Fabled Copper Corp.

Condensed Interim Consolidated Financial Statements

For the Three Months Ended March 31, 2020

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 an auditor has not reviewed the financial statements.

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

The Company's independent auditor has not performed a review of these financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

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FABLED COPPER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF FINANCIAL POSITION
(Expressed in Canadian Dollars)
(Unaudited)

	Note	As at March 31, 2020	As at December 31, 2019
ASSETS		**$**	$
Current Assets			
Cash		**29,873**	121,325
Amounts receivable		**26,318**	37,237
Prepaid expenses		**14,115**	14,115
		70,306	172,677
Non-current Assets			
Exploration and evaluation assets	5	**-**	-
TOTAL ASSETS		**70,306**	172,677
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities		**222,269**	291,387
Due to related party	7	**34,722**	29,722
Note payable	8	**10,000**	10,000
		266,991	331,109
Shareholders' Equity			
Share capital	6	**10,132,311**	10,132,311
Reserves	6	**143,285**	143,285
Deficit		**(10,472,281)**	(10,434,028)
		(196,685)	(158,432)
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY		**70,306**	172,677

Note 1 – Nature of Operations and Going Concern
Note 12 – Subsequent Event

The accompanying notes are integral to these condensed interim consolidated financial statements.

Approved on Behalf of the Board of Directors:

/s/ Michael Harrison	/s/ David W. Smalley
Director	Director

FABLED COPPER CORP.
CONSOLIDATED STATEMENT OF CHANGES IN SHAREHOLDERS' EQUITY
(Expressed in Canadian Dollars)
(Unaudited)

	Share Capital					
	Number of Shares	Amount	Subscriptions received in advance	Reserves	Deficit	Total
		$	$	$	$	$
Balance, December 31, 2018	44,009,760	10,132,311	-	22,840	(1,879,238)	8,275,913
Loss for the period	-	-	-	-	(19,363)	(19,363)
Balance, March 31, 2019	44,009,760	10,132,311	-	22,840	(1,898,601)	8,256,550
Balance, December 31, 2019	44,009,760	10,132,311	-	143,285	10,434,0028	(158,432)
Loss for the year	-	-	-	-	(38,253)	(38,253)
Balance, March 31, 2020	44,009,760	10,132,311	-	143,285	(10,472,281)	(196,685)

The accompanying notes are integral to these condensed interim consolidated financial statements.

FABLED COPPER CORP.

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS

(Expressed in Canadian Dollars)

(Unaudited)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
	$	$
EXPENSES		
General and administrative	**9,477**	678
Professional fees	**5,500**	-
Regulatory and filing	**1,327**	10,810
Consulting fees	**-**	7,875
Property investigation	**21,949**	-
LOSS AND COMPREHENSIVE LOSS FOR THE PERIOD	**(38,253)**	(19,363)
Weighted Average Number of Shares Outstanding – basic and diluted	**44,009,760**	44,009,760
Basic and Diluted Loss Per Share	**$ (0.00)**	$ (0.00)

The accompanying notes are integral to these condensed interim consolidated financial statements.

FABLED COPPER CORP.
CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOW
(Expressed in Canadian Dollars)
(Unaudited)

	Three Months Ended March 31, 2020	Three Months Ended March 31, 2019
	$	**$**
CASH FLOWS USED IN OPERATING ACTIVITIES		
Loss for the period	**(38,253)**	(19,363)
Changes in non-cash working capital items:		
Amounts receivables	**10,919**	-
Prepaid expenses	**-**	-
Accounts payable and accrued liabilities	**(69,118)**	(10,816)
Due to related parties	**5,000**	-
	(91,452)	(30,179)
CASH FLOWS USED IN INVESTING ACTIVITIES		
Exploration and evaluation acquisitions	**-**	(8,243)
	-	(8,243)
Changes in cash	**(91,452)**	(38,422)
Cash, beginning of the period	**121,325**	712,895
Cash, end of the period	**29,873**	674,473
Supplemental information:		
Interest paid	$ Nil	$ Nil
Income taxes paid	$ Nil	$ Nil

Note 12 – Supplemental Cash Flow Disclosure

The accompanying notes are integral to these condensed interim consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Fabled Copper Corp. (formerly Flying Monkey Capital Corp.) (the "Company") was incorporated by Certificate of Incorporation issued pursuant to the provisions of the *British Columbia Business Corporations Act* on December 15, 2014 and changed its name from Flying Monkey Capital Corp. to Fabled Copper Corp. on September 27, 2018. The Company is listed on the TSX Venture Exchange (the "Exchange") under the symbol "FCO". The Company is currently engaged in exploration of mineral properties and holds a 100% interest in copper properties located in British Columbia, Canada.

The head office and the registered address of the Company is 480 - 1500 West Georgia Street, Vancouver, BC V6G 2Z6, Canada.

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 at March 31, 2020, the Company had working capital deficit of $196,685 (December 31, 2019 - $158,432), 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 uncertainties 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.

In addition, the COVID-19 pandemic has created a dramatic slowdown in the global economy. The duration of the COVID-19 outbreak and the resultant travel restrictions, social distancing, Government response actions, business closures and business disruptions, can all have an impact on the Company's operations and access to capital. There can be no assurance that the Company will not be further impacted by adverse consequences that may be brought about by the COVID-19 pandemic on global financial markets which may reduce resource prices, share prices and financial liquidity and thereby severely limit the financing capital available in the mineral exploration sector.

Reverse Takeover

On September 25, 2018, the Company completed the acquisition of Fabled Copper and Gold Corp. ("Fabled"), a private company incorporated under the Provincial Laws of British Columbia on April 26, 2016. The Company acquired all of the issued and outstanding shares of Fabled by way of share exchange (the "Reverse Takeover Transaction", the "Transaction", or the "RTO"). In connection with the Transaction, the Company consolidated its common shares on the basis of one-post consolidation share for each three pre-consolidation shares (the "Consolidation"). The shares and the per share amount have been adjusted within these consolidated financial

1. NATURE OF OPERATIONS AND GOING CONCERN (CONTINUED)

statements retroactively to reflect the share consolidation. The Transaction resulted in the shareholders of Fabled holding majority of the Company's issued and outstanding common shares. Accordingly, the transaction is treated as a reverse takeover and the financial statements represent a continuation of the legal subsidiary, Fabled, not the Company, the legal parent (Note 5).

2. BASIS OF PRESENTATION

Statement of compliance with International Financial Reporting Standards

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). These unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard 34 - Interim Financial Reporting. Accordingly, they do not include all of the information required for full annual financial statements required by IFRS as issued by the IASB. The policies applied in these unaudited condensed interim financial statements are based on IFRSs issued and outstanding as of July 15, 2020, the date the Board of Directors approved the statements. The same accounting policies and methods of computation are followed in these unaudited condensed interim financial statements as compared with the most recent annual financial statements as at and for the year ended December 31, 2019, except as noted below. Any subsequent changes to IFRS that are given effect in the Company's annual financial statements for the year ending December 31, 2020 could result in restatement of these unaudited condensed consolidated interim financial statements.

Basis of preparation

The consolidated financial statements of the Company have been prepared on an accrual basis and are based on historical costs, except for certain financial assets carried at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting except cash flow information. The financial statements are presented in Canadian dollars, the functional currency of the Company and its subsidiary, unless otherwise noted.

Basis of consolidation

The Company's consolidated financial statements include the accounts of the Company and its subsidiary. The subsidiary is an entity controlled by the Company, where control is achieved by the Company being exposed to, or having rights to, variable returns from its involvement with the entity and having the ability to affect those returns through its power over the entity. The subsidiary is fully consolidated from the date on which control is obtained by the Company, and are deconsolidated from the date that control ceases. All inter-company transactions, balances, income and expenses are eliminated on consolidation.

2. BASIS OF PRESENTATION

Use of estimates and judgements

The preparation of these financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates.

The preparation of these financial statements requires management to make judgments regarding the going concern of the Company, as discussed in Note 1.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the end of the reporting period, that could result in a material adjustment to the carrying amounts of assets and liabilities in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

Shares issued for non-cash consideration
The Company has applied estimates with respect to the valuation of shares issued for non-cash consideration, specifically relating to shares issued for services and for exploration and evaluation properties. Shares are valued at the fair value of the equity instruments granted at the date the Company receives the good or service. When no market price is available, a valuation technique is used to determine what price the equity instruments would have been on the measurement date in an arm's length transaction between knowledgeable, willing parties. In the case of the Company, the fair value of the shares issued was estimated with reference to private placements with arm's length parties.

Deferred tax assets & liabilities
The measurement of deferred income tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful operations of the Company. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and deferred tax provisions or recoveries could be affected.

2. BASIS OF PRESENTATION

Carrying value and recoverability of exploration and evaluation assets

The carrying amount of the Company's exploration and evaluation assets does not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves. Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

3. FUTURE ACCOUNTING POLICY CHANGES

Certain new standards, interpretations, amendments and improvements to existing standards were issued by IASB or IFRIC that are mandatory for future accounting periods. The following have been adopted by the Company:

IFRS 16 Leases: New standard to establish principles for recognition, measurement, presentation, and disclosure of leases with an impact on lessee accounting, effective for annual periods beginning on or after January 1, 2019. The adoption of this new standards did not have a significant impact on the Company's consolidated financial statements.

New Interpretation IFRIC 23 - Uncertainty over Income Tax Treatments: On June 7, 2017, the IASB issued IFRIC Interpretation 23 – Uncertainty over Income Tax Treatments ("IFRIC 23"). IFRIC 23 provides guidance on the accounting for current and deferred tax liabilities and assets in circumstances in which there is uncertainty over income tax treatments. There was no impact to the Company's consolidated financial statements as a result of adopting this new standard***.***

4. FINANCIAL AND CAPITAL RISK 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.

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 to it 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.

4. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

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.

Financial Instruments and Risk Management

IFRS 7 *Financial Instruments: Disclosures* establishes a fair value hierarchy that reflects the significance of the inputs used in making measurements. The fair value hierarchy has the following levels:

Level 1: quoted (unadjusted) prices in active markets for identical assets and liabilities
Level 2: inputs other than quoted direct 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)
Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs)

The Company's financial instruments consist of cash, amounts receivable, accounts payable and accrued liabilities, due to related party, and note payable. Carrying value of these items are considered to be a reasonable approximation of fair value due to the short-term nature of these instruments. The Company measures cash using level 1 of the fair value hierarchy. The Company's financial instruments are exposed to a number of financial and market risks, including credit, liquidity and foreign exchange risks. The Company does not currently have any active hedging or derivative trading policies to manage these risks as it has been determined by management that the current size, scale and pattern of its operations would warrant such hedging activities.

(a) 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 trade and 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 a government agency.

(Expressed in Canadian Dollars)

4. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

(b) Liquidity Risk

Liquidity Risk is the risk that the Company will be unable to meet its financial liabilities as they fall due. The Company's financial liabilities are comprised of accounts payable and accrued liabilities, due to related party, and note payable to a related party. The Company frequently assesses its liquidity position by reviewing the timing of amounts due and its current cash flow position to meet current obligations by monitoring and maintaining sufficient cash to meet its anticipated operational needs.

The Company's financial liabilities arise as a result of expenditures directly related to exploration of its exploration and evaluation assets and other corporate expenses. Payment terms on these liabilities are typically 30 to 60 days from receipt of invoice and generally do not bear interest. The following table summarizes the remaining contractual maturities of the Company's financial liabilities:

Maturity dates <6 months	**March 31, 2020**	December 31, 2019
	$	$
Accounts payable and accrued liabilities	**222,269**	291,387
Due to related party	**34,722**	29,722
Note payable	**10,000**	10,000
	266,991	331,109

(c) Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

(d) Foreign Exchange Risk

The Company operates domestically in Canada and is exposed to minimal foreign exchange risk.

(e) 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 note payable, loan payable and due to related party balances.

(Expressed in Canadian Dollars)

4. FINANCIAL AND CAPITAL RISK MANAGEMENT (continued)

(f) 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.

5. EXPLORATION AND EVALUATION ASSETS

Exploration and evaluation assets comprise three properties located in British Columbia, Canada.

	ChurchKey Property	Toro Property	Neil/Ram Creek Property	Ribbon Property	Total
	$	$	$	$	$
Balance at September 30, 2017	**-**	**3,139,338**	**2,563,887**	**1,395,972**	**7,099,197**
Acquisition costs	-	176,667	63,884	176,667	417,218
Geological	-	19,042	36,398	10,041	65,481
Balance at December 31, 2018	**-**	**3,335,047**	**2,664,169**	**1,582,680**	**7,581,896**
Acquisition costs	83,394	-	-	-	83,394
Geological	159,400	181,530	161,462	149,888	652,280
Impairment	(242,794)	(3,516,577)	(2,825,631)	(1,732,568)	(8,317,570)
Balance at December 31, 2019	-	-	-	-	-
Balance at March 31, 2020	-	-	-	-	-

a) <u>ChurchKey Property</u>

On March 27, 2019, the Company, through its wholly owned subsidiary, Fabled, entered into a letter of intent with ChurchKey Mines Inc. (the "ChurchKey") to acquire mineral claims comprising the ChurchKey Property ("Property"). On May 22, 2019, the letter of intent was amended to reflect an additional acquisition of claims and a change in consideration due to the ChurchKey. On August 6, 2019 the Company closed the acquisition of the ChurchKey Property and entered into an Option Agreement on that date.

In consideration for the Property, the Company will pay the following consideration to ChurchKey:

- $50,000 (paid) in cash on date of closing;
- $50,000 (1) in cash 90 days after closing;
- $100,000(1) in cash 12 months after closing;
- $250,000 in cash 24 months after closing;
- $300,000 in cash 36 months after closing;
- $500,000 in cash 48 months after closing; and
- $750,000 in cash 60 months after closing.

5. EXPLORATION AND EVALUATION ASSETS (continued)

(1) Subsequently, the Company and the Optionor have agreed to extend the payable date for these payments to October 31, 2020 in consideration of an additional payment of $50,000 to be made to the Optionor on the date that the Company completes a financing.

The Company has granted the Vendor an increased 2% NSR with respect to the Property upon commencement of commercial production. In addition, the Company has the exclusive right to purchase 1% of 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. 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.

During the year ended December 31, 2019, the Company recorded an impairment loss of $242,794.

b) Toro Property

On March 4, 2017, the Company entered into an assignment agreement (the "Toro Assignment Agreement") with two directors of the Company (the "Assignors") to acquire all of the Assignors' right title and interest in an option agreement (the "Toro Option Agreement") with a third party company (the "Optionor"). Under the Toro Option Agreement, the Company has an option to acquire an undivided 100% interest in nine mineral claims located within the Omineca mining division, British Columbia, Canada (the "Toro Property"). Pursuant to the Toro Assignment Agreement, the Company issued 11,219,515 common shares of the Company valued at $3,000,000 to the Assignors during the year ended September 30, 2017.

The Toro Option Agreement, dated March 3, 2017, requires the Company to pay $100,000 within 180 days of March 3, 2017 to acquire an undivided 50% interest in the Toro Property (the "First Option"). To acquire the remaining 50% interest (the "Second Option"), the Company shall pay $5,000,000 by March 3, 2022. Commencing on March 3, 2018, the Company shall pay a non-refundable annual advance royalty payment of $100,000 to the Optionor. The Optionor retains a royalty of 2% of Net Smelter Return ("NSR").

Subsequently, the Toro Option Agreement was amended and restated to re-schedule the $100,000 payment as follows:

i) $25,000 (paid) to be paid on or before June 16, 2017; and
ii) $75,000 (paid) to be paid on or before December 31, 2017.

On August 24, 2017, the agreement was further amended to allow the Company to exercise the Second Option by paying the Optionor either i) the sum of $5,000,000 in cash or ii) a number of common shares of the Company with a value equal to $5,000,000, by March 3, 2022.

On February 26, 2018 the agreement was further amended to reschedule the $75,000 payment due on February 28, 2018 and the first advance royalty payment of $100,000 due on March 3, 2018 to the earlier of (i) April 30, 2018 and (ii) the date the shares of the Company formed following completion of the Transaction begin trading on the TSX Venture Exchange.

6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

The agreement was further amended to change the reference to April 30, 2018 in the February amendment to September 30, 2018. On October 5, 2018, $75,000 property payment and $100,000 advance royalty payment was made by the Company.

With respect to the advance royalty payment of $100,000 due on March 3, 2019, the Company and the Optionor agreed to extend the date for payment to the earlier of December 31, 2019 and the date the Company completes a financing or series of financings for a total of not less than $1,500,000. Subsequently, the Company and the Optionor further extended the date for the payment to March 31, 2021 in consideration of an additional payment of combined $50,000 to be made to the Optionor's of the Neil/Ram Creek, Ribbon and Toro properties on the date that the Company completes a financing for not less than $2,500,000.

During the year ended December 31, 2019, the Company recorded an impairment loss $3,516,577 (2018 – $Nil).

c) <u>Neil/Ram Creek Property</u>

On January 23, 2017, the Company entered into an assignment agreement (the "Neil/Ram Creek Assignment Agreement") with an arm's length company (the "Assignor") to acquire all of the Assignor's right title and interest in an option agreement (the "Neil/Ram Creek Option Agreement") with a third party company (the "Optionor"). Under the Neil/Ram Creek Option Agreement, the Company has an option to acquire an undivided 100% interest in three mineral claims located within the Omineca mining division, British Columbia, Canada (the "Neil/Ram Creek Property"). Pursuant to the Neil/Ram Creek Assignment Agreement, the Company acquired a 50% interest in the three mineral claims and issued 9,349,595 common shares of the Company valued at $2,500,000 to the Assignor during the year ended September 30, 2017.

The Neil/Ram Creek Option Agreement, dated August 17, 2016, requires the Company to pay $5,000,000 to acquire the remaining 50% interest by August 17, 2021. Commencing on March 3, 2018, the Company shall pay a non-refundable annual advance royalty payment of $50,000 to the Optionor. The Optionor retains a royalty of 2% of NSR.

On June 15, 2017, the Neil/Ram Creek Option Agreement was amended and restated to re-schedule the $5,000,000 payment to be paid the earlier of:

i) commencement of commercial production; or
ii) when the Company's interest in the Neil/Ram Creek Property is sold, on closing of change of control of the property interest; or where the Company enters into a joint venture or co-shareholders agreement involving the Company, but only where such events take place after December 31, 2017.

On August 24, 2017, the agreement was further amended to allow the Company to exercise the Option by paying the Optionor either i) the sum of $5,000,000 in cash or ii) a number of common shares of the Company with a value equal to $5,000,000, by March 3, 2022.

6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

On February 26, 2018 the agreement was further amended to reschedule the first advance royalty payment of $50,000 due on March 3, 2018 to the earlier of (i) April 30, 2018 and (ii) the date the shares of the Company formed following completion of the Transaction begin trading on the Exchange.

On May 4, 2018, June 30, 2018 and August 15, 2018 the agreement was further amended to change the reference to April 30, 2018 in the February amendment to September 30, 2018. On October 5, 2018 an advance royalty payment $50,000 was paid.

In respect of the advance royalty payment of $50,000 due on March 3, 2019, the Company and the Optionor agreed to extend the date for payment to the earlier of December 31, 2019 and the date the Company completes a financing or series of financings for a total of not less than $1,500,000. Subsequently, the Company and the Optionor further extended the due date for the payment to March 31, 2021 in consideration of an additional payment of combined $50,000 to be made to the Optionor's of the Neil/Ram Creek, Ribbon and Toro properties on the date that the Company completes a financing for not less than $2,500,000.

During the year ended December 31, 2019, the Company recorded an impairment loss of $2,825,631 (2018 – $Nil).

d) Ribbon Property

On March 4, 2017, the Company entered into an assignment agreement (the "Ribbon Assignment Agreement") with various arm's length individuals and companies (collectively the "Assignors") to acquire all of the Assignors' right title and interest in an option agreement (the "Ribbon Option Agreement") with a third party company (the "Optionor"). Under the Ribbon Option Agreement, the Company has an option to acquire an undivided 100% interest in two mineral claims located within the Omineca mining division, British Columbia, Canada (the "Ribbon Property"). Pursuant to the Ribbon Assignment Agreement, the Company issued 5,048,781 common shares of the Company valued at $1,350,000 to the Assignors during the year ended September 30, 2017.

The Ribbon Option Agreement, dated March 3, 2017, requires the Company to pay $100,000 within 180 days of March 3, 2017 to acquire 100% interest in the Ribbon Property. Commencing on March 3, 2018, the Company shall pay a non-refundable annual advance royalty payment of $100,000 to the Optionor. The Optionor retains a royalty of 2% of NSR.

On June 15, 2017, the Ribbon Option Agreement was amended and restated to re-schedule the $100,000 payment as follows:

i) $25,000 (paid) to be paid on or before June 16, 2017; and
ii) $75,000 to be paid on or before December 31, 2017.

On December 4, 2017, the agreement was further amended to reschedule the $75,000 payment due on December 31, 2017 to February 28, 2018.

6. EXPLORATION AND EVALUATION ASSETS (CONTINUED)

On February 26, 2018 the agreement was further amended to reschedule the $75,000 payment due on February 28, 2018 and the first advance royalty payment of $100,000 due on March 3, 2018 to the earlier of (i) April 30, 2018 and (ii) the date the shares of the Company formed following completion of the Transaction begin trading on the Exchange.

On February 26, 2018 the agreement was further amended to reschedule the first advance royalty payment of $50,000 due on March 3, 2018 to the earlier of (i) April 30, 2018 and (ii) the date the shares of the Company formed following completion of the Transaction begin trading on the Exchange.

The agreement was further amended to change the reference to April 30, 2018 in the February amendment to September 30, 2018. On October 5, 2018, $75,000 property payment and $100,000 advance royalty payment was made by the Company.

In respect of the advance royalty payment of $100,000 due on March 3, 2019, the Company and the Optionor agreed to extend the date for payment to the earlier of December 31, 2019 and the date the Company completes a financing or series of financings for a total of not less than $1,500,000. Subsequently, the Company and the Optionor further extended the date for the payment to March 31, 2021 in consideration of an additional payment of combined $50,000 to be made to the Optionor's of the Neil/Ram Creek, Ribbon and Toro properties on the date that the Company completes a financing for not less than $2,500,000.

During the year ended December 31, 2019, the Company recorded an impairment loss of $1,732,568 (2018 – $Nil).

7. SHARE CAPITAL

Authorized share capital of the Company consists of an unlimited number of common shares with no par value.

For the three month period ended March 31, 2020

There was no share capital activity during the period.

For the year ended December 31, 2019

There was no share capital activity during the year.

For the fifteen months ended December 31, 2018

During the period ended December 31, 2018, the Company completed a private placement for gross proceeds of $304,764 by issuing 2,031,766 common shares.

During the period ended December 31, 2018, the Company issued 6,714,975 common shares pursuant to a loan agreement dated September 13, 2017 (Note 10).

(Expressed in Canadian Dollars)

7. SHARE CAPITAL (CONTINUED)

Stock Options

The Company maintains a Stock Option Plan (the "Plan") under which it is authorized to grant stock options to executive 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. The options can be granted for a maximum term of 10 years and vest at the discretion of the Board of Directors.

Stock option transactions and the number of options outstanding are summarized as follows:

	Number of options	Weighted Average Exercise Price
Balance, December 31, 2018	**3,391,055**	**$ 0.13**
Balance, December 31, 2019	**3,391,055**	**$ 0.13**
Balance, March 31, 2020	**3,391,055**	**$ 0.13**

On November 21, 2018, the Company granted 3,203,988 stock options to various Directors, Officers and Consultants of the Company with 1,601,994 exercisable at $0.10 and 1,601,994 exercisable at $0.15 for a period of ten years. The options were fair valued at $0.60 per option using Black-Scholes option pricing model with the following weighted average assumptions: share price on issue date of $0.09, expected life of stock option of 10 years, volatility of 111%, annual rate of dividends of 0.00% and a risk free rate of 0.66%. The options vest quarterly over a 36 months period. During the year ended December 31, 2019, the Company recognized $122,445 (December 31, 2019 - $22,840) in share-based compensation.

As at March 31, 2020, stock options outstanding and exercisable are as follows:

Grant Date	**Number of Options Outstanding**	**Number of Options Exercisable**	**Exercise Price**	**Expiry Date**	**Remaining Contractual Life (years)**
June 12, 2015	187,067	187,067	$ 0.10	June 12, 2025	5.20
November 21, 2018	1,601,994	-	$ 0.10	November 21, 2028	8.65
November 21, 2018	1,601,994	-	$ 0.15	November 21, 2028	8.65

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(Expressed in Canadian Dollars)

8. RELATED PARTY TRANSACTIONS

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.

During the period ended March 31, 2020, the Company incurred $Nil (March 31, 2019 - $Nil in professional legal fees from a private company owned by a director of the Company.

As at March 31, 2020, the Company owed $29,722 (December 31, 2019 - $29,722) to a director of the Company and a company controlled by the director for disbursements made on behalf of the Company.

See Note 9 for further related party disclosure.

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

9. NOTE PAYABLE

As at March 31, 2020 and March 31, 2019, the Company owed $10,000 to a director of the Company. The loan is interest free and unsecured with no fixed terms of repayment.

10. SEGMENTED INFORMATION

The Company operates in one single reportable segment, being the acquisition and exploration of mineral resource properties. All of the Company's non-current assets are located in Canada.

11. TAX LOSSES

The significant components of the Company's temporary differences, unused tax credits and unused tax losses that have not been included on the consolidated statement of financial position are as follows:

	2019	No expiry date	2018	Expiry Date
Temporary Differences				
Exploration and evaluation assets	$ 8,270,000	No expiry date	$ -	-
Non-capital losses available for future periods	$ 531,000	2026 to 2039	$ 58,000	2026 to 2038

12. SUBSEQUENT EVENT

Subsequent to March 31, 2020, the Company entered into an agreement with Mackie Research Capital Corporation ("Mackie") in respect of advisory services for which compensation was provided to Mackie on June 25, 2020 by the issuance of 2,800,000 shares of the Company.

Subsequent to March 31, 2020, Eugene Hodgson resigned as President of the Company and Michael Harrison resigned as C.E.O. of the Company and the Company appointed Peter J. Hawley as Director, President and C.E.O.

On July 14, 2020 the Company entered into a Letter of Intent with Golden Minerals Company (the "Vendor") for a proposed transaction (the "Proposed Transaction") under which the Vendor will grant Fabled the option to acquire a 100% interest in the Santa María Mine in the State of Chihuahua, Mexico (the "Property"). Under the terms of the LOI the Company will be able to acquire the Property from the Vendor by making the following payments:

(a) US$500,000 in cash and 1,000,000 common shares on closing of the Proposed Transaction;
(b) US$1,500,000 in cash 12 months after Transaction Closing; and
(c) US$2,000,000 in cash 24 months after Transaction Closing.

Fabled will also grant the Vendor a 1% net smelter royalty ("NSR") with respect to the Property.

The Proposed Transaction is subject to the parties entering into the definitive option agreement and customary closing conditions, including, among other things, receipt of requisite approvals of the TSX Venture Exchange (the "Exchange"), the completion of an updated NI 43-101 compliant technical report on Santa Maria, delivery of a title opinion on Santa Maria and completion of the Offering.

In addition Fabled announced on July 15, 2020 that it has entered into an agreement with Mackie Research Capital Corporation to act as lead agent and sole bookrunner on a "best efforts" basis, for a private placement of subscription receipts of the Company (the "Subscription Receipts") for gross proceeds of up to $4,000,000 (the "Offering") at a price of $0.05 per Subscription Receipt. The Offering is being made in connection with the Proposed Transaction, and is integral to the completion of the Proposed Transaction.

Further details on the Proposed Transaction and the Offering above can be found in the Company's News Release dated July 15, 2020 as filed on sedar.com.

See Note 6 (a) for additional subsequent events affecting the ChurchKey Property.
See Note 6 (b) for additional subsequent events affecting the Toro Property.

See Note 6 (c) for additional subsequent events affecting the Neil/Ram Creek Property
See Note 6 (d) for additional subsequent events affecting the Ribbon Property.