	3	3,266,573	3,162,573
		<b>3,266,573</b>	<b>3,162,573</b>
<b>TOTAL ASSETS</b>		<b>3,365,673</b>	<b>3,386,337</b>
<b>LIABILITIES</b>			
<b>Current liabilities</b>			
Accounts payable and accrued liabilities		448,418	585,433
Due to related parties	5	313,607	147,746
<b>TOTAL LIABILITIES</b>		<b>762,025</b>	<b>733,179</b>
<b>SHAREHOLDERS' EQUITY</b>			
Share capital	4	7,760,725	7,502,453
Warrants reserve	4	389,319	333,155
Stock options reserve	4	456,930	456,930
Additional paid-in capital		7,664,252	7,664,252
Other reserves	4	167,424	167,424
Accumulated deficit		(13,835,002)	(13,471,056)
<b>Equity attributable to owners of the Company</b>		<b>2,603,648</b>	<b>2,653,158</b>
<b>TOTAL SHAREHOLDERS' EQUITY</b>		<b>2,603,648</b>	<b>2,653,158</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY</b>		<b>3,365,673</b>	<b>3,386,337</b>
Corporate information and continuance of operations	1		
Commitments	6		
Segmented information	7		
Subsequent events	3, 4		

These unaudited condensed interim financial statements were approved for issue by the Board of Directors and signed on its behalf by:

/s/ Luc Pelchat Director

/s/ Peter J. Hawley Director

**Fabled Copper Corp.**

## Condensed Interim Statements of Loss and Comprehensive Loss (unaudited)

(Expressed in Canadian Dollars)

	Note(s)	For the three months ended		For the nine months ended	
		September 30, 2023 \$	September 30, 2022 \$	September 30, 2023 \$	September 30, 2022 \$
<b>Expenses</b>					
Consulting fees		-	9,070	-	26,936
Exploration and evaluation costs	3	22,168	1,247,079	35,369	1,620,047
Foreign exchange loss		948	174	1,168	3,893
General and administrative expenses		7,186	9,080	23,786	28,169
Investor relations and promotion		20,170	140,757	63,987	567,226
Management and directors' fees	5	12,000	12,000	36,000	141,000
Professional fees	5	55,838	42,250	165,552	195,289
Regulatory and filing fees		7,232	11,883	48,128	86,444
<b>Total expenses</b>		<b>(125,542)</b>	<b>(1,472,293)</b>	<b>(373,990)</b>	<b>(2,669,004)</b>
<b>Other income</b>					
Finance income		859	2,492	3,044	6,806
Other income	6	2,574	243,198	7,000	298,859
<b>Total other income</b>		<b>3,433</b>	<b>245,690</b>	<b>10,044</b>	<b>305,665</b>
<b>Total loss and comprehensive loss</b>		<b>(122,109)</b>	<b>(1,226,603)</b>	<b>(363,946)</b>	<b>(2,363,339)</b>
<b>Basic and diluted loss per share for the period attributable to common shareholders (\$ per common share)</b>		<b>(0.01)</b>	<b>(0.07)</b>	<b>(0.02)</b>	<b>(0.14)</b>
<b>Weighted average number of common shares outstanding - basic and diluted</b>		<b>21,582,130</b>	<b>17,365,173</b>	<b>19,279,257</b>	<b>17,365,173</b>

See accompanying notes to these financial statements.

**Fabled Copper Corp.**

Condensed Interim Statements of Changes in Shareholders' Equity (unaudited)

(Expressed in Canadian Dollars)

	Note(s)	Share capital		Warrants reserve	Stock options reserve	Additional paid-in capital	Other reserves	Accumulated deficit	TOTAL
		#	\$	\$	\$	\$	\$	\$	\$
<b>Balance as of December 31, 2022</b>		<b>17,365,173</b>	<b>7,502,453</b>	<b>333,155</b>	<b>456,930</b>	<b>7,664,252</b>	<b>167,424</b>	<b>(13,471,056)</b>	<b>2,653,158</b>
Shares issued for cash - flow through	4	350,000	22,750	5,250	-	-	-	-	28,000
Shares issued for cash - non-flow-through	4	3,255,000	211,575	48,825	-	-	-	-	260,400
Share issue costs	4	-	(30,053)	2,089	-	-	-	-	(27,964)
Shares issued for exploration and evaluation assets	3, 4	400,000	24,000	-	-	-	-	-	24,000
Shares issued for debt settlement	4	375,000	30,000	-	-	-	-	-	30,000
Loss and comprehensive loss		-	-	-	-	-	-	(363,946)	(363,946)
<b>Balance as of September 30, 2023</b>		<b>21,745,173</b>	<b>7,760,725</b>	<b>389,319</b>	<b>456,930</b>	<b>7,664,252</b>	<b>167,424</b>	<b>(13,835,002)</b>	<b>2,603,648</b>

<b>Balance as of December 31, 2021</b>		<b>17,365,173</b>	<b>7,502,453</b>	<b>333,155</b>	<b>456,930</b>	<b>7,664,252</b>	<b>167,424</b>	<b>(10,727,550)</b>	<b>5,396,664</b>
Loss and comprehensive loss		-	-	-	-	-	-	(2,363,339)	(2,363,339)
<b>Balance as of September 30, 2022</b>		<b>17,365,173</b>	<b>7,502,453</b>	<b>333,155</b>	<b>456,930</b>	<b>7,664,252</b>	<b>167,424</b>	<b>(13,090,889)</b>	<b>3,033,325</b>

See accompanying notes to these financial statements.

**Fabled Copper Corp.**

Condensed Interim Statements of Cash Flows (unaudited)

(Expressed in Canadian Dollars)

	Note(s)	For the nine months ended	
		September 30, 2023	September 30, 2022
		\$	\$
<b>Cash flow from (used in)</b>			
<b>OPERATING ACTIVITIES</b>			
<b>Net loss</b>		(363,946)	(2,363,339)
Other income	6	(7,000)	(298,859)
<b>Net changes in non-cash working capital items:</b>			
Amounts receivable		15,663	(49,911)
Prepaid expenses		1,073	190,386
Accounts payable and accrued liabilities		(107,015)	221,897
Due to related parties		165,861	(87,901)
<b>Cash flow used in operating activities</b>		<b>(295,364)</b>	<b>(2,387,727)</b>
<b>INVESTING ACTIVITIES</b>			
Acquisition costs on exploration and evaluation assets	3	(80,000)	(502,988)
<b>Cash flow used in investing activities</b>		<b>(80,000)</b>	<b>(502,988)</b>
<b>FINANCING ACTIVITIES</b>			
Proceeds on issuance of common shares, net of cash share issue costs	4	267,436	-
Repayment of loan payable		-	(554,353)
<b>Cash flow used in financing activities</b>		<b>267,436</b>	<b>(554,353)</b>
<b>Decrease in cash</b>		<b>(107,928)</b>	<b>(3,445,068)</b>
<b>Cash, beginning of period</b>		<b>165,377</b>	<b>3,604,211</b>
<b>Cash, end of period</b>		<b>57,449</b>	<b>159,143</b>
<b>Supplemental cash flow information</b>			
Fair value of finders' warrants	4	2,089	-
Reduction to share capital for flow-through share premium liability	4	7,000	-
Shares issued for debt settlement	4	30,000	-
Shares issued for exploration and evaluation assets	3, 4	24,000	-
Cash paid for income taxes		-	-
Cash paid for interest		-	-

See accompanying notes to these financial statements.

## **Fabled Copper Corp.**

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

---

### **1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS**

Fabled Copper Corp. (the "Company" or "Fabled Copper") 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 of mining properties in Canada. The address of the Company's registered and records office is 1600-1111 West Georgia Street, Vancouver, B.C. V6E 4G2, Canada.

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

#### **Share Consolidation**

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 these financial statements have been retroactively adjusted accordingly, unless otherwise specified.

#### **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 (Note 4).

## **Fabled Copper Corp.**

### Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

---

#### **1. CORPORATE INFORMATION AND CONTINUANCE OF OPERATIONS (CONTINUED)**

These financial statements have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of operations. Different bases of measurement may be appropriate if the Company is not expected to continue operations for the foreseeable future. As of June 30, 2023, the Company had working capital deficiency of \$662,925 (December 31, 2022 – working capital of \$509,415), had not advanced its mineral properties to commercial production and is not able to finance day-to-day activities through operations. The Company's continuation as a going concern is dependent upon the successful exercise of its mineral property option agreements, results from its mineral property exploration activities and its ability to attain profitable operations and generate funds from and/or raise equity capital or borrowings sufficient to meet current and future obligations and ongoing operating losses. The current cash resources are not adequate to pay the Company's accounts payable and to meet its minimum commitments as at the date the Board of Directors approved these financial statements, including planned corporate and administrative expenses, and other project implementation costs; accordingly, these material uncertainties may cast a significant doubt on the ability of the Company to continue operations as a going concern. These financial statements do not include any adjustments that might result from this uncertainty.

#### **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 conflicts in Ukraine and the Middle East 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.

#### **2. SIGNIFICANT ACCOUNTING STANDARDS AND BASIS OF PREPARATION**

##### **Statement of compliance to International Financial Reporting Standards**

These unaudited condensed interim financial statements of the Company have been prepared in accordance with International Financial Reporting Standards ("IFRS") issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee ("IFRIC"). These financial statements comply with International Accounting Standard 34, Interim Financial Reporting.

##### **Basis of presentation**

This interim financial report does not include all of the information required of a full annual financial report and is intended to provide users with an update in relation to events and transactions that are significant to an understanding of the changes in financial position and performance of the Company since the end of the last annual reporting period. It is therefore recommended that this financial report be read in conjunction with the annual financial statements of the Company for the year ended December 31, 2021. Certain amounts in prior periods have been reclassified to conform to the current period presentation.

##### **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, 2023. 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.

The financial statements of the Company for the nine months ended September 30, 2023 were approved by the Board of Directors on November 29, 2023.

## Fabled Copper Corp.

### Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 3. EXPLORATION AND EVALUATION ASSETS

	Muskwa Project	OHM Property	VOLT 1 Property	TOTAL
	\$	\$	\$	\$
Balance as of December 31, 2022	3,162,573	-	-	3,162,573
<b>Acquisition costs</b>				
- cash	-	50,000	30,000	80,000
- shares	-	12,000	12,000	24,000
Balance as of September 30, 2023	3,162,573	62,000	42,000	3,266,573

#### Muskwa Project

On April 8, 2021, the Company and Fabled Silver Gold Corp. entered into an amended and restated option agreement (the "Amended MP Option Agreement") with High Range Exploration Ltd. (the "MP Optionor").

The Amended Option Agreement superseded and replaced the following agreements:

- An option agreement, as amended, related to the Neil/Ram Creek Property assigned to the Company on January 23, 2017 (the "Neil/Ram Creek Agreement");
- An option agreement, as amended, related to the Ribbon Property, assigned to the Company on March 4, 2017 (the "Ribbon Agreement"); and
- An option agreement, as amended, related to the Toro Property assigned to the Company on March 4, 2017 (the "Toro Assignment Agreement") (collectively the "Pre-Amended Option Agreements").

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.

## **Fabled Copper Corp.**

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

---

### **3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)**

#### **Muskwa Project (continued)**

On November 28, 2023, the Company announced that it had received a Mines Act Permit from the British Columbia Ministry of Energy, Mines and Low Carbon Innovation which entitles the Company to drill from 15 drill stations over a period of 2 years, expiring on November 16, 2025 on the Muskwa Copper Project.

#### **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").

The CP Option Agreement was amended on October 15, 2019, June 5, 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.

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

---

(\*) 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 for both the November 6, 2022 payment and the August 6, 2023 payment.

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.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

#### Muskwa Project (continued)

During the nine months ended September 30, 2023, and 2022, the Company incurred the following exploration and evaluation costs on Muskwa Project:

	\$
<b>For the nine months ended September 30, 2023</b>	
Consulting	54,000
Field	(42,580)
Field technicians	17,534
Geological	5,730
Sample analysis	685
	<b>35,369</b>
<b>For the nine months ended September 30, 2022</b>	
BC Mining Exploration Tax Credit	(176,356)
Drilling	3,411
Equipment rental	249
Field	1,304,608
Field technicians	271,314
Geological	195,335
Sample analysis	21,486
	<b>1,620,047</b>

#### TJ Property

On December 15, 2022, the Company entered into a letter of intent ("TJ LOI") to acquire the TJ Property located in the Skeena mining division of British Columbia ("TJ Option"), from an arm's length vendor, ARR Mineral Exploration Ltd. (the "ARR").

Under the terms of the TJ LOI, Fabled will have the option (the "TJ Option") to acquire the TJ Property. In order to exercise the TJ Option and acquire the TJ Property, the Company will, pursuant to the definitive agreement (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.

On August 10, 2023, the Company announced that it will not be further pursuing the acquisition of the TJ Property.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

#### Lithium Project

On June 21, 2023, the Company entered into definitive option agreements to acquire the OHM Property and VOLT 1 Property each of which are located in Quebec. The agreements each had a closing date of June 28, 2023. The Company additionally purchased the VOLT 2 Property on March 21, 2023.

- **OHM Property**

Under the terms of the option agreement, 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, 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 June 28, 2023 (the "OHM Closing Date")	50,000 (paid)
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 (issued with fair value of \$12,000)
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.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 3. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

- **VOLT 1 Property**

Under the terms of the option agreement, 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, 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 June 28, 2023 (the “V1 Closing Date”)	30,000 (paid)
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

<b>Share Payment</b>	<b>Number of Shares</b>
On the V1 Closing Date	200,000 (issued with fair value of \$12,000)
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

<b>Cumulative Exploration Expenses</b>	<b>Amount (\$)</b>
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.

- **VOLT 2 Property**

Under the terms of the purchase agreement to acquire the VOLT 2 Property the Company is required to make one-time payment of \$1,000.

## **Fabled Copper Corp.**

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

---

### **4. SHARE CAPITAL**

#### **Authorized share capital**

Unlimited number of common shares without par value.

#### **Issued share capital**

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

As of September 30, 2023, the Company had 21,745,173 common shares issued and outstanding (December 31, 2022 – 17,365,173).

#### **During the nine months ended September 30, 2023**

- As discussed in Note 1, the Company closed an initial tranche of each of the Offerings on May 25, 2023 consisting of:
  - 3,255,000 Conventional Units for aggregate gross proceeds of \$260,400; and
  - 350,000 Flow-Through Units for aggregate gross proceeds of \$35,000.

In respect of the proceeds of \$350,000 raised from issuing the Flow-Through Units, the Company reclassified \$7,000 from share capital to flow-through share premium liability.

In addition, by using the residual method, the Company assigned \$54,075 to the warrants attached to Conventional Units and Flow-Through Units of the Company.

In connection with the closing, the Company paid finders' fees of \$17,724 and issued 120,000 broker warrants. Each broker 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 estimated the fair value of broker warrants using the Black-Scholes options pricing model, assuming a risk-free interest rate of 4.24%, an expected life of 2 years, an expected volatility of 77% and an expected dividend yield of 0%, which totaled \$2,089, and recorded these values as share issuance costs.

In addition, the Company incurred \$10,240 share issuance costs.

- As discussed in Note 3, the Company issued 400,000 shares with a fair value of \$24,000 pursuant to the option agreements for the OHM Property and VOLT 1 Property.
- On August 10, 2023, the Company entered into a debt settlement agreement with a vendor to settle \$30,000 payables in exchange for the issuance of 375,000 Conventional Units. In addition, by using the residual method, the Company assigned \$nil to the warrants attached to Conventional Units of the Company.

During the nine months ended September 30, 2022, no share capital transactions occurred.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 4. SHARE CAPITAL (CONTINUED)

#### Warrants

The changes in warrants during the nine months ended September 30, 2023 are as follows:

	Number outstanding	Weighted average exercise price (\$)
Balance, opening	132,922,471	0.10
Issued	4,100,000	0.12
<b>Balance, closing</b>	<b>137,022,471</b>	<b>0.10</b>

The following summarizes information about warrants outstanding as of September 30, 2023:

Expiry date	Exercise price (\$)	Warrants outstanding	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
December 21, 2023	0.10	131,945,033	-	0.22
December 21, 2023	0.50	977,438	333,155	0.22
May 25, 2025	0.12	3,375,000	50,914	1.65
May 25, 2025	0.15	350,000	5,250	1.65
August 10, 2025	0.12	375,000	-	1.86
<b>Weighted average exercise price (\$)</b>		<b>137,022,471</b>	<b>389,319</b>	<b>0.26</b>

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.

#### Stock options

The Company maintains a Stock Option Plan (the "Plan") under which it is authorized to grant stock options to officers, directors, employees, and consultants. Under the Plan, the number of options that may be issued is limited to no more than 10% of the Company's issued and outstanding shares immediately prior to the grant. The exercise price of each stock option shall equal the market price of the Company's shares, less any applicable discount, as calculated on the date of grant. Options can be granted for a maximum term of 10 years and vest at the discretion of the Board of Directors.

Options to purchase common shares have been granted to directors, employees, consultants and advisors at exercise prices determined by reference to the market value of the common shares on the date of the grant.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 4. SHARE CAPITAL (CONTINUED)

#### Stock options (continued)

The changes in options during the nine months ended September 30, 2023 are as follows:

	Number outstanding	Weighted average exercise price (\$)
Balance, opening	845,000	1.00
Cancelled	(160,000)	1.00
<b>Balance, closing</b>	<b>685,000</b>	<b>1.00</b>

During the nine months ended September 30, 2023, 160,000 stock options previously granted to a former director of the Company were cancelled.

No stock options were granted, exercised or expired during the nine months ended September 30, 2023.

The following summarizes information about stock options outstanding and exercisable as at September 30, 2023:

Expiry date	Exercise price (\$)	Options outstanding	Options exercisable	Estimated grant date fair value (\$)	Weighted average remaining contractual life (in years)
December 21, 2031	1.00	685,000	685,000	370,410	8.23
<b>Weighted average exercise price (\$)</b>		<b>685,000</b>	<b>685,000</b>	<b>370,410</b>	<b>8.23</b>

### 5. 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.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 5. RELATED PARTY TRANSACTIONS AND BALANCES (CONTINUED)

#### Compensation of key company personnel

	For the nine months ended	
	September 30, 2023	September 30, 2022
	\$	\$
Management and directors' fees	36,000	141,000
Professional fees <sup>(1)</sup> <sup>(2)</sup>	112,606	120,322
Evaluation and exploration costs - Geological	54,000	54,000
Share issuance costs <sup>(2)</sup>	8,678	-
	<b>211,284</b>	<b>315,322</b>

(1) During the nine months ended September 30, 2023, the Company incurred \$90,000 (September 30, 2022 – \$90,000) in professional fees from an accounting firm owned whose senior manager is the Chief Financial Officer of the Company.

(2) During the nine months ended September 30, 2023, the Company incurred \$22,606 (September 30, 2022 – \$30,322) in professional fees and share issuance costs of \$8,678 (September 30, 2022 – \$nil) from a private company owned by a former director of the Company.

The balances due to the Company's directors and officer were \$313,607 as at September 30, 2023 (December 31, 2022 – \$147,746).

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

### 6. COMMITMENTS

#### 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.

During the nine months ended September 30, 2023, the Company issued 350,000 flow-through shares. Based on Canadian tax law, the Company is required to spend the proceeds from the issuance of the flow-through shares on eligible exploration expenditures within two calendar years from the date of issuance. If the Company is unable to meet this deadline, it will be subject to Part XII.6 taxes in accordance with the Canadian Income Tax Act.

A continuity of the flow-through share premium liability during the nine months ended September 30, 2023 is follows:

	\$
<b>Balance as of December 31, 2022</b>	-
Liability incurred on flow-through shares issued	7,000
Settlement on expenditures made recorded as other income	(7,000)
<b>Balance as of September 30, 2023</b>	-

## **Fabled Copper Corp.**

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

---

### **7. SEGMENTED INFORMATION**

The Company operates in one reportable segment, being the exploration and evaluation of exploration and evaluation assets. All of the Company's equipment and exploration and evaluation assets are located in Canada.

### **8. CAPITAL MANAGEMENT**

The Company's objectives when managing capital, being its share capital, are to safeguard the Company's ability to continue as a going concern in order to pursue the acquisition and exploration of its exploration and evaluation assets and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk.

There were no changes to the Company policy for capital management during the nine months ended September 30, 2023.

The Company is dependent on external financing to fund its activities. The capital structure of the Company currently consists of common shares, stock options and share purchase warrants. Changes in the equity accounts of the Company are disclosed in the statements of changes in shareholders' equity. The Company manages the capital structure and makes adjustments in light of changes in economic conditions and risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares or acquire or dispose of assets. Any issuance of common shares requires approval of the Board of Directors.

The Company anticipates continuing to access equity markets to fund the acquisition and exploration of exploration and evaluation assets and to ensure the future growth of the business.

The Company is not subject to any externally imposed capital restrictions

### **9. FINANCIAL INSTRUMENTS**

#### **Fair value**

The carrying values of cash, amounts receivable, accounts payable and accrued liabilities, and due to related party approximate their fair values due to the relatively short period to maturity of those financial instruments.

Financial instruments recorded at fair value on the consolidated statements of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities and the lowest priority to unobservable inputs. The three levels of the fair value hierarchy are as follows:

Level 1: Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2: Inputs other than quoted prices included in Level 1 that are observable for the asset or liability either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3: Inputs that are not based on observable market data.

As at September 30, 2023 and December 31, 2022, there were no financial assets or liabilities measured and recognized in the statement of financial position at fair value that would be categorized as Level 1, 2 and 3 in the fair value hierarchy above.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 9. FINANCIAL INSTRUMENTS (CONTINUED)

#### Fair value (continued)

Set out below are the Company's financial assets and financial liabilities by category:

	September 30, 2023	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
<b>FINANCIAL ASSETS</b>				
<b>ASSETS</b>				
Cash	57,449	-	57,449	-
Amounts receivable	2,724	-	2,724	-
<b>FINANCIAL LIABILITIES</b>				
<b>LIABILITIES</b>				
Accounts payable and accrued liabilities	(448,418)	-	(448,418)	-
Due to related parties	(313,607)	-	(313,607)	-

  

	December 31, 2022	FVTPL	Amortized costs	FVTOCI
	\$	\$	\$	\$
<b>FINANCIAL ASSETS</b>				
<b>ASSETS</b>				
Cash	165,377	-	165,377	-
Amounts receivable	18,387	-	18,387	-
<b>FINANCIAL LIABILITIES</b>				
<b>LIABILITIES</b>				
Accounts payable and accrued liabilities	(585,433)	-	(585,433)	-
Due to related parties	(147,746)	-	(147,746)	-

#### Financial risk management

##### Credit risk

Credit risk is such that a counterparty to a financial instrument will not discharge its obligations resulting in a financial loss to the Company. The Company has procedures in place to minimize its exposure to credit risk.

Company management evaluates credit risk on an ongoing basis including counterparty credit rating and activities related to other receivables and other counterparty concentrations as measured by amount and percentage.

The primary sources of credit risk for the Company arise from cash and amounts receivable. The Company's maximum exposure to credit risk is minimal as cash is deposited with reputable financial institutions. Amounts receivable are due from government agencies.

##### Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in raising funds to meet commitments associated with financial instruments. The Company manages liquidity by maintaining adequate cash balances to meet liabilities as they become due.

The Company's expected source of cash flow in the upcoming year will be through equity financings.

At September 30, 2023, the Company had accounts payable and accrued liabilities and due to related party of \$448,418 and \$313,607, respectively. All of these amounts are current.

## Fabled Copper Corp.

Notes to the Financial Statements

For the Nine Months Ended September 30, 2023

(Expressed in Canadian Dollars)

### 9. FINANCIAL INSTRUMENTS (CONTINUED)

#### **Financial risk management (continued)**

##### Market risk

The significant market risks to which the Company is exposed are interest rate risk, currency risk, other price risk, and commodity price risk.

- Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is not exposed to significant interest rate risk relating to its loan payable and due to related party balances.

- Currency risk

The Company is exposed to currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in Canadian dollars. The Company has not entered into any foreign currency contracts to mitigate this risk.

The Company's cash, GST receivable, loan receivable accounts payable and accrued liabilities, due to related party, and note payable are held in Canadian Dollars ("CA\$" or "\$") and US Dollars ("US\$"); therefore, US\$ accounts are subject to fluctuation against the Canadian dollar.

The Company had the following balances in foreign currency as at September 30, 2023:

	CA\$	US\$
Cash	55,806	1,210
Amounts receivable	2,724	-
Accounts payable and accrued liabilities	(442,293)	(4,511)
Due to related parties	(313,607)	-
	<b>(697,370)</b>	<b>(3,301)</b>
	Rate to convert to \$1.00 CA\$	1.00000
		1.35782
<b>Equivalent to CA\$</b>	<b>(697,370)</b>	<b>(4,482)</b>

Based on the above net exposures as at September 30, 2023, and assuming that all other variables remain constant, a 10% change of the CA\$ against US\$ and € would change profit or loss by approximately \$500.

- Other price risk

The Company is exposed to price risk with respect to equity prices. Price risk as it relates to the Company is defined as the potential adverse impact on the Company's ability to raise financing due to movements in the individual equity prices or general movements in the level of the stock market. The Company closely monitors individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.