

FORM 51-102F3
Material Change Report

1. Name and Address of Company

Fairchild Gold Corp. (the “**Company**”)
1010 - 789 W. Pender Street Vancouver, British Columbia V6C 1H2

2. Date of Material Change

March 22, 2023

3. News Release

The news release was disseminated through TheNewswire and subsequently filed on SEDAR on March 22, 2023.

4. Summary of Material Change

The Company has announced that it has applied to list its common shares (the “**Common Shares**”) on the Canadian Securities Exchange (“**CSE**”) and intends to apply to the TSX Venture Exchange (the “**TSXV**”) to delist its Common Shares.

5. Full Description of Material Change

5.1 Full Description of Material Change

The Company believes listing the Common Shares on the CSE will deliver additional value to the shareholders as a result of the Company being subject to reduced filing fees, lower compliance and legal costs and other fees. The Company will also have increased flexibility to expand in multiple areas of operation. Completion of the listing of the Common Shares on the CSE is subject to the Company’s application to delist being accepted by the TSXV, and acceptance of the Company’s application to list by the CSE.

5.2 Disclosure for Restructuring Transactions

Not applicable.

6. Reliance on subsection 7.1(2) of National Instrument 51-102

Not applicable.

7. Omitted Information

None.

8. Executive Officer

Contact: Robert Rosner; Director and Chief Financial Officer; Telephone: (866) 497-0284; Email: rrosner@fairchildgold.com

9. Date of Report

April 3, 2023