

FORM 51-102F3

MATERIAL CHANGE REPORT

Item 1 : Name and Address of Corporation

Fairchild Gold Corp. (the “Corporation” or “Fairchild”)
615-800 West Pender St, Vancouver,
British Columbia, V6C 2V6, Canada

Item 2 : Date of Material Change

October 16, 2025.

Item 3: News Release

A news release was issued and disseminated on October 17, 2025, and filed on SEDAR+ (www.sedarplus.ca).

Item 4: Summary of Material Change

The Corporation closed its non-brokered private placement offering (“Offering”) on October 16, 2025, for gross proceeds of \$1,100,049.93 by way of issuance of 12,222,777 Units (the “Units”) at a price of \$0.09 per Unit of the Corporation.

Item 5 : Full Description of Material Change

The Corporation closed its non-brokered private placement offering (“Offering”) on October 16, 2025, for gross proceeds of \$1,100,049.93 by way of issuance of 12,222,777 Units (the “Units”) at a price of \$0.09 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 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 Corporation 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 Corporation announcing the Triggering Event.

No finder's fee was paid in this Offering. The Common Shares and Warrants issued under the Offering will be subject to a statutory hold period expiring four months and one day from the date of issuance or longer for certain subscribers. The Offering remains subject to final approval of the TSX Venture Exchange. Proceeds of the Offering will be used to advance the Company’s Nevada gold projects and for general working capital purposes.

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 material change report 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.

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

Not applicable

Item 7 : Omitted Information

None

Item 8 : Executive Officer

Nikolas Perrault
Executive Chairman
Fairchild Gold Corp.
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(866) 497-0284
www.fairchildgold.com

Item 9: Date of Report

October 27, 2025.