

FARADAY COPPER CORP.
\$34,782,400 BOUGHT DEAL OFFERING OF COMMON SHARES
AMENDED TERM SHEET – FEBRUARY 6, 2023

A final base shelf prospectus containing important information relating to the securities described in this document has been filed with the securities regulatory authorities in each of the provinces and territories of Canada excluding Quebec. A copy of the final base shelf prospectus, any amendment to the final base shelf prospectus and any applicable shelf prospectus supplement that has been filed is required to be delivered with this document.

This document does not provide full disclosure of all material facts relating to the Common Shares. Investors should read the final base shelf prospectus, any amendment and any applicable prospectus supplement, for disclosure of those facts, especially risk factors relating to the Common Shares, before making an investment decision.

All amounts in C\$ unless otherwise stated.

Issuer:	Faraday Copper Corp. (the “ Company ”).
Offering:	43,478,000 common shares of the Company (the “ Common Shares ”).
Offering Price:	\$0.80 per Common Share (the “ Offering Price ”).
Gross Proceeds:	\$34,782,400.
Over-Allotment Option:	The Company has granted the Underwriters an option (the “ Over-Allotment Option ”) to purchase up to an additional 6,521,700 Common Shares at \$0.80 per Common Share, exercisable in whole or in part at any time, for a period of 30 days after and including the Closing Date.
Use of Proceeds:	The net proceeds of the Offering will be used to fund the purchase of a 32,000 acre ranch land package adjacent to the Company’s Copper Creek Property, for exploration and development of the Copper Creek project, as well as for working capital and general corporate purposes as set out in the prospectus supplement.
Form of Offering:	“Bought-deal” public offering by way of a prospectus supplement to the Company’s short form base shelf prospectus dated October 21, 2022, to be filed in all of the provinces and territories of Canada excluding Quebec. The Common Shares will also be offered in the United States on a private placement basis pursuant to one or more exemptions from the registration requirements (including Rule 144A) of the <i>United States Securities Act of 1933</i>, as amended (the “U.S. Securities Act”), and may also be offered in certain jurisdictions outside of Canada and the United States provided that no prospectus, registration statement or similar document is required to be filed in such jurisdiction.
Underwriting Agreement:	The Company and the Underwriters will enter into a definitive underwriting agreement which agreement will contain “material change out”, “disaster and regulatory out”, and “breach out” clauses running to the closing of the Offering.
Listing:	The common shares of the Company are listed on the Toronto Stock Exchange (the “ TSX ”) under the symbol “FDY”. The Company shall obtain the necessary approvals to list the Common Shares issued in connection with Offering on the TSX which listing shall be conditionally approved prior to the Closing Date.
Eligibility:	The Common Shares shall be eligible for RRSPs, RRIFs, RDSPs, TFSA and DPSPs.
Sole Bookrunner:	Canaccord Genuity Corp.
Underwriters’ Commission:	Cash commission equal to 5.0%, except in respect of sales comprising the Company’s President’s List for which a cash commission equal to 1.0% shall be payable.
Closing Date:	February 14, 2023 or such date as Canaccord Genuity and the Company may agree.

Investing in the Common Shares involves certain risks. Prospective purchasers of the Common Shares should carefully consider all the information in the base shelf prospectus and prospectus supplement and in the documents incorporated by reference therein.