

**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

**Item 2: Date of Material Change**

February 20, 2026

**Item 3: News Release**

A news release was issued and disseminated on February 20, 2026, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4: Summary of Material Change**

The Corporation closed its previously announced non-brokered private placement financing (the “**Offering**”) on February 20, 2026, for gross proceeds of C\$1,245,712 from the issuance of 13,841,249 units of the Corporation (each, a “**Unit**”) at a price of C\$0.09 per Unit.

**Item 5 : Full Description of Material Change**

Pursuant to the terms of the Offering, each Unit is comprised of one common share (a “Common Share”) in the capital of the Corporation and one common share purchase warrant (a “Warrant”), whereby each whole Warrant shall be convertible into one additional Common Share at an exercise price of C\$0.15 for a period of sixty (60) months from the date of issuance.

The Warrants include an acceleration clause pursuant to which, if the daily volume weighted average trading price of the Common Shares on the TSX Venture Exchange is at least C\$0.50 per Common Share for a period of five (5) consecutive trading days, twelve (12) months after the closing of the Offering, the Corporation may accelerate the expiry of the Warrants by giving notice to the holders thereof by way of news release, in which case the Warrants will expire ten (10) calendar days following such notice.

No finder’s fee was paid in connection with the Offering. The Common Shares and Warrants issued under the Offering are subject to a statutory hold period expiring four months and one day from the date of issuance, or such longer period as may be required under applicable securities laws. The Offering remains subject to the final approval of the TSX Venture Exchange. The net proceeds of the Offering will

be used to advance the Corporation's Nevada gold projects and for general working capital purposes.

An insider of the Corporation indirectly subscribed for a total of 1,200,000 Units under the Offering. As a result, the Offering constitutes a "related party transaction" within the meaning of TSX Venture Exchange Policy 5.9 – Protection of Minority Security Holders in Special Transactions and Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101").

The Corporation is exempt from the formal valuation requirement under Section 5.4 of MI 61-101 in reliance on Section 5.5(a) thereof, and from the minority shareholder approval requirement under Section 5.6 of MI 61-101 in reliance on Section 5.7(a) thereof, as the fair market value of the Offering, insofar as it involves the insider, does not exceed 25% of the Corporation's market capitalization. The Corporation did not file a material change report more than 21 days prior to the closing of the Offering as the details of the insider participation were not finalized until shortly prior to closing and the Corporation wished to complete the Offering as expeditiously as practicable for sound business reasons. The Offering was previously approved by the board of directors of the Corporation, including disinterested directors. No special committee was established in connection with the transaction, and no materially contrary view was expressed or made by any director

None of the securities sold under the Offering have been registered under the United States Securities Act of 1933, as amended.

Immediately prior to the closing of the Offering, Mr. Shahal Khan owned, directly and indirectly, and had control and direction over 13,000,000 Common Shares, 7,000,000 Warrants, 2,000,000 stock options and 1,500,000 restricted share units of the Corporation, representing approximately 7.90% of the issued and outstanding Common Shares on a non-diluted basis and 12.49% on a partially diluted basis.

Following the closing of the Offering, Mr. Shahal Khan beneficially owns, directly and indirectly, and has control and direction over 14,200,000 Common Shares, 8,200,000 Warrants, 2,000,000 stock options and 1,500,000 restricted share units of the Corporation, representing approximately 7.96% of the issued and outstanding Common Shares on a non-diluted basis and 13.62% on a partially diluted basis. The change in ownership resulted from the Offering. Mr. Khan may, from time to time, increase or decrease his ownership, control or direction over securities of the Corporation.

This material change report is being filed in connection with the early warning report to be filed by Mr. Shahal Khan pursuant to National Instrument 62-103 – *The Early Warning System and Related Take-Over Bid and Insider Reporting Issues*.

Copies of such early warning report may be obtained under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

**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 & Director  
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**Item 9: Date of Report**

February 20, 2026.