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

September 18, 2025.

Item 3: News Release

A news release was issued and disseminated on September 18, 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 September 18, 2025, for gross proceeds of $1,080,000 by way of issuance of 18,000,000 Units (the "**Units**") at a price of $0.06 per Unit of the Corporation.

Item 5 : Full Description of Material Change

The Corporation closed its non-brokered private placement offering ("**Offering**") on September 18, 2025, for gross proceeds of $1,080,000 by way of issuance of 18,000,000 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.

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 Offering constitutes a "related party transaction" under Multilateral Instrument 61-101 Protection of Minority Security Holders in Special Transactions ("MI 61-101"), as a director, 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. 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.

Prior to the Offering, Mr. Perrault directly and indirectly owned 11,852,043 Common Shares and 11,454,370 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 12,552,043 Common Shares and 12,154,370 Warrants which represent 8.24% of the issued and outstanding Common Shares on a non-diluted basis and 15.02% on a partially diluted basis.

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.

info@fairchildgold.com; nikolas@fairchildgold.com
(866) 497-0284
www.fairchildgold.com

Item 9: **Date of Report**

September 24, 2025.