



FARADAY COPPER

Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

FARADAY COPPER CORP.
Condensed Interim Consolidated Statements of Financial Position
(Unaudited - Expressed in Canadian dollars)

	Note	September 30, 2023	December 31, 2022 Restated (Note 4)	January 1, 2022 Restated (Note 4)
		\$	\$	\$
ASSETS				
Current				
Cash and cash equivalents	12	19,954,475	9,535,039	4,206,827
GST receivable		101,250	106,366	33,050
Prepaid expenses and deposits		170,647	160,269	32,194
Current assets		20,226,372	9,801,674	4,272,071
Property and equipment	5	15,498,666	1,444,054	288,094
Resource properties	4,6	4,955,328	4,955,328	4,955,328
Other long-term assets		45,326	379,252	8,335
Total assets		40,725,692	16,580,308	9,523,828
LIABILITIES				
Current				
Accounts payable and accrued liabilities	8	845,757	2,384,033	526,832
Due to related parties	11	625,201	775,480	163,916
Current liabilities		1,470,958	3,159,513	690,748
Loan payable	9	-	-	40,000
Total liabilities		1,470,958	3,159,513	730,748
SHAREHOLDERS' EQUITY				
Share capital	10	94,469,529	54,165,787	33,273,379
Reserves	10	13,066,356	12,040,516	24,284,402
Accumulated other comprehensive income		3,894,089	4,174,698	3,045,718
Deficit		(72,175,240)	(56,960,206)	(51,810,419)
Total shareholders' equity		39,254,734	13,420,795	8,793,080
Total liabilities and shareholders' equity		40,725,692	16,580,308	9,523,828

Nature of operations and going concern (Note 1)

Approved and authorized for issue on behalf of the Board of Directors:

<u>/s/ Russell Ball</u> Director	<u>/s/ Paul Harbidge</u> Director
-------------------------------------	--------------------------------------

FARADAY COPPER CORP.**Condensed Interim Consolidated Statements of Loss and Comprehensive Loss**

(Unaudited - Expressed in Canadian dollars, except for number of shares)

		Three months ended September 30, 2022		Nine months ended September 30, 2022	
	Note	2023	Restated (Note 4)	2023	Restated (Note 4)
		\$	\$	\$	\$
Operating expenses					
Amortization	5	33,943	7,128	87,984	24,253
Consulting and management fees	11	23,600	78,545	224,600	500,048
Exploration and evaluation expenses	4,7	1,625,138	3,225,339	11,034,502	9,429,353
General and administration	11	352,130	846,595	1,551,880	1,772,439
Professional fees		26,904	66,508	497,271	351,803
Promotion and investor relations		27,501	34,956	234,146	134,981
Share-based compensation	10,11	576,957	1,316,484	1,885,728	3,935,349
Travel		61,476	26,756	251,795	108,917
Total operating expenses		(2,727,649)	(5,602,311)	(15,767,906)	(16,257,143)
Government grant income	9	-	-	-	10,000
Interest income	12	177,625	111,697	552,872	126,679
Loss before income taxes		(2,550,024)	(5,490,614)	(15,215,034)	(16,120,464)
Income tax expense		-	-	-	-
Loss for the period		(2,550,024)	(5,490,614)	(15,215,034)	(16,120,464)
Other comprehensive gain (loss)					
Currency translation adjustment		549,529	1,817,470	(280,609)	1,763,478
Comprehensive loss		(2,000,495)	(3,673,144)	(15,495,643)	(14,356,986)
Loss per share:					
Basic and diluted		(0.01)	(0.04)	(0.09)	(0.15)
Weighted average number of shares:					
Basic and diluted		175,969,891	122,796,133	167,269,885	110,902,776

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

FARADAY COPPER CORP.
Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited - Expressed in Canadian dollars, except number of shares)

	Share capital		Reserves			Accumulated other comprehensive income Restated (Note 4)	Deficit Restated (Note 4)	Total shareholders' equity
	Number	Amount	Warrants	Options	Other			
	#	\$	\$	\$	\$	\$	\$	\$
Balance, December 31, 2021	96,772,338	33,273,379	2,776,475	5,325,692	16,182,235	3,045,718	(50,101,011)	10,502,488
Reclassification of reserves	-	-	-	-	(16,182,235)	-	16,182,235	-
Share-based compensation	-	-	-	3,935,349	-	-	-	3,935,349
Shares issued for equity placement	25,000,000	20,000,000	-	-	-	-	-	20,000,000
Shares issued for options exercise	550,000	573,992	-	(253,866)	-	-	-	320,126
Settlement of RSUs	190,100	137,800	-	(137,800)	-	-	-	-
Change in accounting policy	-	-	-	-	-	-	(1,709,408)	(1,709,408)
Currency translation adjustment	-	-	-	-	-	1,763,478	-	1,763,478
Loss for the period	-	-	-	-	-	-	(16,120,464)	(16,120,464)
Balance, September 30, 2022 restated	122,512,438	53,985,171	2,776,475	8,869,375	-	4,809,196	(51,748,648)	18,691,569
Share-based compensation	-	-	-	611,993	-	-	-	611,993
Shares issued for options exercise	650,000	113,580	-	(53,581)	-	-	-	59,999
Settlement of RSUs	98,583	67,036	-	(163,746)	-	-	-	(96,710)
Currency translation adjustment	-	-	-	-	-	(634,498)	-	(634,498)
Loss for the period	-	-	-	-	-	-	(5,211,558)	(5,211,558)
Balance, December 31, 2022 restated	123,261,021	54,165,787	2,776,475	9,264,041	-	4,174,698	(56,960,206)	13,420,795
Share-based compensation	-	-	-	1,885,728	-	-	-	1,885,728
Shares issued for equity placement	49,999,700	38,437,854	-	-	-	-	-	38,437,854
Shares issued for options exercise	2,668,750	1,832,858	-	(826,858)	-	-	-	1,006,000
Settlement of RSUs	40,420	33,030	-	(33,030)	-	-	-	-
Currency translation adjustment	-	-	-	-	-	(280,609)	-	(280,609)
Loss for the period	-	-	-	-	-	-	(15,215,034)	(15,215,034)
Balance, September 30, 2023	175,969,891	94,469,529	2,776,475	10,289,881	-	3,894,089	(72,175,240)	39,254,734

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

FARADAY COPPER CORP.**Condensed Interim Consolidated Statements of Cash Flows**
(Unaudited - Expressed in Canadian dollars, except where noted)

	Nine months ended September 30, 2022	
	2023	Restated (Note 4)
	\$	\$
Operating activities:		
Loss for the period	(15,215,034)	(16,120,464)
Items not involving cash:		
Amortization	87,984	24,253
Share-based compensation	1,885,728	3,935,349
Government grant income	-	(10,000)
Changes in non-cash working capital:		
GST receivable	5,116	(27,581)
Prepaid expenses and deposits	(10,378)	(65,906)
Accounts payable and accrued liabilities	(1,538,276)	320,747
Due to related parties	(150,279)	351,836
Cash used in operating activities	(14,935,139)	(11,591,766)
Investing activities:		
Purchases of property and equipment	(13,768,540)	(823,573)
Cash used in investing activities	(13,768,540)	(823,573)
Financing activities:		
Proceeds from equity placements	38,437,854	20,000,000
Proceeds from exercise of options	1,006,000	320,126
Repayment of a loan payable	-	(30,000)
Cash provided by financing activities	39,443,854	20,290,126
Effect of foreign exchange on cash and cash equivalents	(320,739)	1,403,727
Changes in cash and cash equivalents	10,419,436	9,278,514
Cash and cash equivalents, beginning of the period	9,535,039	4,206,827
Cash and cash equivalents, end of the period	19,954,475	13,485,341
Supplemental cash flow information:		
Transfer from other long-term assets to property and equipment	333,926	-

The accompanying notes are an integral part of these condensed interim consolidated financial statements.

FARADAY COPPER CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars, except where noted)

1. NATURE OF OPERATIONS AND GOING CONCERN

Faraday Copper Corp. (formerly CopperBank Resources Corp.) (the "Company") was incorporated on October 21, 2014 under the Business Corporations Act (British Columbia). The Company's registered office is located at Suite 2400, 745 Thurlow Street, Vancouver, British Columbia, V6E 0C5. The Company's head office and principal address is located at 250 - 200 Burrard St., Vancouver, British Columbia, V6C 3L6. The Company's shares are traded on the Toronto Stock Exchange ("TSX") and OTCQX under the symbol "FDY" and "CPPKF", respectively, and its principal business is the acquisition and development of resource properties.

On April 20, 2022, the Company formerly approved a name change from CopperBank Resources Corp. to Faraday Copper Corp.

Going concern

These unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2023 and 2022 (the "Interim Financial Statements") have been prepared based on accounting principles applicable to a going concern, which assumes that the Company will be able to continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities and commitments in the normal course of business. The Company is a resource exploration stage company, which does not generate any revenue and has been relying mainly on equity-based financing to fund its operations. The Company has incurred a loss for the nine months ended September 30, 2023 of \$15,215,034 (2022 - \$16,120,464). The Company will require additional financing either through equity or debt financing, sale of assets, joint venture arrangements, or a combination thereof to meet its administrative costs and to continue to explore and develop its resource properties. There is no assurance that sufficient future funding will be available on a timely basis or on terms acceptable to the Company. As such, there is a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. These financial statements do not include any adjustments to the amounts and classification of assets and liabilities that may be necessary should the Company be unable to continue as a going concern, and any such adjustments may be material.

2. BASIS OF PREPARATION

a) Statement of compliance

These Interim Financial Statements were approved by the Board of Directors and authorized for issue on November 5, 2023.

These Interim Financial Statements have been prepared in accordance with International Accounting Standard 34, *Interim Financial Reporting*. Certain disclosures included in the annual financial statements prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") have been condensed or omitted, and accordingly, these Interim Financial Statements should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2022 and 2021 ("Annual Financial Statements").

b) Basis of presentation

These Interim Financial Statements have been prepared on a historical cost basis except for those financial instruments which have been classified at fair value through profit or loss ("FVTPL"). In addition, except for cash flow information, these financial statements have been prepared using the accrual method of accounting.

c) Functional and presentation currency

The Interim Financial Statements are presented in Canadian dollars, which is the functional currency, except as otherwise noted. The functional currency is the currency of the primary economic environment in which an entity operates. References to "CAD" are to Canadian dollars and references to "USD" or "US\$" are to United States dollars.

d) Basis of consolidation

These Interim Financial Statements include the accounts of the Company and its subsidiaries. All intercompany transactions and balances are eliminated on consolidation. Subsidiaries are included in the consolidated financial statements from the date control commences until the date control ceases. Control exists where the parent entity has power over the investee and is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

FARADAY COPPER CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars, except where noted)

2. BASIS OF PRESENTATION (continued)

A summary of the Company's subsidiaries included in these financial statements as at September 30, 2023 is as follows:

Name of subsidiary	Country of incorporation	Percentage ownership	Functional currency	Principal activity
1016079 B.C. Ltd.	Canada	100%	CAD	Holding
CopperBank Royalties Corp.	Canada	100%	CAD	Holding
Copper Creek Project LLC	USA	100%	USD	Exploration
Enexco International Inc.	USA	100%	USD	Exploration
Redhawk Copper Inc.	USA	100%	USD	Exploration
Redhawk Ranch Land Holdings LLC	USA	100%	USD	Holding
Redhawk Resources, Inc.	Canada	100%	CAD	Holding

During the year ended December 31, 2022, the Company dissolved the operations of its inactive subsidiaries CopperBank Resources Alaska Inc. and Redhawk Resources (USA), Inc. As such, the Interim Financial Statements subsequent to the date of dissolution comprise the financial statements of the Company and its wholly owned subsidiaries.

As at September 30, 2023, the Company has one operating segment, a mineral exploration group focused on projects located in the United States.

3. ACCOUNTING POLICIES

a) Significant Accounting Policies

These Interim Financial Statements were prepared using accounting policies consistent with those in Note 3 to the Annual Financial Statements, except for the change in accounting policy disclosed in Note 4.

b) Significant estimates and judgements

The significant estimates and judgements applied in the preparation of these Interim Financial Statements are consistent with those applied and disclosed in the Company's Annual Financial Statements. The Company's interim results are not necessarily indicative of its results for a full year.

Resource properties

Upon acquiring the legal right to explore a property, all direct costs related to the acquisition of mineral property interests are capitalized. Exploration expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to operations as incurred. Resource properties are not amortized during the exploration and evaluation stage.

Technical feasibility and commercial viability are established once all of the following conditions have been met:

- The Company has established a National Instrument 43-101 ("NI 43-101") compliant estimate of property resources and/or reserves; The Company has obtained a mining permit or otherwise has the right to extract the resources and/or reserves; and
- The Company has established that it is economically viable to mine the resources and/or reserves. This includes the completion of a NI 43-101 compliant study to a pre-feasibility level at a minimum, board approval to proceed and binding approval of project financing for the development of the project.

If it is determined that capitalized acquisition costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the property is written down to its recoverable amount. Resource properties are reviewed for indicators of impairment when such indicators exist, the Company evaluates the carrying amount may exceed its recoverable amount.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee, and accordingly, are recorded as resource property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received is recorded as a gain on option or disposition of resource property.

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

3. ACCOUNTING POLICIES (continued)

The Company's resource properties were restated as at January 1, 2022 and December 31, 2022 due to a change in accounting policy (Note 4).

c) Accounting standard amendment issued but not yet effective

International Accounting Standards ("IAS") 1 *Presentation of Financial Statements*

In January 2020, the IASB issued an amendment to IAS 1 *Presentation of Financial Statements*, to clarify one of the requirements under the standard for classifying a liability as non-current in nature. The amendment includes:

- Specifying that an entity's right to defer settlement must exist at the end of the reporting period;
- Clarifying that classification is unaffected by management's intentions or expectations about whether the entity will exercise its right to defer settlement;
- Clarifying how lending conditions affect classification; and
- Clarifying if the settlement of a liability refers to the transfer of cash, equity instruments, other assets or services.

The Company will perform an assessment of the amendment on its financial statements prior to the effective date of January 1, 2024. Based on the currently available information, the Company does not anticipate any material impact from this amendment on its financial statements.

4. CHANGE IN ACCOUNTING POLICY

Effective January 1, 2023, the Company changed its accounting policy of capitalizing all exploration and evaluation expenditures in accordance with IFRS 6 *Exploration for and Evaluation of Mineral Resources*. The Company believes that expensing post-acquisition exploration and evaluation costs as incurred provides more reliable and relevant financial information to the users of its financial statements, aligning its policy with the jurisdiction of the resource properties, its significant investors, and the accounting policies of its peers. Under the new policy, the cost of acquiring prospective properties and exploration rights continue to be capitalized. Exploration and evaluation costs, subsequent to acquisition, are expensed until it has been established that a resource property is technically feasible and commercially viable and a mine development decision has been made by the Company. Thereafter, the Company will capitalize expenditures subsequently incurred to develop the mine, prior to the start of mining operations.

The Company has applied the change in accounting policy on a retrospective basis and has therefore restated its 2022 comparatives as follows:

Consolidated Statements of Financial Position

As at December 31, 2022	As previously reported	Adjustment	Restated
	\$	\$	\$
Non-current assets			
Resource properties	20,497,040	(15,541,712)	4,955,328
Shareholders' equity			
Accumulated other comprehensive income	4,751,864	(577,166)	4,174,698
Deficit	(41,995,660)	(14,964,546)	(56,960,206)
As at January 1, 2022	As previously reported	Adjustment	Restated
	\$	\$	\$
Non-current assets			
Resource properties	6,664,736	(1,709,408)	4,955,328
Shareholders' equity			
Deficit	(50,101,011)	(1,709,408)	(51,810,419)

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

4. CHANGE IN ACCOUNTING POLICY (continued)**Consolidated Statements of Loss and Comprehensive Loss**

For the three months ended September 30, 2022	As previously reported	Adjustment	Restated
	\$	\$	\$
Exploration and evaluation expense	-	3,225,339	3,225,339
Currency translation adjustment	1,617,569	199,901	1,817,470

For the nine months ended September 30, 2022	As previously reported	Adjustment	Restated
	\$	\$	\$
Exploration and evaluation expense	-	9,429,353	9,429,353
Currency translation adjustment	1,563,982	199,496	1,763,478

Consolidated Statements of Cash Flows

For the nine months ended September 30, 2022	As previously reported	Adjustment	Restated
	\$	\$	\$
Cash used in operating activities	(2,393,473)	(9,198,293)	(11,591,766)
Cash used in investing activities	(9,963,314)	9,139,741	(823,573)

Consolidated Statements of Changes in Shareholders' Equity

	As previously reported	Adjustment	Restated
	\$	\$	\$
Balance, December 31, 2021	10,502,488	-	10,502,488
Share-based compensation	3,935,349	-	3,935,349
Shares issued for equity placement	20,000,000	-	20,000,000
Shares issued for options exercise	320,126	-	320,126
Change in accounting policy	-	(1,709,408)	(1,709,408)
Currency translation adjustment	1,563,982	199,496	1,763,478
Net loss for the period	(6,691,111)	(9,429,353)	(16,120,464)
Balance, September 30, 2022	29,630,834	(10,939,265)	18,691,569
Share-based compensation	611,993	-	611,993
Shares issued for options exercise	59,999	-	59,999
Settlement of RSUs	(96,710)	-	(96,710)
Currency translation adjustment	142,164	(776,662)	(634,498)
Net loss for the period	(1,385,773)	(3,825,785)	(5,211,558)
Balance, December 31, 2022	28,962,507	(15,541,712)	13,420,795

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

5. PROPERTY AND EQUIPMENT

A summary of the Company's property and equipment is as follows:

	Building	Land	Equipment	Vehicles	Total
	\$	\$	\$	\$	\$
Costs					
Balance, December 31, 2021	273,333	32,156	39,454	-	344,943
Additions	1,024,171	-	171,519	-	1,195,690
Foreign exchange adjustment	15,565	1,704	1,273	-	18,542
Balance, December 31, 2022	1,313,069	33,860	212,246	-	1,559,175
Additions	508,281	13,536,407	35,152	118,134	14,197,974
Foreign exchange adjustment	(95,131)	(60)	(317)	-	(95,508)
Balance, September 30, 2023	1,726,219	13,570,207	247,081	118,134	15,661,641
Amortization					
Balance, December 31, 2021	55,612	-	1,237	-	56,849
Additions	31,745	-	23,884	-	55,629
Foreign exchange adjustment	2,178	-	465	-	2,643
Balance, December 31, 2022	89,535	-	25,586	-	115,121
Additions	44,216	-	37,861	5,907	87,984
Foreign exchange adjustment	(20,069)	-	(20,061)	-	(40,130)
Balance, September 30, 2023	113,682	-	43,386	5,907	162,975
Net book value					
Balance, December 31, 2022	1,223,534	33,860	186,660	-	1,444,054
Balance, September 30, 2023	1,612,537	13,570,207	203,695	112,227	15,498,666

Mercer Ranch

As at March 7, 2023, the Company completed the acquisition of the Mercer Ranch in Arizona, included in land for \$13,536,407 (US\$10,012,135) which included USD\$250,000 deposit classified as other long-term assets in fiscal 2022.

6. RESOURCE PROPERTIES**Copper Creek Resource Properties, Arizona**

The Company acquired 100% of the Copper Creek project through the acquisition of Redhawk Resources Inc. ("Redhawk") for a value of \$4,955,328 in 2018. All permits of this resource property are in good standing. During the nine months ended September 30, 2023, there have been no additions to acquisition costs (2022 - \$nil).

- D & G Mining Agreement

In November 2005, Redhawk entered into a lease-to-purchase agreement with a third party for additional property within the Copper Creek boundaries. Redhawk has the option to purchase the property for US\$3,000,000 until May 2033.

Redhawk paid US\$80,000 in both 2006 and 2007 and US\$100,000 annually from 2008 to 2017. Starting May 2018, Redhawk is required to make two payments per year of US\$25,000 due by May 31 and by November 30, until the end of May 2033.

Commencing January 1, 2022, 50% of the annual payments made prior to exercising the option to purchase will be applied against the purchase price in the event that Redhawk exercises its property purchase option.

- Freeport Mineral Corporation Agreement

In April 2007, Redhawk entered into a purchase agreement with Freeport Mineral Corporation ("Freeport") to acquire additional mining claims within the Copper Creek boundaries. The additional mining claims are subject to a 1% Net Smelter Return royalty.

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

6. RESOURCE PROPERTIES (continued)

On May 30, 2018, Redhawk entered into an amendment to the Fourth Workout Agreement with Freeport. The substance of the amended agreement is a conversion of interest and principal owing to Freeport into production decision royalty payments. The total will be US\$3,000,000 paid in six equal annual instalments of US\$500,000 per annum. The payments are contingent upon Redhawk or successors achieving a defined commercial production of minerals. As a result of this amendment, no liabilities in connection with this promissory note has been recorded as of September 30, 2023 and December 31, 2022.

Contact Copper Property, Nevada

The Company owns a 100% interest in the Contact Copper property located in Elko County, Nevada. All permits of this resource property are in good standing. During the nine months ended September 30, 2023, there have been no additions to acquisition costs (2022 - \$nil).

7. EXPLORATION AND EVALUATION EXPENSES

A summary of the Company's exploration and evaluation expenses is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Copper Creek Project				
Exploration, geological and laboratory	568,753	2,121,888	6,359,082	6,805,208
Engineering & studies	82,110	99,591	1,173,846	245,101
Environmental, Social, and Governance	11,534	-	162,428	-
Legal	31,043	30,579	358,283	98,785
Payroll	597,338	350,201	2,212,473	1,262,723
Permit Maintenance and land access	113,692	81,340	169,726	119,390
Other	97,403	142,676	418,316	307,881
	1,501,873	2,826,275	10,854,154	8,839,088
Contact Copper Project				
Exploration, geological and laboratory	-	268,800	2,394	358,945
Payroll	-	103,114	-	176,628
Permit Maintenance and land access	73,470	3,686	77,018	3,686
Other	49,795	23,464	100,936	51,006
	123,265	399,064	180,348	590,265
Total for the period	1,625,138	3,225,339	11,034,502	9,429,353

8. ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

A summary of the Company's accounts payable and accrued liabilities is as follows:

	September 30, 2023	December 31, 2022
	\$	\$
Exploration and evaluation expenses	562,857	2,064,046
General and administration	282,900	319,987
	845,757	2,384,033

FARADAY COPPER CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars, except where noted)

9. LOAN PAYABLE

Due to the global COVID-19 outbreak, the federal government of Canada introduced the Canada Emergency Benefit Account ("CEBA"). CEBA provides an interest-free loan ("CEBA Loan") of \$40,000 to eligible businesses. The CEBA Loan has an initial term that expires on December 31, 2022, throughout which, the CEBA Loan remains interest free. Repayment of \$30,000 by December 31, 2022, results in a \$10,000 loan forgiveness. If the balance is not paid prior to December 31, 2022, the remaining balance will be converted to a 3-year term loan at 5% annual interest, paid monthly effective January 1, 2023. The full balance must be repaid by no later than December 31, 2025.

Pursuant to IAS 20 *Accounting for Government Grants and Disclosure of Government Assistance*, the benefit of a government loan at below market rate is treated as a government grant. On June 27, 2022, the Company repaid \$30,000 of the CEBA loan before the initial term and recorded \$10,000 of government grant income.

10. SHARE CAPITAL

a) Authorized

The Company is authorized to issue an unlimited number of common shares without par value. As at September 30, 2023, the Company had 175,969,891 common shares issued and outstanding (December 31, 2022 - 123,261,021).

b) Issued and outstanding

During the nine months ended September 30, 2023, the Company had the following share capital transactions:

- On February 14, 2023, the Company closed a bought deal financing and issued 49,999,700 common shares at a price of \$0.80 per share for net proceeds of \$38,437,854, which included share issuance costs of \$1,561,906.
- During the nine months ended September 30, 2023, the Company issued 2,668,750 common shares pursuant to the exercise of 2,668,750 stock options with exercise prices varying from \$0.23 and \$0.40. The Company received gross proceeds of \$1,006,000 and reallocated \$826,858 from the Company's options reserve into share capital.
- During the nine months ended September 30, 2023, the Company issued an aggregate of 40,420 common shares net of withholding tax in settlement of 80,000 RSUs. The total grant date fair value of the vested RSUs was \$64,800. A total of 39,580 common shares were withheld in lieu of withholding taxes in the amount of \$31,770. The fair value of common shares issued was \$33,030.

During the year ended December 31, 2022, the Company had the following significant share capital transaction:

- On May 5, 2022, the Company closed a private placement and issued 25,000,000 common shares at a price of \$0.80 per share for gross proceeds of \$20,000,000.

c) Warrants

A summary of the Company's warrant activity is as follows:

	Number of warrants outstanding	Weighted average exercise price per share
	#	\$
Balance, December 31, 2021	13,793,341	0.64
Expired	(1,293,341)	1.00
Balance, September 30, 2023 and December 31, 2022	12,500,000	0.60

As at September 30, 2023, the Company had 12,500,000 warrants outstanding (December 31, 2022 - 12,500,000) all of which have an exercise price of \$0.60 and expire on September 16, 2026. As at September 30, 2023, the remaining life of these warrants is 2.96 years (December 31, 2022 - 3.71 years).

FARADAY COPPER CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars, except where noted)

10. SHARE CAPITAL (continued)

d) Options

The Company had a “rolling” stock option plan (the “Legacy Plan”) that allowed the Company to grant options to its employees, directors, consultants, and officers for a maximum of 10% of outstanding shares to be issued.

Options had a maximum term of five years and terminate up to 90 days following the date on which an optionee ceases to be an employee, director, consultant, or officer and up to 30 days following the date on which an optionee who is engaged to provide investor relations activities ceases to be engaged to provide such services. In the case of death, the option terminates at the earlier of twelve months after the date of death and the expiration of the option period.

On June 20, 2023, following a vote by shareholders, the Company adopted a new Long-Term Incentive Plan (the “LTIP”), which provides for the granting of deferred share units, restricted share units (“RSU”), performance share units, and stock options (“Options”). The maximum number of common shares reserved for issuance under the LTIP (with any other share-based compensation arrangement, including the Legacy Plan) will be 19,296,967.

A summary of the Company’s stock option activity is as follows:

	Number of options	Weighted average exercise price
	#	\$
Outstanding, December 31, 2021	15,000,000	0.39
Cancelled	(306,250)	0.38
Exercised	(1,200,000)	0.32
Granted	1,364,000	0.83
Outstanding, December 31, 2022	14,857,750	0.44
Exercised	(2,668,750)	0.38
Cancelled	(250,000)	0.40
Outstanding Balance, September 30, 2023	11,939,000	0.45
Exercisable Balance, September 30, 2023	4,232,500	0.44

A summary of the Company’s stock options outstanding at September 30, 2023, is as follows:

Expiry date	Weighted average exercise price	Number of outstanding options	Number of exercisable options
	\$	#	#
July 24, 2025	0.23	400,000	137,500
September 8, 2025	0.44	80,000	20,000
June 8, 2026	0.60	325,000	325,000
July 21, 2026	0.40	200,000	200,000
September 2, 2026	0.40	9,650,000	3,266,666
February 1, 2027	0.80	120,000	-
February 16, 2027	0.94	224,000	-
April 1, 2027	0.86	500,000	166,667
April 25, 2027	0.91	350,000	116,667
August 16, 2027	0.49	90,000	-
	0.45	11,939,000	4,232,500

The weighted average remaining contractual life of the Company’s options as at September 30, 2023, was 2.94 years (December 31, 2022 - 3.30 years).

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

10. SHARE CAPITAL (continued)

A summary of the Company's assumptions used in the Black-Scholes option pricing model used to determine the fair value of options is as follows:

	February 1, 2022	February 16, 2022	April 1, 2022	April 25, 2022	August 16, 2022	September 8, 2022
Stock price	0.80	0.92	0.81	1.00	0.49	0.44
Risk-free interest rate	1.65%	1.80%	2.46%	2.70%	2.95%	3.37%
Expected life of the option	5.00	5.00	5.00	5.00	5.00	3.00
Annualized volatility	116%	115%	115%	115%	110%	109%
Dividend rate	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%

During the three and nine months ended September 30, 2023, the Company incurred share-based compensation related to stock options of \$326,693 and \$1,063,872, respectively, in connection with options vested (2022 - \$1,090,100 and \$3,035,376, respectively).

e) Restricted share units

When the Company issues RSUs, it records a share-based payment expense in the year or period which the RSUs are granted and/or vested. The expense is measured using a deemed price that is based on the volume weighted average trading price of the Company's common shares for the five trading days immediately preceding the grant date as prescribed in the Company's restricted share units rolling plan.

During the three and nine months ended September 30, 2023, the Company incurred share-based compensation related to RSUs of \$250,264 and \$821,856, respectively in connection with RSUs vested (2022 - \$226,384 and \$899,973, respectively).

A summary of the Company's RSUs is as follows:

	Number of RSUs	Weighted average issue price
	#	\$
Non-vested balance, December 31, 2021	333,334	0.68
Granted	1,768,000	0.83
Vested	(260,667)	0.29
Cancelled	(28,000)	0.72
Non-vested balance, December 31, 2022	1,812,667	0.82
Granted	1,436,573	0.75
Vested	(496,664)	0.89
Cancelled	(44,211)	0.75
Non-vested balance, September 30, 2023	2,708,365	0.77

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

10. SHARE CAPITAL (continued)

A summary of the Company's non-vested RSUs at September 30, 2023, is as follows:

Vesting date ⁽¹⁾	Weighted average issue price	Number of outstanding RSUs
November 9, 2023	\$ 0.46	78,666
December 1, 2023	0.68	166,667
January 1, 2024	0.72	40,000
January 31, 2024	0.75	464,119
March 1, 2024	0.90	40,000
April 19, 2024	0.91	416,668
November 9, 2024	0.46	78,667
January 31, 2025	0.75	464,121
April 19, 2025	0.91	416,668
November 9, 2025	0.46	78,667
January 31, 2026	0.75	464,122
	0.77	2,708,365

(1) RSUs vests over a period of two years. Vesting dates listed above, represent the end of the two-year term. At the end of each annual period from date of grant, one half of the units granted will vest.

11. RELATED PARTY TRANSACTIONS

During the three and nine months ended September 30, 2023 and 2022, the Company incurred transactions with key management personnel, being the Chief Executive Officer, Chief Financial Officer, Vice President Studies & Evaluations, and Vice President of Exploration; as well as the directors of the Company.

A summary of the Company's related party transactions is as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Director fees	42,000	72,000	126,000	72,000
Salaries and other compensation	500,447	868,506	2,111,683	1,383,505
Share-based compensation	418,664	1,031,442	1,287,767	2,532,555
	961,111	1,971,948	3,525,450	3,988,060

As at September 30, 2023, amount due to related parties comprised of amounts owing to key management members and directors totaling \$625,201 (December 31, 2022 - \$775,480). Due to related parties is unsecured and non-interest-bearing and with no specific terms of repayment.

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments are exposed to several financial and market risks, including credit, interest rate and liquidity risks. The Company may, or may not, establish from time-to-time active policies to manage these risks. The Company does not currently have in place any active hedging or derivative trading policies to manage these risks since the Company's management does not believe that the current size, scale and pattern of cash flow of its operations would warrant such hedging activities.

FARADAY COPPER CORP.

Notes to the Condensed Interim Consolidated Financial Statements

For the three and nine months ended September 30, 2023 and 2022

(Unaudited - Expressed in Canadian dollars, except where noted)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

Fair value of financial instruments

The fair value hierarchy established by IFRS 13 *Fair Value Measurement* has three levels to classify the inputs to valuation techniques used to measure fair value described as follows:

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

Level 2 - Inputs other than quoted prices that are observable for the assets or liabilities either directly or indirectly; and

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

The fair values of the Company's cash and cash equivalents, accounts payable and accrued liabilities, and due to related parties are equivalent to their carrying values due to their short-term nature.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations.

The financial instruments that potentially subject the Company to a significant concentration of credit risk consist of cash and cash equivalents. The Company mitigates its exposure to credit loss associated with cash and cash equivalents by placing its cash and cash equivalents in major financial institutions. As at September 30, 2023, the Company had cash equivalents of \$19,278,064 in term deposits (December 31, 2022 - \$7,774,324) that are redeemable within 90 days and bear interest up to 5.2% (September 30, 2022 - 3.65%). Interest income on term deposits during the three and nine months ended September 30, 2023 was \$177,625 and \$552,872, respectively (2022 - \$111,697 and \$126,679, respectively).

Liquidity risk and fair value hierarchy

Liquidity risk is the risk that the Company may be unable to meet its financial obligations as they fall due or that it will be required to meet them at excessive cost. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements and amounts from related parties. The Company's accounts payable and accrued liabilities and is due within 90 days of September 30, 2023 and due to related parties has no specific terms of repayment.

The Company's operating cash requirements are continuously monitored and adjusted as input variables change. As these variables change, liquidity risks may necessitate the need for the Company to pursue equity issuances, obtain project or debt financing, or enter into joint arrangements. There is no assurance that the necessary financing will be available in a timely manner.

Interest rate risk

Interest rate risk is the risk that the Company is exposed to the risk that the value of financial instruments will change due to movements in market interest rates. As at September 30, 2023, the Company did not have debt instruments exposed to variable interest rate. The risk is not significant.

Foreign currency risk

Foreign currency risk is the risk that the fair value of the Company's assets and liabilities will fluctuate due to changes in foreign exchange rates.

The Company is exposed to foreign currency risk to the extent that monetary assets and liabilities held by the Company are not denominated in its functional currency. The Company does not manage currency risk through hedging or other currency management tools.

FARADAY COPPER CORP.**Notes to the Condensed Interim Consolidated Financial Statements****For the three and nine months ended September 30, 2023 and 2022**

(Unaudited - Expressed in Canadian dollars, except where noted)

12. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (continued)

A summary of the Company's financial assets and liabilities that are denominated in US dollar is as follows:

	September 30,		December 31,	
	2023		2022	
	US\$	\$	US\$	\$
Cash	2,665,852	3,529,588	3,272,112	4,431,748
Accounts payable and accrued liabilities	(419,289)	(555,139)	(1,238,253)	(1,677,090)
	2,246,563	2,974,449	2,033,859	2,754,658

As at September 30, 2023, a 5% change in the US dollar against the Canadian dollar would result in a \$148,722 impact to the Company.