

FORM 51-102F3

MATERIAL CHANGE REPORT

- Item 1 :**        **Name and Address of Company**  
Fairchild Gold Corp. (the “**Corporation**” or “**Fairchild**”)  
Suite 615, 800 West Pender Street  
Vancouver, BC V6C 2V6
- Item 2 :**        **Date of Material Change State**  
November 28, 2024
- Item 3:**        **News Release**  
A news release was issued and disseminated on November 28, 2024 and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).
- Item 4:**        **Summary of Material Change**  
The Corporation closed an additional private placement offering on November 28, 2024 for gross proceeds of \$496,000 by way of issuance of 8,266,667 Units (the “**Units**”) at a price of \$0.06 per Unit of the Corporation, whereby each Unit comprises one common share (a “**Common Share**”) in the capital of the Corporation and one common share purchase warrant (a “**Warrant**”). Each whole Warrant shall be convertible into an additional Common Share at an exercise price of \$0.15 for a period of six (60) months from the date of issuance. The Warrants include an acceleration clause to the effect that if the daily volume weighted average closing price of the common shares on the TSX Venture Exchange is at least \$0.50 per Common Share for a period of five (5) consecutive trading days, 12 months after the closing date of the Private Placement (the “**Triggering Event**”), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.
- Item 5 :**        **Full Description of Material Change**  
Please refer to the press release attached hereto as Schedule “A”.
- Item 6:**        **Reliance on subsection 7.1(2) of National Instrument 51-102**
- Item 7 :**        Not applicable  
**Omitted Information**
- Item 8 :**        None  
**Executive Officer**  
Luis Martins  
Director CEO

[info@fairchildgold.com](mailto:info@fairchildgold.com)  
(866) 497-0284  
<https://www.fairchildgold.com/>

**Item 9:           Date of Report**

December 6, 2024

## FAIRCHILD ANNOUNCES ADDITIONAL PRIVATE PLACEMENT CLOSING

**Vancouver, British Columbia – November 28, 2024** -- Fairchild Gold Corp. (“**Fairchild**” or the “**Company**”) (TSXV: FAIR) announces a closing of its non-brokered private placement for gross proceeds of \$496,000 (the “**Offering**”).

In connection with the closing of the Offering, the Company issued 8,266,667 units (the “**Units**”) at a price of \$0.06 per Unit.

Each Unit was comprised of one common share (a “**Common Share**”) in the capital of the Company and one common share purchase warrant (a “**Warrant**”), whereby each whole Warrant shall be convertible into an additional Common Share at an exercise price of \$0.15 for a period of sixty (60) months from the date of issuance. The Warrants include an acceleration clause to the effect that if the daily volume weighted average closing price of the common shares on the TSX Venture Exchange is at least \$0.50 per Common Share for a period of five (5) consecutive trading days, 12 months after the closing date of the Private Placement (the “**Triggering Event**”), the Company may, within 5 days of the Triggering Event, accelerate the expiry date of the Warrants by giving notice thereof to the holders of the Warrants, by way of news release, and in such case the Warrants will expire on the first day that is 10 calendar days after the date on which such notice is given by the Company announcing the Triggering Event.

Fairchild intends to use the net proceeds of the Offering towards the exploration at the Company’s newly acquired Copper Chief Project in Nevada, USA as well as general working capital purposes.

The Company paid a cash commission of \$12,960 to Revere Securities LLC (“**Revere Securities**”) in connection with a subscription from subscribers introduced to the Offering by Revere Securities. In addition to this cash commission, the Company issued 108,000 finder’s shares and 108,000 finder’s warrants to Revere Securities as part of the finder’s fee compensation.

The Company will be conducting a final closing of the Offering next week. The securities issued under the Offering, and any Shares that may be issuable on exercise of any such securities, will be subject to a statutory hold period expiring four months and one day from the date of issuance.

The Offering remains subject to final approval of the TSX Venture Exchange.

The securities offered have not been registered under the U.S. Securities Act of 1933, as amended, and may not be offered or sold in the United States absent registration or an applicable exemption from the registration requirements. This news release shall not constitute an offer to sell or the solicitation of an offer to buy nor shall there be any sale of the securities in any State in which such offer, solicitation or sale would be unlawful.

### **About Fairchild Gold Corp.**

Fairchild is engaged in the business of acquisition, exploration and development of mineral properties in Canada and the United States. Its current portfolio consists of the Fairchild Lake Property in Ontario and the Copper Chief Project in Nevada.

### **On behalf of the Board of Directors**

Luis Martins  
Director and Chief Executive Officer

NOT FOR DISTRIBUTION TO UNITED STATES NEWS WIRE SERVICES OR FOR  
DISSEMINATION IN THE UNITED STATES.

Fairchild Gold Corp.  
[info@fairchildgold.com](mailto:info@fairchildgold.com)  
(866) 497-0284

*Neither the TSX Venture Exchange nor its Regulation Services Provider (as the term is defined in the policies of the TSX Venture Exchange) accepts responsibility for the adequacy of this news release.*

**Cautionary Statement Regarding Forward-Looking Information**

Certain information contained in this news release constitutes “forward-looking information” or “forward-looking statements” (collectively, “forward- looking information”). Without limiting the foregoing, such forward-looking information includes statements regarding the process and completion of the Offering, the use of proceeds of the Offering and any statements regarding the Company’s business plans, expectations and objectives. In this news release, words such as “may”, “would”, “could”, “will”, “likely”, “believe”, “expect”, “anticipate”, “intend”, “plan”, “estimate” and similar words and the negative form thereof are used to identify forward-looking information. Forward-looking information should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether, or the times at or by which, such future performance will be achieved. Forward-looking information is based on information available at the time and/or the Company management’s good faith belief with respect to future events and is subject to known or unknown risks, uncertainties, assumptions and other unpredictable factors, many of which are beyond the Company’s control. For additional information with respect to these and other factors and assumptions underlying the forward-looking information made in this news release, see the Company’s most recent Management’s Discussion and Analysis and financial statements and other documents filed by the Company with the Canadian securities commissions and the discussion of risk factors set out therein. Such documents are available at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company’s profile and on the Company’s website, <https://fairchildgold.com/>. The forward-looking information set forth herein reflects the Company’s expectations as at the date of this news release and is subject to change after such date. The Company disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, other than as required by law.