

**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**

April 22, 2025.

**Item 3: News Release**

A news release was issued and disseminated on April 23, 2025, and filed on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**Item 4: Summary of Material Change**

The Corporation closed the first tranche of its non-brokered private placement offering (“**Offering**”) on April 22, 2025, for gross proceeds of \$810,000 by way of issuance of 13,500,000 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 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.

The Offering constitutes a “related party transaction” under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“MI 61-101”), as two directors, Mr. Nikolas Perrault and Mr. Geoffrey Baker indirectly participated in the Offering for 500,000 Units each. Notwithstanding the foregoing, the Corporation has determined that the participation of the directors in the Offering is exempt from the formal valuation and minority shareholder approval requirements of MI 61-101 in reliance on the exemptions set forth in sections 5.5(a) and 5.7(1)(a), respectively, of MI 61-101, as neither the fair market value of the Common Shares purchased nor the consideration paid by them exceeds 25% of the Corporation’s market capitalization. The Corporation did not

file a material change report more than 21 days before the expected closing of the Offering as the participation by the directors was not settled until shortly prior to closing and the Corporation wished to close on an expedited basis for sound business reasons. The Offering was previously approved by the disinterested directors of the Corporation. No special committee was established in connection with the Offering, and no materially contrary view was expressed or made by any director.

Prior to the Offering, Mr. Perrault directly and indirectly owned 5,877,377 Common Shares and 8,621,037 Warrants which represented 7.66% of the issued and outstanding Common Shares on a non-diluted basis and 16.99% on a partially diluted basis. On closing of the Offering, Mr. Perrault now directly and indirectly owns 6,377,377 Common Shares and 15,498,414 Warrants which represent 7.07% of the issued and outstanding Common Shares on a non-diluted basis and 15.60% on a partially diluted basis.

Prior to the Offering, Mr. Baker did not directly and indirectly own any Common Shares or Warrants. On closing of the Offering, Mr. Baker now indirectly owns 500,000 Common Shares and 500,000 Warrants which represent 0.55% of the issued and outstanding Common Shares on a non-diluted basis and 1.1% on a partially diluted basis.

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

See Schedule "A" attached hereto.

**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 and Chief Executive Officer  
Fairchild Gold Corp.  
[info@fairchildgold.com](mailto:info@fairchildgold.com)  
(866) 497-0284  
[www.fairchildgold.com](http://www.fairchildgold.com)

**Item 9: Date of Report**

May 2, 2025

## **SCHEDULE "A"**

## FAIRCHILD GOLD ANNOUNCES CLOSING OF A PRIVATE PLACEMENT AND PROVIDES CORPORATE UPDATE

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

**Vancouver, British Columbia – April 23, 2025** – Fairchild Gold Corp. (“**Fairchild**” or the “**Company**”) (TSXV: FAIR) is pleased to announce the closing of a first tranche of non-brokered private placement for gross proceeds of \$810,000 (the “**Offering**”) on April 22, 2025. In connection with the closing of the Offering, the Company issued 13,500,000 units (the “**Units**”) at a price of \$0.06 per Unit.

Each Unit is 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 Offering (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.

The Offering constitutes a “related party transaction” under Multilateral Instrument 61-101 *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), as two directors, Nikolas Perrault and Geoffrey Baker participated indirectly in the Offering. Pursuant to MI 61-101, the Company will file a material change report providing disclosure in relation to each “related party transaction” on SEDAR+ under the Company’s issuer profile at [www.sedarplus.ca](http://www.sedarplus.ca). The Company did not file the material change report more than 21 days before the expected closing date of the Offering as the details of the Offering were not settled until shortly prior to the conclusion of the Offering, and the Company wished to complete the Offering on an expedited basis for sound business reasons. The Company is relying on exemptions from the formal valuation and minority shareholder approval requirements available under MI 61-101. The Company is exempt from the formal valuation requirement in section 5.4 of MI 61-101 in reliance on sections 5.5(a) and (b) of MI 61-101 as the fair market value of the transaction, insofar as it involves each of the significant shareholders, is not more than 25% of the Company’s market capitalization. Additionally, the Company is exempt from minority shareholder approval requirement in section 5.6 of MI 61-101 in reliance on section 5.7(1)(a) as the fair market value of the transaction, insofar as it involves each of the significant shareholders, is not more than 25% of the Company’s market capitalization. The Offering was previously approved by the board of directors of the Company, 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.

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.

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.

The Company intends to complete a second and final closing of \$200,000 of this offering on or about April 30, 2025. Fairchild intends to use the net proceeds of the Offering for geophysical surveys and expanded field work at the Company's Project in Nevada, as well as marketing and general working capital purposes.

### **Nevada Titan**

Also, in order to better reflect the district scale nature of its Nevada project, the Company has elected to adopt the name **Nevada Titan** for all subsequent communications and marketing materials when referring to the Project instead of Copper Chief as the latter, while a high priority target is the name of only one of numerous historic mines and targets contained within the Company's expanded claim package.

### **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 Nevada Titan Project is in the historic Goodsprings mining district in Nevada, USA. The Company is also the 100% owner of the Fairchild Lake Property consisting of 108 mining claims covering an area of 2,224 hectares, located approximately 250 kilometres northwest of the city of Thunder Bay in the Patricia Mining Division, Ontario.

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

Luis Martins  
Director and Chief Executive Officer  
Fairchild Gold Corp.  
[info@fairchildgold.com](mailto:info@fairchildgold.com)  
(866) 497-0284  
[www.fairchildgold.com](http://www.fairchildgold.com)

*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.