

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

March 12, 2025

Item 3: News Release

A news release was issued and disseminated on March 14, 2025 and filed on SEDAR+ (www.sedarplus.ca).

Item 4: Summary of Material Change

On March 12, 2025, the Corporation successfully completed its previously announced acquisition of mining claims from Koba Resources Ltd. (“**Koba**”) pursuant to an asset purchase agreement dated February 10, 2025. After approval from the TSX Venture Exchange, the Corporation issued and delivered to Koba 3,000,000 common shares (“**FAIR Shares**”) at a deemed price of CDN\$0.05 per share and granted a One Percent (1%) Net Smelter Returns Royalty to Koba, 50% of which may be repurchased by Fairchild at any time for a cash consideration of CDN\$1,000,000. This acquisition significantly expands the Corporation’s land position, increasing its Copper Chief Project to over 300 claims covering approximately 6,150 acres in the historically productive Goodsprings mining district.

Additionally, at its Annual General and Special Meeting held on February 26, 2025, shareholders approved all resolutions, including the election of directors, appointment of auditors, adoption of a new equity incentive plan, and a corporate name change to Fairchild Copper & Gold Corp.

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

Not applicable

Item 7 : Omitted Information

None

Item 8 : Executive Officer

Luis Martins
Director CEO

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<https://www.fairchildgold.com/>

Item 9: Date of Report

March 14, 2025

Schedule “A”



FAIRCHILD GOLD CORP ANNOUNCES SUCCESSFUL COMPLETION OF TRANSACTION WITH Koba RESOURCES LTD.

Vancouver, BC - March 14, 2025: Fairchild Gold Corp ("**Fairchild**" or the "**Company**") (TSX-V: **FAIR**) is pleased to announce that its previously announced transaction disclosed on February 11, 2025, with Koba Resources Ltd. ("**Koba**"), has successfully completed on March 12, 2025.

Strategic Acquisition Completed

Having secured all necessary approvals and with all conditions satisfied, the Company's transaction with Koba has been completed. Fairchild has begun the process of integrating the extensive database received through this acquisition, which includes thousands of rock and soil samples as well as geophysical surveys.

"This is a significant acquisition for Fairchild," said Luis Martins, Chief Executive Officer of Fairchild Gold Corp. "The completion of this transaction represents an important milestone in our growth strategy and positions us as the dominant claim holder in the historic Goodsprings mining district. The acquired database which covers most of our enlarged and consolidated claim package will allow the company to collapse the timeframe it originally anticipated would be required prior to drilling."

Expanded Land Position

With the completion of this transaction, Fairchild's Copper Chief Project now covers a total of 300+ claims, spanning approximately 6150 acres in the Goodsprings mining district of Nevada. This substantial land package consolidates a significant portion of this historically productive region.

[See FIGURE#1: Map of Fairchild Gold's Koba Acquisition](#)

DATA PACKAGE

Fairchild Gold received a substantial package of historical geological, geochemical, and geophysical data from Koba Resources that were summarized in an analyst's publicly disclosed report by Ian Spence of Peloton Capital Pty Ltd. dated June 7, 2022. These data were originally acquired from work conducted by Koba's predecessor company New World Resources, starting in 2019. This work was conducted by geologists and geophysicists who were qualified persons as defined by Instrument NI 43-101, and Fairchild Gold is confident that this historical work and these historical data and descriptive maps and interpretive summaries are of high quality and are an accurate representation of the work conducted by Koba and New World Resources.

Historic Goodsprings Data Highlights:

- ✓ **1361 Rock samples and 2653 Soil samples**
- ✓ **Copper Assays:** up to **25% Copper** in multiple locations. Confirming **Copperside Mine** anomaly. (Sample PS0014) Top 25 sample average **13.7 %**
- ✓ **Gold Assays:** Up to **151 g/t** (sample 2645) Top 25 sample average **18.11 ppm**
- ✓ **Silver Assays:** Up to **1565 g/t** (sample 212) Top 25 sample average **651.2 ppm**
- ✓ **Cobalt Assays:** Up to **5.9 %** (sample PS0004)
- ✓ **Lead Assays:** Up to **40%** (Sample RLGS-6)
- ✓ **Zinc Assays:** Up to **30%** (Sample 9378)
- ✓ **Antimony Assays:** Up to **9104.4 g/t** (Sample GS09RW-45)

IP/Mag surveys:

[See Figure 2: ZONGE IP Survey \(~2019\)](#)

These data will be carefully analysed and, in some cases, reprocessed, giving a much more robust basis for preparation of the next exploration steps. Updates will be coming soon.

Next Phases of Exploration

- I. Comprehensive review and integration of the newly acquired database*
- II. Detailed geological mapping and innovative geophysical surveys to rank numerous high-priority targets already identified*
- III. Targeted drill program*

"We are extremely excited about the potential of the Copper Chief Project and the broader Goodsprings district, The historical production in this area only scratched the surface. Modern exploration techniques, combined with our large, consolidated land position and comprehensive database, give us a unique opportunity to unlock substantial value for our shareholders." -Luis Martins (CEO).

The Company believes the Goodsprings district has the potential to host a large-scale, district-wide mineral system with multiple deposit types, including:

- ✓ *High-grade copper-lead-zinc carbonate replacement deposits*
- ✓ *Structurally controlled precious and PGE metal veins*
- ✓ *Potential for porphyry copper-gold-related mineralization*

Fairchild's strategic position in this historically productive yet underexplored district represents a compelling opportunity to make significant discoveries using modern exploration techniques.

Annual General and Special Meeting Results

The Company is also pleased to announce the voting results of its annual general and special meeting (the **"Meeting"**) of its shareholders (**"Shareholders"**) held on February 26, 2025.

Shareholders holding 17,071,085 shares or 23.15% of the outstanding shares of the Company were represented in person or by proxy at the Meeting. The Shareholders received the financial statements for the years ended August 31, 2024, August 31, 2023, August 31, 2022 and August 31, 2021 together with the auditor's Reports. As nominated by the Company's management information circular dated January 23, 2025, the shareholders elected Luis Martins, Robert Rosner, Geoffrey Baker, and Diane Mann as directors of the Company for the ensuing year.

The shareholders also voted to appoint Manning Elliott LLP as auditors of the Company to hold office until the close of the next annual general meeting and approved the Company's new equity incentive plan (the "**Incentive Plan**"). The Incentive Plan is a 10% rolling plan in respect of options and a 10% fixed plan in respect of restricted share units.

Finally, the shareholders approved the resolution to amend the Company's name to "Fairchild Copper & Gold Corp." as authorized by the board of directors of the Company, acceptable to the TSX Venture Exchange and applicable regulatory authorities.

QP statement

Richard R. Redfern, MS, CPG No. 10717, and Consulting Geologist for Fairchild, is the qualified person as defined by National Instrument 43-101 who has examined the Copper Chief property on the ground numerous times since 2003 and reviewed the geological information available from private and public sources related to the property and is responsible for approving the technical contents of this press release.

About Fairchild Gold Corp

Fairchild Gold Corp is a mineral exploration company focused on acquiring, exploring, and developing high-quality mineral properties in mining-friendly jurisdictions. The Company's flagship Copper Chief Project is in the historic Goodsprings mining district in Nevada, USA.

For more information, please contact:

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Forward-Looking Statements

This press release contains forward-looking statements and forward-looking information (collectively, "forward-looking statements") within the meaning of applicable securities laws. Any statements that are contained in this press release that are not statements of historical fact may be deemed to be forward-looking statements. Forward-looking statements are often identified

by terms such as "may", "should", "anticipate", "will", "estimates", "believes", "intends", "expects" and similar expressions which are intended to identify forward-looking statements. More particularly and without limitation, this press release contains forward-looking statements concerning the exploration and development potential of the Copper Chief Project. Forward-looking statements are inherently uncertain, and the actual performance may be affected by a number of material factors, assumptions and expectations, many of which are beyond the control of the Company. Readers are cautioned that assumptions used in the preparation of any forward-looking statements may prove to be incorrect. Events or circumstances may cause actual results to differ materially from those predicted as a result of numerous known and unknown risks, uncertainties and other factors, many of which are beyond the control of the Company. Readers are further cautioned not to place undue reliance on any forward-looking statements, as such information, although considered reasonable by management at the time of preparation, may prove to be incorrect and actual results may differ materially from those anticipated.

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

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